



## President's foreword

Daix (France), 2<sup>nd</sup> January 2023

Dear Shareholders,

As the attached letter demonstrates, 2022 has been a year of great success for Inventiva and we look ahead to 2023 with confidence and motivation.

Nevertheless, the biotech sector has experienced difficult market conditions over the past few months and Inventiva's share price has not been spared from this widespread decline.

In these unprecedented circumstances, some resolutions voted last year have become obsolete. Therefore, in order to maintain our financial flexibility and to ensure the best possible conditions for the development of our portfolio of programs and our lead drug candidate lanifibranor, we would like to invite you to an Extraordinary General Meeting on January 25.

I would like to thank you for your trust.

Yours faithfully,

Frédéric Cren

CEO and co-founder of Inventiva

**INVENTIVA**  
**Société Anonyme with a Board of Directors**  
With a share capital of EUR 421,341.69  
Registered Office : 50, Rue de Dijon, 21121 Daix  
537 530 255 Trade and Companies Register of Dijon

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**ORDINARY AND EXTRAORDINARY GENERAL MEETING OF JANUARY 25<sup>TH</sup>, 2023**

The shareholders of INVENTIVA are hereby informed that the Ordinary and Extraordinary General Meeting is to be held on **January 25, 2023 at 2 p.m.**, at: Hôtel Oceania Le Jura - 14 avenue Foch - 21000 Dijon, France, as mentioned in the prior notice of meeting published in the Bulletin des Annonces Légales et Obligatoires (BALO) n°151 dated December 19<sup>th</sup>, 2022.

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

**Agenda**

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

**Ordinary items**

1. Ratification of the appointment (*cooptation*) of Ms. Lucy Lu to replace a resigning Director;

**Extraordinary items**

2. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, with shareholders' preemptive subscription rights maintained;
3. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, without shareholders' preemptive subscription rights, by way of public offerings, excluding offers referred to in Article L.411-2 1° of the French *Code monétaire et financier*;
4. 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*;
5. 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;
6. 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;
7. Delegation of authority to the Board of Directors to increase the share capital of the company by issuance of ordinary shares, immediately or in the future, reserved for certain specific categories of beneficiaries meeting specific characteristics within the framework of an equity financing agreement on the US market called "At-the-market" or "ATM", without shareholders' preemptive subscription rights;

8. 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;
9. 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;
10. 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;
11. 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;
12. Delegation of authority to the Board of Directors to increase the share capital of the Company by incorporating reserves, profits or premiums;
13. Authorization to the Board of Directors to grant free shares to employees and/or certain corporate officers;
14. 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;
15. 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**

16. Power for formalities.

**DRAFT TEXT OF RESOLUTIONS**  
**TO BE SUBMITTED TO THE VOTE**  
**OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING**  
**OF JANUARY 25<sup>TH</sup>, 2023**

**ORDINARY RESOLUTIONS**

***FIRST RESOLUTION*** (Ratification of the appointment (cooptation) of Ms. Lucy Lu to replace a resigning Director)

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,

**Ratifies** the appointment (*cooptation*), resolved by the Board of Directors on November 9<sup>th</sup>, 2022, of Ms. Lucy Lu as Director in order to replace the company Sofinnova Partners, who has resigned, for the remaining duration of the latter's term of office, *i.e.* until the end of the General Meeting called to approve the accounts for the year ending 31 December 2023.

**EXTRAORDINARY RESOLUTIONS**

***SECOND RESOLUTION*** (Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, 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 one million euros (EUR 1,000,000), 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 3 to 11 of this General Shareholders' Meeting, as well as capital increases that may be performed pursuant to resolutions 13 to 15 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 3 to 10 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 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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 21<sup>st</sup> resolution.

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

**THIRD RESOLUTION** (*Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, without shareholders' preemptive subscription rights, by way of 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 one million euros (EUR 1,000,000), it being specified that this cap will count towards the overall cap of one million euros (EUR 1,000,000) stipulated in paragraph 3 of the 2<sup>nd</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 2<sup>nd</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 grant shareholders a priority right to subscribe to as irreducible and/or reducible amounts, during a period and on the terms set by it, for all or part of an issuance performed pursuant to this resolution. This priority right will be allocated in proportion to shareholders' existing interests in the share capital of the Company in accordance with applicable laws and regulations.

**7. Decides** that if subscriptions by shareholders do not absorb the entire issuance of ordinary shares or securities giving access to the share capital of the Company, the Board of Directors may use the options provided by Article

L. 225-134 of the French *Code de commerce* in the order of its choice, or only some of them, and in particular the limitation of the issuance to the amount of subscriptions received, provided that such amount reaches at least three-quarters of the issuance decided upon.

**8. Decides** that (i) the issuance price for ordinary shares to be issued pursuant to this resolution will at least be equal to the minimum provided for in the laws and regulations in force on the date of the issuance (currently the volume-weighted average of price of the share of the Company over the last three trading days on the regulated market of Euronext Paris preceding the 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 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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 22<sup>nd</sup> resolution.

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

**FOURTH RESOLUTION** (*Delegation of authority to the Board of Directors to 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 six hundred and twenty-five thousand euros (EUR 625,000), it being specified that this cap is common and will count towards the cap stipulated in paragraph 2 of the 3<sup>rd</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 one million (EUR 1,000,000) stipulated in paragraph 3 of the 2<sup>nd</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 2<sup>nd</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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 23<sup>rd</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.

**FIFTH 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 3<sup>rd</sup> and 4<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 a period determined by the Board of Directors of between three and seven 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 3<sup>rd</sup> and 4<sup>th</sup>.
- 3. Acknowledges** that the Board of Directors shall prepare an additional report, certified by the Statutory Auditors, 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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 24<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.

**SIXTH 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.22-10-49, L. 22-10-51, L. 225-138 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 the amount and at the times it deems appropriate, in France and/or abroad, in euros or in any other currency or currency unit established by reference to several currencies, without shareholders' preemptive subscription rights, for the benefit of certain specific categories of beneficiaries, of ordinary shares of the Company and/or securities giving access, immediately and/or in the future, to ordinary shares to be issued by the Company.
- 2. Decides** that the maximum nominal amount of the share capital increases that may be performed, immediately or in the future, pursuant to this resolution shall not exceed one million euros (EUR 1,000,000), it being specified that this cap will count towards the ceiling stipulated in paragraph 2 of the 3<sup>rd</sup> resolution, and towards the overall cap of one million euros (EUR 1,000,000) stipulated in paragraph 3 of the 2<sup>nd</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 2<sup>nd</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.
- 7. Acknowledges** that this resolution includes the waiver of the shareholders' preemptive subscription rights to ordinary shares of the Company to which any securities issued pursuant to this resolution may entitle them.
- 8. Decides** that the issuance price of the ordinary shares and securities to be issued pursuant to this resolution will be determined by the Board of Directors, with the right to subdelegate under the conditions provided by French law, pursuant to Articles L. 225-138 II 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 date, or
    - the volume-weighted average price of the share of the Company on the regulated market of Euronext Paris over a period determined by the Board of Directors of between three and seven 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.
- 9. Decides** that the Board of Directors will have full authority, with the right to subdelegate under the conditions provided by French law, to implement this resolution, and in particular to:
- determine the characteristics, amount and terms and conditions of any issue and of the securities issued, in particular, the category of the securities issued, and will set, in the light of the information contained in its report, their subscription price, with or without premium, the terms and conditions for their payment

in full (which may be achieved through cash settlement and/or offsetting liquid and due receivables or partly in cash and partly by incorporating reserves, earnings or premiums), the date of their entitlement to dividends, which may be retroactive, the terms and conditions under which the securities issued pursuant to this resolution could give access to ordinary shares to be issued, the conditions under which such securities could also give entitlement to existing shares or debt securities of the Company, the conditions of their redemption or possible cancellation as well as the possibility of suspending the exercise of the allotment rights attached to the securities to be issued;

- determine when the securities issued will consist of or be associated with debt securities, their fixed or indefinite term, their subordinated or non-subordinated form, and their interest rate;
- take all necessary measures to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with applicable laws and regulations and, as the case may be, other contractual provisions that provide for other cases of adjustment;
- charge, as the case may be, the fees and expenses related to the share capital increases against the related premiums, and, if it deems it appropriate, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new total share capital resulting from each issuance;
- enter into any agreement, in particular to ensure the completion and proper execution, in the amount and on the dates it deems appropriate, in France and/or abroad, of the contemplated issuances, as well as defer them, where appropriate;
- have shares, securities to be issued or securities issued through the exercise of securities giving access to shares to be issued, admitted to trading on a regulated market 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.

- 10. Decides** that the aforementioned delegation is granted for a period of 18 months as from the date of this General Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 25<sup>th</sup> resolution.

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

**SEVENTH RESOLUTION** (*Delegation of authority to the Board of Directors to increase the share capital of the company by issuance of ordinary shares, immediately or in the future, reserved for certain specific categories of beneficiaries meeting specific characteristics within the framework of an equity financing agreement on the US market called "At-the-market" or "ATM", 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 Articles L. 225-129 *et seq.* of the French *Code de commerce*, and in particular Articles L. 225-129-2, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the French *Code de commerce*, and Article L. 22-10-49 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, of ordinary shares in the form of American Depositary Shares or American Depositary Receipts of the Company.
- 2. Decides** that the maximum total nominal amount of the share capital increases that may be performed, pursuant to this delegation shall not exceed two hundred and fifty thousand euros (EUR 250,000), it being specified, on the one hand that this cap is common to the ceiling stipulated in paragraph 2 of the 3<sup>rd</sup> resolution above and is to be deducted from the latter, and on the other hand, that the maximal nominal amount of the capital increases that may result from this resolution is to be deducted from the overall ceiling of one million euros (EUR 1,000,000) stipulated in paragraph 3 of the 2<sup>nd</sup> resolution above.
- 3. Decides** to waive the shareholders' preemptive subscription rights to shares that can be issued pursuant to this

resolution, and to reserve the shares to be issued pursuant to this resolution for specific category of beneficiaries as follows:

- French or foreign credit institution or investment services companies, or any foreign establishment having an equivalent status, intervening within the framework of an ATM program set up by the Company (or any equity financing program of the same nature that may be substituted for it) and providing, within this framework, for the subscription of securities issued by the Company.

**4. Decides** that the Board of Directors, with the right to subdelegate under the conditions provided by French law, shall determine the precise list of beneficiaries of this or these reserved capital increase(s) within this category of persons and the number of securities to be allocated to each beneficiary.

**5. Decides** that if subscriptions by shareholders do not absorb the entire issuance of shares 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.

**6. Decides** that the issuance price of the ordinary shares 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 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 date, or
- the volume-weighted average price of the share of the Company on the regulated market of Euronext Paris over a period determined by the Board of Directors of between three and seven consecutive trading days, chosen from the 30 trading days preceding the pricing date;

which may be reduced by maximum discount of 15%, the Board of Directors may freely use any of the two formulas set forth above, and

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

- determine the characteristics, amount and terms 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 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;
- charge, as the case may be, the fees 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 execution, in order to carry out the aforementioned issues on one or more occasions, in the amount and on the dates it deems appropriate, in France and/or where applicable abroad, of the contemplated issuances, as well as defer them, where appropriate;
- proceed, as the case may be, giving access to ordinary shares admitted to trading on a regulated market and/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.

**8. Decides** that the aforementioned delegation is granted for a period of 18 months as from the date of this General Shareholders' Meeting and terminates, with immediate effect, any previous delegation with the same purpose. It therefore renders ineffective the delegation granted by the General Shareholders' Meeting of May, 19<sup>th</sup> 2022 in its 26<sup>th</sup> resolution.

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

***EIGHTH 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 2<sup>nd</sup> to 4<sup>th</sup>, 6<sup>th</sup> and 7<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 Shareholders' Meeting (except for resolutions 6<sup>th</sup> and 7<sup>th</sup>, 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 Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 27<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.

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

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, duly noting that the share capital has been fully paid up, and acting pursuant to the provisions of Articles L. 225-129 *et seq.* of the French *Code de commerce*, in particular Articles L. 225-129-2, L. 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 four hundred and twenty thousand euros (EUR 420,000), it being specified that this cap will count towards the cap stipulated in paragraph 2 of the 3<sup>rd</sup> resolution and towards the overall cap of one million euros (EUR 1,000,000) stipulated in paragraph 3 the 2<sup>nd</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 2<sup>nd</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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 28<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.

**TENTH 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. 22-10-54 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 3<sup>rd</sup> resolution and towards the overall cap of one million euros (EUR 1,000,000) stipulated in paragraph 3 of the 2<sup>nd</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 (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 cap cannot exceed the overall cap stipulated in paragraph 4 of the 2<sup>nd</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 1st and 2nd 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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 29<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.

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

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

- 1. Delegates** to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to proceed with, one or more issuances, in the amount and at the times it deems appropriate, on its own initiative, of ordinary shares of the Company and/or securities giving access immediately and/or in the future, to ordinary shares to be issued by the Company, reserved for employees of the Company and its affiliates pursuant to Article L. 225-180 of the French *Code de Commerce*, who are members of a company savings plan, to be instituted at the initiative of the Company and/or any mutual funds through the intermediary from which the new shares thus issued would be subscribed by them.
- 2. Decides** that the maximum nominal amount of the share capital increases that may be performed, immediately or in the future, pursuant to this resolution shall not exceed three thousand euros (EUR 3,000), it being specified that this cap will count towards the overall cap of one million euros (EUR 1,000,000) stipulated in paragraph 3 the 2<sup>nd</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 shareholders' 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 Shareholders' 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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose.

***TWELVTH 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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 31<sup>st</sup> resolution.

***THIRTEENTH 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 one million euros (€1,000,000) set in paragraph 3 of the 2<sup>nd</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.22-10-60 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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 32<sup>nd</sup> resolution.

**FOURTEENTH 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 one million euros (€1,000,000) set in paragraph 3 of the 2<sup>nd</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 19<sup>th</sup> resolution submitted to the General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 pursuant to Article L.22-10-62 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 19<sup>th</sup> resolution submitted to the General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 pursuant to Article L.22-10-62 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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 33<sup>rd</sup> resolution.

**FIFTEENTH 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 2023**"), without shareholders' preferential subscription right to the said BSA 2023, each BSA 2023 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 2023, if such reservation would be necessary, it being specified that this ceiling will be deducted from the global ceiling of one million euros (€1,000,000) set in paragraph 3 of the 2<sup>nd</sup> resolution above.

**3. Decides** to cancel the shareholders' preferential subscription right to the BSA 2023 and to reserve the subscription of the said BSA 2023 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 2023, the waiver by the shareholders of their preferential subscription right to the ordinary shares to which the BSA 2023 entitle them.

**5. Decides** that:

- the BSA 2023 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 2023 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 2023 will be determined by the Board of Directors on the date of issue of the said BSA 2023 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 2023. 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 2023 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 2023 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 2023 shall be determined by the Board of Directors at the time of the grant of the BSA 2023 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 2023 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 2023 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 2023 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 2023 as to the number of shares to be received upon exercise of the BSA 2023 will be reduced accordingly as if the said holders had been shareholders from the date of issue of the BSA 2023;
- 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 2023 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 2023 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 2023 stock warrants, if they exercise their BSA 2023, 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 2022 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 2023 allocated to each of them;

- issue and allocate the BSA 2023 and set the subscription price, the exercise conditions and the final terms of the BSA 2023, 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 2023 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 2023 and record the completion of the definitive issue of the BSA 2023 under the conditions set out above and their allocation;
- record the number of ordinary shares issued following the exercise of the BSA 2023, 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 2023 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 Shareholders' Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the General Shareholders' Meeting dated May 19<sup>th</sup>, 2022 in its 34<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**

### ***SIXTEENTH 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 Monday January 23<sup>rd</sup>, 2023, 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 Monday January 23<sup>rd</sup>, 2023, 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 Monday January 23<sup>rd</sup>, 2023, 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. They can (1) vote while physically attending the General Meeting or (2) vote remotely or by proxy (a) by mail or (b) via Internet.

Pursuant to the provisions of Article R. 22-10-28, III, of the French Commercial Code, once a shareholder votes remotely, sends a proxy or asks for an admission card or a certificate to participate in the General Meeting, he or she will not be able to choose another method of participation.

#### **1. Vote by physically attending the General Meeting**

The shareholders wishing to personally attend the General Meeting must request an admission card as soon as possible to receive the card in a timely manner:

- For registered shareholders: either by returning the single form duly completed and signed using the pre-paid reply envelope enclosed with the invitation received by post mail; or by logging in on the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using their usual access codes to access the voting site; the registered shareholder who would not have received her admission card may spontaneously attend the General Meeting with an identification document.
- For holders of bearer shares: either by asking the authorized intermediary managing their share-accounts to send them an admission card. Should the admission card not be received by Monday January 23<sup>rd</sup>, 2023, zero hour, Paris time, the shareholder shall ask the authorized intermediary managing their share-accounts to issue a certificate of participation in order to prove their status as shareholders; or by logging in on the Internet portal of their account holder with their usual access codes. The shareholder 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. Only the bearer shareholder whose account holder has subscribed to the Votaccess website will be able to fulfil their request for admission card via Internet.

On the day of the General Meeting, each shareholder will have to prove her quality during the registration process.

#### **2. Vote remotely or by proxy**

The shareholders not physically attending the General Meeting will be able to vote remotely or to give proxy to the President of the General Meeting, to their spouse, to their partner with whom a *pacte civil de solidarité* has been made, to another shareholder or to any other individual or legal entity of their choosing, subject to the conditions set forth in Articles L. 225-106 and L. 22-10-30 of the French Commercial Code.

Pursuant to the provisions of Article R. 225-79 of the French Commercial Code, the proxy given by a shareholder to be represented must be signed by the shareholder. The proxy will specify his/her last name, first name and address, and will designate a proxy, including his/her last name, first name and address or for a legal entity, its

corporate name and registered office. The proxy does not have the right delegate its duties to another individual or legal entity.

It is specified that, for any proxy without indication of an agent, the President of the General Meeting will vote in favor of adopting the draft resolutions presented or approved to by the Board of Directors and vote against adopting all other draft resolutions. To vote otherwise, the shareholders will have to designate an agent who will accept to vote as provided by the principal.

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, to be taken into account, 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 reach the *Services des Assemblées* of Société Générale or the Company can receive it at least 3 days before the date of the General Meeting (that is January 20<sup>th</sup>, 2023).

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 upon entry in contact with Société Générale Securities Services. They must then follow the procedure described on the screen; they also may give or revoke a proxy by sending an e-mail with an electronic signature, obtained by them from a third party certifier duly authorized pursuant to legal and regulatory provisions in force, to the electronic address [AGIVA25012023@inventivapharma.com](mailto:AGIVA25012023@inventivapharma.com) specifying, as for pure registered shareholders, their name, first name, address and their Société Générale access code (information available at the top left of their account statement), or, as for administered registered shareholders, their access code with their authorized intermediary, as well as the name, first name and address of the appointed or revoked agent;
- 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 e-mail with an electronic signature, obtained by them from a third party certifier duly authorized pursuant to legal and regulatory provisions in force, to the electronic address [AGIVA25012023@inventivapharma.com](mailto:AGIVA25012023@inventivapharma.com) specifying their last name, first name, address, and their share-account's full bank references, as well as the last name, first name and address of the appointed or revoked agent, and then by asking imperatively to the authorized intermediary managing their share-accounts to send a written confirmation (by post mail or fax) to the *Services des Assemblées* of Société Générale.

In order for the duly signed and completed appointments or revocations of proxy transmitted by electronic means, to be validly taken into account, they must reach the Company no later than Friday, January 20<sup>th</sup>, 2023.

The revocation of a proxy is carried out under the same conditions of form as those used for its appointment.

The secured platform Votaccess will be open as of Friday January 6<sup>th</sup>, 2023, 9 a.m., Paris time. The ability to vote, give or revoke a proxy via Internet prior to the General Meeting will end on Tuesday January 24<sup>th</sup>, 2023, 3 p.m., Paris time. Shareholders are advised not to wait until the last days before the General Meeting to enter their instructions.

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, that is Monday January 23<sup>rd</sup>, 2023 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 Article R. 225-84 of the French Commercial Code, each shareholder will have the right to submit written questions to the Board of Directors no later than the fourth (4<sup>th</sup>) business day preceding the date of the Shareholders' Meeting, i.e. Thursday January 19<sup>th</sup>, 2023.

Requests for submissions of 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.

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

All the documents and information provided for in Article R. 22-10-23 of the French Commercial Code (in particular the text of the draft resolutions presented to the General Meeting by the Board of Directors) can be consulted on the Company's website ([www.Inventivapharma.com](http://www.Inventivapharma.com)) as of the twenty first day preceding the meeting, that is Wednesday January 4<sup>th</sup>, 2023.

All the documents referred to in Articles R. 225-89 seq. of the French Commercial Code will be made available to shareholders at the Company's registered office as of the publication of the notice of meeting or on the fifteenth day preceding the General Meeting at the latest, depending on the document concerned.

As from the notice of meeting, shareholders may ask the Company to send them the documents and information mentioned in Articles R. 225-81 and R. 225-83 of the French Commercial Code, up to and including the fifth day, preferably by email ([AGIVA25012023@inventivapharma.com](mailto:AGIVA25012023@inventivapharma.com)) or at the head office by registered letter with acknowledgment of receipt. To this end, the shareholder shall indicate one's e-mail address in the request so that the Company can validly send him said documents in return. Bearer shareholders must provide proof of this status by sending a certificate of registration.

**The Board of Directors**

**INVENTIVA**

*Société anonyme* with a Board of Directors

With a share capital of EUR 421,341.69

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 JANUARY 25<sup>th</sup>, 2023**

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.

You are hereby called to rule on the following agenda:

**AGENDA**

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

**Ordinary items**

1. Ratification of the appointment (*cooptation*) of Ms. Lucy Lu to replace a resigning director;

**Extraordinary items**

2. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, with shareholders' preemptive subscription rights maintained;
3. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, without shareholders' preemptive subscription rights, by way of public offerings, excluding offers referred to in Article L.411-2- 1° of the French Code monétaire et financier;
4. 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;
5. 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;

6. 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;
7. Delegation of authority to the Board of Directors to increase the share capital of the company by issuance of ordinary shares, immediately or in the future, reserved for certain specific categories of beneficiaries meeting specific characteristics within the framework of an equity financing agreement on the US market called "At-the-market" or "ATM", without shareholders' preemptive subscription rights;
8. 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;
9. 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;
10. 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;
11. 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;
12. Delegation of authority to the Board of Directors to increase the share capital of the Company by incorporating reserves, profits or premiums;
13. Authorization to the Board of Directors to grant free shares to employees and/or certain corporate officers;
14. 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;
15. 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;

#### **Ordinary item**

16. Power of attorney to accomplish the formalities.

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#### **PROGRESS OF SOCIAL AFFAIRS SINCE THE BEGINNING OF THE FINANCIAL YEAR 2022**

In accordance with the provisions of Article R. 225-113 of the French Commercial Code, we inform you that the information relating to the conduct of corporate affairs since the beginning of the current financial year is provided below.

The presentation of the Company's financial position, activity and results during the first half of 2022, as well as the various information prescribed by the legal and regulatory provisions in force, are included in the half-yearly financial report as at 30 June 2022 published on 22 September 2022 to which you are invited to refer.

In addition to the items published in the Company's half-yearly report, the following items and events concerning the conduct of corporate affairs since 1 January 2022 may be highlighted:

- During 2022, the main activity of the Company consisted of continuing the phase III clinical trial of lanifibranor (NATiV3), deploying and preparing the industrialisation and commercialisation of this drug candidate.

- To this end, the Company entered into a licence agreement for the development of Lanifibranor in China with a subsidiary of the Sino Biopharm group. The Company received an upfront payment of twelve million dollars on 4 November 2022.
- The Company is currently negotiating comparable licensing agreements with other local players for other regions of the world.
- As the Company disclosed on October 31, 2022, AbbVie has decided to discontinue development of cediogant (ABBV-157), an oral RORy reverse agonist jointly discovered by Inventiva and AbbVie for the treatment of autoimmune diseases, following recent findings in a non-clinical toxicology study.
- The Company also continued to invest in the NR4 and Nuak research projects.
- In terms of financing its activities, the Company has entered into an agreement with the European Investment Bank:
  - on 16 May 2022, a credit agreement (in two tranches of EUR 25 million each), and
  - on 1 July 2022, an agreement to issue warrants (BSA).

In this context, on 28 November 2022, the Company issued 2,266,023 BSAs to the EIB as a condition for the financing of the first tranche, representing 5.4% of the Company's current share capital.

On 8 December 2022, the first tranche of this loan (twenty-five million euros) was disbursed.

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

## **1. RATIFICATION OF THE APPOINTMENT (*COOPTATION*) OF MS. LUCY LU TO REPLACE A RESIGNING DIRECTOR (*FIRST RESOLUTION*)**

The purpose of the first resolution is to ratify, in accordance with the provisions of article L.225-24 of the French *Code de commerce*, the appointment by cooptation made, on a provisional basis, on November 9<sup>th</sup>, 2022, of Ms. Lucy Lu, to replace the company Sofinnova Partners, a resigning director, for the remaining duration of the latter's term of office, i.e., until the end of the General Meeting called to rule on the financial statements for the fiscal year ended December 31<sup>st</sup>, 2023.

## **2. FINANCIAL DELEGATIONS TO THE BOARD OF DIRECTORS (*SECOND TO TWELVTH 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 19<sup>th</sup>, 2022.

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, 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.

In order to finance in whole or in part the NATiV3 Phase III clinical trial (the "**NATiV3 Phase III**") it is proposed, in the context of the General Meeting to be held on January 25<sup>th</sup>, 2023, to increase the maximum nominal amount

of the overall capital increase under several of the existing financial delegations. The purpose of this increase is, in particular, to enable the Board of Directors to have sufficient financial authorizations, and to raise funds from investors in Europe and/or outside Europe (in particular in the United States), if it deems this necessary or useful (in a context of fluctuating share prices and a difficult financial environment in which non-dilutive transactions are not always possible). Other non-dilutive options are being evaluated in parallel by your Board to finance NATiV3 Phase III.

The Board specifies that in the event that an offer intended to be placed mainly outside France were to be made pursuant to the 3<sup>rd</sup>, 4<sup>th</sup>, 6<sup>th</sup> and 7<sup>th</sup> resolutions, current shareholders would likely be unable to participate in it given the characteristics and constraints specific to such an offer, in particular with regard to the form of the securities, the timetable of the offer and the investors concerned.

With regard to the increase in the maximum amount of the capital increase, we would like to point out that:

- The maximal global nominal amount of any share capital increase with shareholders' preemptive subscription rights that may be carried out pursuant to the delegation granted under the terms of the resolution 2 (*with shareholders' preferential subscription right*) hereunder is set at 1,000,000 euros, corresponding to 100,000,000 shares, representing approximately 237% of the share capital as of December 8<sup>th</sup>, 2022.
- 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 3 (*public offerings, excluding offers referred to in Article L.411-2- 1° of the French Code monétaire et financier*) and 6 (*categories of beneficiaries*) hereunder, is set at 1,000,000 euros (said cap would count towards the overall cap of 1,000,000 euros referred to above), corresponding to 100,000,000 shares, representing approximately 5237% of the share capital as of December 8<sup>th</sup>, 2022.
- The maximal global nominal amount of any capital increase without shareholders' preemptive subscription rights that may be carried out pursuant to the delegation granted under the terms of the resolution 4 (*public offerings referred to in Article L.411-2 1° of the French Code monétaire et financier*) hereunder, is set at 625,000 euros (said cap would count towards the overall cap of 1,000,000 euros referred to above), corresponding to 62,500,000 shares, representing approximately 148% of the share capital as of December 8<sup>th</sup>, 2022.
- The maximal global nominal amount of any capital increase without shareholders' preemptive subscription rights that may be carried out pursuant to the delegation granted under the terms of the resolution 7 (*certain specific categories of beneficiaries meeting specific characteristics within the framework of an equity financing agreement on the US market called "At-the-market" or "ATM"*) hereunder, is set at 250,000 euros (said cap would count towards the overall cap of 1,000,000 euros referred to above), corresponding to 25,000,000 shares, representing approximately 59% of the share capital as of December 8<sup>th</sup>, 2022.

In order to be consistent with the new amount of share capital that would result from the implementation of the above-mentioned strategy to strengthen the equity capital for the financing of the NATiV3 Phase III, it is also proposed that :

- The maximal global nominal amount of any capital increase without shareholders' preemptive subscription rights that may be carried out pursuant to the delegation granted under the terms of the resolution 9 (*public exchange offer initiated by the Company*) hereunder, is set at 420,000 euros (said cap would count towards the overall cap of 1,000,000 euros referred to above), corresponding to 42,000,000 shares, representing approximately 100% of the share capital as of December 8<sup>th</sup>, 2022.

We also inform you that the maximum nominal amounts of the other proposed financial delegations would remain unchanged:

- 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 11 (*company savings plan* (Plan d'Épargne d'Entreprise)) hereunder as regards the Company saving plan is set at 3,000 euros (said amount will count towards the overall cap of 1,000,000 euros referred to above), corresponding to 300,000 shares, representing approximately 0,71% of the share capital as of December 8<sup>th</sup>, 2022.
- 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 12 (*incorporating reserves, profits or premiums*) hereunder as regards incorporation of reserves, profits or premiums, 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 4,75% of the share capital as of December 8<sup>th</sup>, 2022.
- 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 delegations referred to in resolutions 6 and 7 (delegations 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 9 (*authorization to issue ordinary shares*), which would be granted for a period of eighteen (18) months if used in the context of resolution 6 or resolution 7.

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.

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

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

**2.1. 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 1,000,000 euros (SECOND 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, pursuant to this resolution shall not exceed one million euros (EUR 1,000,000), consisting of 100,000,000 shares, representing approximately 237% of the share capital as of December 8<sup>th</sup>, 2022 and it being specified that the maximum nominal amount of the share capital increases that may be performed pursuant to this resolution and the resolutions 3 to 11 and 13 to 15 of this General Shareholders' Meeting, would be deducted from the common cap for capital increases that may be carried out under the resolutions presented to you. 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 3 to 10 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 May 19<sup>th</sup>, 2022 in its resolution 21.

**2.2. 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* (THIRD 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 one million (EUR 1,000,000), consisting of 100,000,000 shares, representing approximately 237% of the share capital as of December 8<sup>th</sup>, 2022, it being specified that this cap would count towards the overall cap of one million euros (EUR 1,000,000) stipulated in paragraph 2.1 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 2.1 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 May 19<sup>th</sup>, 2022 in its 22<sup>nd</sup> resolution.

### **2.3. 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* (FOURTH 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 625,000 (representing 62,500,000 shares or approximately 148% of the share capital as at December 8<sup>th</sup>, 2022), 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 1,000,000 ceiling stipulated in point 2.2 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 1,000,000 stipulated in point 2.1 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 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 global ceiling of EUR 1,000,000 stipulated in point 2.2 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 May 19<sup>th</sup>, 2022 in its 23<sup>rd</sup> resolution.

**2.4. 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 (FIFTH 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 3 and 4 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 a period chosen by the Board of Directors of between three and seven consecutive trading days among 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 May 19<sup>th</sup>, 2022 in its 24<sup>th</sup> resolution.

**2.5. 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 (*SIXTH 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 1,000,000, which represents 100,000,000 shares, *i.e.* approximately 237% of the share capital as

of December 8<sup>th</sup>, 2022, it being specified, firstly, that this ceiling would count towards the overall cap of EUR 1,000,000 stipulated in point 2.2 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 1,000,000 stipulated in point 2.1 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 2.1 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 a period chosen by the Board of Directors of between three and seven consecutive trading days among 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 raising funds in the form of equity securities (ordinary shares represented or not by ADS and securities giving access to capital) necessary to finance its activity.

This resolution may also be used to grant warrants (*bons de souscription d'actions*) to the European Investment Bank (EIB) in connection with a loan financing agreement entered into with the Company in the context of the financing of phase III of lanifibranor.

Lastly, this resolution may be used for issuances reserved for specialized investors falling within the above-mentioned categories in particular following solicitations by such investors to the Company or the Sales Agent (so-called "reverse inquiries"), within the framework of the equity financing At the market program ("the **ATM Program**") set up by the Company on the US market and registered with the Securities Commission Exchange (the "**SEC**") by the Company in August 2021 and which was first used in September 2021.

It is reminded that the shareholders may take cognizance of the ATM Program and of its use by consulting the Company's website.

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 May 19<sup>th</sup>, 2022 in its 25<sup>th</sup> resolution.

**2.6. 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 meeting specific characteristics within the framework of an equity financing agreement on the US market called "At-the-market" or "ATM", without shareholders' preemptive subscription rights (SEVENTH RESOLUTION)**

This resolution would enable the Board of Directors to carry out, with the right to subdelegate under the conditions provided for by law its authority to proceed, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, to the issue, in euros or in foreign currency, or in any other monetary unit established by reference to several currencies, without shareholders' preemptive subscription rights, of ordinary shares of the Company in the form of American Depositary Shares or American Depositary Receipts, reserved for the following category of beneficiaries :

- any French or foreign credit institution or investment service provider, or any foreign institution with an equivalent status, intervening within the framework of an ATM program set up by the Company (or any similar equity financing program that replaces it) and providing, in this context, for the subscription of securities issued by the Company.

This new authorization is intended to allow the extension of the ATM Program, set up by the Company in August 2021, to investment transactions carried out by the bank in charge of the ATM Program (or "Sales Agent"), of new shares in the form of ADSs sold directly on the US market, according to the trading procedures market (an investment technique known as "dribble out").

Such sales would be made at the market price, in as many transactions as necessary, during one or more trading days, at the request of the Company, within the limit of the overall amount, the duration and the minimum price indicated by the Company to the Sales Agent and within the limits provided for in this resolution.

The use of this resolution, which remains subject to obtaining the necessary regulatory approvals, would allow the Company to issue to the Sales Agent the number of shares sold by the latter during the envisaged period (for instance, one trading day), at a subscription price corresponding to their weighted average price on the market. The Company retains full control over the activation or deactivation of the ATM Program, including during its execution.

The total nominal amount of the share capital increases that may be carried out pursuant to this delegation may not exceed 250,000 euros, which represents 25,000,000 shares, i.e. approximately 59 % of the share capital as of December 8<sup>th</sup>, 2022), it being specified, firstly, that this cap will count towards the cap of EUR 1,000,000 stipulated to in point 2.2 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 1,000,000 referred to in point 2.1 above.

Furthermore, the issues carried out under the ATM Program, in the form of "reverse enquiries" (under the 6<sup>th</sup> resolution) as well as "dribble outs" (under the present resolution) are not subject to a Prospectus and therefore remain limited to the legal constraint of 20% of the share capital per 12-month period (cumulatively with the other eligible issues that would be carried out by the Company, if any) assessed on the date of implementation of the delegation by the Board of Directors in accordance with point 5 of Article 1 of Regulation (EU) 2017/1129 dated June 14<sup>th</sup>, 2017.

Should subscriptions not absorb the entire 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 issue price of the ordinary shares to be issued under this resolution shall be set by the Board of Directors, with the right to sub delegate under the conditions provided for by law, in accordance with the provisions of Articles L. 225-138 II of the French Commercial Code, and shall be at least equal to:

- either the volume-weighted average price of the Company's shares on the regulated market of Euronext Paris during the last trading session preceding the pricing date; or

- or the volume-weighted average price of the Company's shares on the regulated market of Euronext Paris over a period chosen by the Board of Directors of between three and seven consecutive trading days among 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.

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

This delegation would be granted for a period of 18 months.

**2.7. 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 (EIGHTH 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 2<sup>nd</sup> to 4<sup>th</sup> and 6<sup>th</sup> to 7<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 May 19<sup>th</sup>, 2022 in its 10<sup>th</sup> resolution. By exception, the present delegation would be granted for a period of 18 months as regards the 6<sup>th</sup> and 7<sup>th</sup> resolutions.

**2.8. 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 (NINTH RESOLUTION);**

We suggest you, in accordance, in particular, with the provisions of Articles L. 225-129-2 and 22-10-54 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 420,000 (which represents 42,000,000 shares, i.e. approximately 100% of the share capital as of December 8<sup>th</sup>, 2022), it being specified that this cap will count towards the cap of EUR 1,000,000 stipulated to in point 2.2 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 1,000,000 referred to in point 2.1 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 2.1 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 May 19<sup>th</sup>, 2022 in its 28<sup>th</sup> resolution.

**2.9. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, 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 (TENTH 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. 22-10-54 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 1,000,000 set in point 2.2 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 1,000,000 stipulated in point 2.1 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 2.1 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 May 19<sup>th</sup>, 2022 in its 29<sup>th</sup> resolution.

**2.10. Delegation of authority to the Board of Directors to increase the share capital reserved for employees of the Company (ELEVENTH 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 300,000 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 1,000,000 stipulated in 2.1 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.

**2.11. Delegation of authority to the Board of Directors to increase the share capital of the Company by incorporating reserves, profits or premiums (TWELVTH 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 2.1 and 2.2 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 May 19<sup>th</sup>, 2022 in its 31<sup>st</sup> resolution.

### **3. DELEGATIONS AND AUTHORIZATIONS TO THE BOARD OF DIRECTORS WITHIN THE FRAMEWORK OF THE INTEREST POLICY FOR CORPORATE OFFICERS AND EMPLOYEES OF THE COMPANY (*THIRTEENTH TO FIFTEENTH 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 11 March 2022, the date of registration of the Universal Registration Document, all dilutive instruments allocated or subscribed for and not yet exercised under these plans represented 1.501.800 shares, representing a potential dilution of approximately 3.67 % of the share capital. Since then, an allocation of free shares representing 350,000 shares, i.e. a potential dilution of approximately 0.83% of the share capital, was decided by the Board of Directors on December 8<sup>th</sup>, 2022.

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, wishes to continue in 2023 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 May 19<sup>th</sup>, 2022 in its 34<sup>th</sup> 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 May 19<sup>th</sup>, 2022 in its 32<sup>nd</sup> and 33<sup>rd</sup> 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 13 and 14 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 1,000,000 euros set in point 2.1 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 15 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 1.42 % in relation to the Company's share capital at December 8<sup>th</sup>, 2022.

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.

**3.1. Authorization to the Board of Directors to grant free shares to employees and/or certain corporate officers (*THIRTEENTH 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 1,000,000 set in point 2.1 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 (*FOURTEENTH 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 1,000,000 euros set in point 2.1 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 19 adopted by the Combined General Meeting of May 19<sup>th</sup>, 2022, 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 19<sup>th</sup> resolution submitted to the Combined General Meeting of May 19<sup>th</sup>, 2022 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.

**3.3. 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 (FIFTEENTH 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 2023**"), without shareholders' preemptive subscription right over the said BSA 2023, each BSA 2023 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 2023, if such reservation would be necessary, it being specified that this ceiling would be deducted from the global ceiling of EUR 1,000,000 set in point 2.1 above.

The shareholders' preemptive subscription rights over the BSA 2023 would be cancelled and the subscription of said BSA 2023 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 2023, the waiver by the shareholders of their preemptive subscription right over the ordinary shares to which the BSA 2023 entitle them.

It would be decided that:

- the BSA 2023 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 2023 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 2023 would be determined by the Board of Directors on the date of issue of the said BSA 2023 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 2023. 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 2023 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 2023 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 2023 should be determined by the Board of Directors at the time of the grant of the BSA 2023 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 2023 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 BSA 2023 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 BSA 2023 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 2023 as to the number of shares to be received upon exercise of the BSA 2023 would be reduced accordingly as if the said holders had been shareholders from the date of issue of the BSA 2023;
- 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 2023 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 2023 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 2023 stock warrants, if they exercise their BSA 2023, 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 2023 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 2023 allocated to each of them ;
- issue and allocate the BSA 2023 and set the subscription price, the exercise conditions and the final terms of the BSA 2023, 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 2023 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 2023 and record the completion of the definitive issue of the BSA 2023 under the conditions set out above and their allocation;
- record the number of ordinary shares issued following the exercise of the BSA 2023, 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 2023 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 May 19<sup>th</sup>, 2022 in its 34<sup>th</sup> 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.

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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**

**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 421 341,69 €  
537 530 255 R.C.S DIJON

## ASSEMBLÉE GÉNÉRALE ORDINAIRE ET EXTRAORDINAIRE Mercredi 25 Janvier 2023 à 14h00

Hôtel Oceania Le Jura  
14 avenue Foch, 21000 Dijon

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

Identifiant - Account  
 Nominatif Registered  
 Porteur Bearer  
 Vote simple Single vote  
 Vote double Double vote  
 Nombre d'actions Number of shares  
 Nombre de voix - Number of voting rights

<input type="checkbox"/> <b>JE VOTE PAR CORRESPONDANCE / I VOTE BY POST</b> Cf. au verso (2) - See reverse (2)										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 vote <b>OUI</b> 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 <b>YES</b> 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.											
										<b>A</b>	<b>B</b>
<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> 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"/> 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"/>										Oui / Yes <input type="checkbox"/>	<input type="checkbox"/>
										Non / No <input type="checkbox"/>	<input type="checkbox"/>
										Abs. <input type="checkbox"/>	<input type="checkbox"/>
										<b>C</b>	<b>D</b>
<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> 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"/> 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"/>										Oui / Yes <input type="checkbox"/>	<input type="checkbox"/>
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										Abs. <input type="checkbox"/>	<input type="checkbox"/>
										<b>E</b>	<b>F</b>
<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> 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"/> 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"/>										Oui / Yes <input type="checkbox"/>	<input type="checkbox"/>
										Non / No <input type="checkbox"/>	<input type="checkbox"/>
										Abs. <input type="checkbox"/>	<input type="checkbox"/>
										<b>G</b>	<b>H</b>
<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> 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"/> 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"/>										Oui / Yes <input type="checkbox"/>	<input type="checkbox"/>
										Non / No <input type="checkbox"/>	<input type="checkbox"/>
										Abs. <input type="checkbox"/>	<input type="checkbox"/>
										<b>J</b>	<b>K</b>
<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> 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"/> 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"/>										Oui / Yes <input type="checkbox"/>	<input type="checkbox"/>
										Non / No <input type="checkbox"/>	<input type="checkbox"/>
										Abs. <input type="checkbox"/>	<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 20/01/2023

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale »  
 'If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting



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 (extraît) :</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 (extraît) :</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 défaut 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 (extraît) :</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>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. To issue 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>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><b>Article L. 22-10-41 du Code de commerce :</b></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 in the first paragraph of the article L. 22-10-39, 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. The conditions of application of this article are determined by a Conseil d'Etat decree."</p>		
<p><b>Article L. 22-10-42 du Code de commerce :</b></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. 22-10-40 or with the provisions of article L. 22-10-41. 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. 22-10-41."</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 JANUARY 25<sup>th</sup>, 2023**

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### **A. PRELIMINARY FORMALITIES TO BE CARRIED OUT TO PARTICIPATE IN THE GENERAL MEETING**

Each shareholder, no matter the number of share possessed and the manner they are held, can participate to the General Meeting, subject to the formalities set out below.

Shareholders shall provide proof of the registration of their shares in their name or that of the intermediary registered on their behalf no later than Monday January 23<sup>rd</sup>, 2023 (i.e. before the second business day preceding the general meeting at midnight, Paris time), either in the registered accounts held by the Company, or in the bearer shares accounts held by the authorized intermediary.

You may prove your status as a shareholder as follows:

- for registered shareholders: your status as a shareholder is evidenced only by the registration of your shares in a registered account no later than zero hour Paris time on Monday, January 23<sup>rd</sup>, 2023;
- for holders of bearer shares: you must contact your financial intermediary, indicating that you wish to participate in the General Meeting, and ask this intermediary to draw up a certificate of participation noting the registration or book entry of your shares no later than zero hour, Paris time, on Monday, January 23<sup>rd</sup>, 2023.

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).

### **B. MODALITIES OF ATTENDANCE TO THE GENERAL MEETING**

To participate in the General Meeting, shareholders, whether registered or bearer, may (1) attend in person or (2) vote by e-mail or be represented by giving a proxy to the Chairman of the Meeting, to their spouse, to the person with whom a civil solidarity pact has been concluded, to another shareholder or to any other natural person or legal entity of their choice in accordance with the conditions set forth in Articles L.225-106 and L.22-10-39 of the French *Code de Commerce*, or (3) by Internet.

#### **1. TO ATTEND TO THE COMPANY GENERAL MEETING**

The shareholders wishing to personally attend the General Meeting must request an admission card as soon as possible to receive the card in a timely manner:

- For registered shareholders:
  - o either by returning the single form duly completed and signed using the pre-paid reply envelope enclosed with the invitation received by post mail; or
  - o by logging in on the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using their usual access codes to access the voting site; the registered shareholder who would not have received her admission card may spontaneously attend the General Meeting with an identification document.

- For holders of bearer shares:

- either by asking the authorized intermediary managing their share-accounts to send them an admission card. Should the admission card not be received by January 23<sup>rd</sup>, 2023, zero hour, Paris time, the shareholder shall ask the authorized intermediary managing their share-accounts to issue a certificate of participation in order to prove their status as shareholders; or
- by logging in on the Internet portal of their account holder with their usual access codes. The shareholder 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. Only the bearer shareholder whose account holder has subscribed to the Votaccess website will be able to fulfil their request for admission card via Internet.

On the day of the General Meeting, each shareholder will have to prove her quality during the registration process.

## 2. VOTE AT THE GENERAL MEETING BY MAIL USING THE VOTING FORM

### 2.1 You hold registered Inventiva shares

#### 2.1.1 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 corresponding 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 using the pre-paid reply envelope enclosed with the invitation received by post mail, <b>at the latest three days before the meeting, that is January 20, 2023.</b></p> <p>Your votes will be added to those of the President.</p> <p>✓ <b>You have voted.</b></p>	<p>Check the corresponding 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>- Date and sign at the bottom of the form.</li> </ul> <p>Send your request by postal mail using the pre-paid reply envelope enclosed with the invitation received by post mail, <b>at the latest three days before the meeting, that is January 20, 2023.</b></p> <p>✓ <b>You gave proxy.</b></p>	<p>Check the corresponding 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 using the pre-paid reply envelope enclosed with the invitation received by post mail, <b>at the latest three days before the meeting, that is January 20, 2023.</b></p> <p>✓ <b>You have voted.</b></p>

**2.1.2 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 2.1.1 above.

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

**2.2 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. 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 *Code de Commerce*): complete the form as specified in section 2.1.1 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 (i.e. on January 20<sup>th</sup>, 2023).



The possibility to vote via Internet before the General Meeting will end the day before the meeting, that is Tuesday January 24<sup>th</sup>, 2023 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.

You also may give or revoke a proxy by sending an e-mail with an electronic signature, obtained by you from a third party certifier duly authorized pursuant to legal and regulatory provisions in force, to the electronic address *Inventiva\_AG@inventivapharma.com* specifying, as for pure registered shareholders, your name, first name, address and your Société Générale access code (information available at the top left of their account statement), or, as for administered registered shareholders, your access code with your authorized intermediary, as well as the name, first name and address of the appointed or revoked agent. In order for the duly signed and completed appointments or revocations of proxy notified by electronic means to be validly taken into account, they must reach the Company no later than Friday, January 20<sup>th</sup>, 2023.

### **3.2 You hold Inventiva bearer shares**

You want to vote or give a proxy 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 *Code de Commerce* according to the following procedures: by sending an email to *AGIVA25012023@inventivainventivapharma.com*. 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). In order for the duly signed and completed appointments or revocations of proxy to be validly taken into account, they must reach the Company no later than Friday, January 20<sup>th</sup>, 2023.

INVENTIVA  
**GENERAL MEETING OF JANUARY 25, 2023**  
**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 January 25, 2023, 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 \_\_\_\_ / \_\_\_\_ / 2023

**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.