



Daix (France), 18 November 2024

Dear shareholder,

I am pleased to invite you to Inventiva's shareholder meeting, which will take place on 11 December, at Hotel Oceania Le Jura – 14 Avenue Foch, Dijon at 9:00am.

This shareholder meeting takes place as we have recently made significant progress in our clinical program and secured a multi-tranche financing of up to 348 million euros from new and existing investors, with the first 94.1 million euros received in October. The approval by this assembly of resolutions number 5 to 57 is necessary to proceed with the next steps of this financing operation.

We are extremely proud of this fundraising which should finance our operations until the Phase 3 data are available. This raise has been one of the largest for a French biotech in recent years in France and Europe. Despite a market which continues to be challenging and extremely competitive, especially in the US, Inventiva stands out as a prominent biotech. This transaction reflected the confidence of our long-standing investors who have supported us for many years and new investors who have seen the potential of our drug-candidate.

In parallel, Inventiva and Chia Tai Tianqing Pharmaceutical Group Co, Ltd (CTTQ) have agreed on an amendment to the agreement on the licensing and development of lanifibranor for the Chinese market. This amendment enables Inventiva to receive up to \$30 million in milestone payments: \$10M have already been paid and an additional \$10M is expected in the coming months.

The Phase 3 clinical trial, NATiv3, evaluating lanifibranor for the treatment of patients with MASH/NASH, is our utmost priority: with lanifibranor, a drug-candidate improving both fibrosis and resolution of NASH, we are more convinced than ever that our product can be the optimal choice for patients with MASH/NASH, including those with significant fibrosis and type 2 diabetes.

Today, more than 1,100 patients have been randomized in our study and we are approaching the completion of the recruitment. The characteristics of the patients enrolled so far are in line with our expectations and consistent with those from the NATIVE Phase 2b clinical trial. In addition, the Data Monitoring Committee, a group of external experts reviewing the safety data in our study, recently recommended to continue the clinical trial without modification of the current protocol, confirming the good safety and tolerability profile of lanifibranor.

Always thinking ahead, we have also continued to work to reinforce the patent portfolio of lanifibranor, securing a new patent in Japan last August. We are proud to have a portfolio of patents and patent applications that is today made up of 20 patent families fully owned by Inventiva.

All of the above would not have been possible without the hard work, diligence and commitment of all Inventiva teams and I want to take this opportunity to thank them once again.

As we are approaching the end of our clinical trial and the potential commercialization of lanifibranor, Inventiva wishes to consolidate its corporate governance. This is why we propose for your vote the appointment of Mark Pruzanski as the new Chairman of the Board. His extensive experience in the MASH sector, notably as the former head of biotech Intercept, his insights and his knowledge of the US market will be invaluable as we look to implement a strategy for the potential commercialization of lanifibranor.

We look forward to seeing you at our shareholder meeting.

Thank you for your confidence in Inventiva.

Yours sincerely,

**Frédéric Cren**

Chief Executive Officer and cofounder of Inventiva

**INVENTIVA**  
**Société Anonyme with a Board of Directors**  
With a share capital of EUR 870,776.95  
Registered office: 50, rue de Dijon, 21121 Daix  
537 530 255 Trade and Companies Registry of Dijon

---

**ORDINARY AND EXTRAORDINARY GENERAL MEETING**  
**DECEMBER 11, 2024**

The shareholders of INVENTIVA (the "**Company**") are hereby informed that the Ordinary and Extraordinary General Meeting (the "**General Meeting**") will be held on December 11, 2024 at 9 a.m., at: Oceania Le Jura Hotel – 14 avenue Foch, 21000 Dijon, France.

The General Meeting will be broadcasted live on the Company's website [inventivapharma.com](http://inventivapharma.com) (under the Investors tab: Shareholders' Meetings, 2024).

Since the notice of meeting published in the *Bulletin des Annonces Légales Obligatoires* on November 4, 2024 (bulletin n°133), the agenda has been amended, the 65<sup>th</sup> resolution becoming "*Amendment of the Deputy Chief Executive Officer's compensation policy*" and the former 65<sup>th</sup> resolution becoming the 66<sup>th</sup> resolution "*Powers to carry out formalities*".

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

**Agenda**

Reading of the report of the Board of Directors and the Statutory Auditors' special reports;

**Ordinary items**

1. Appointment of Mr. Mark Pruzanski, as Director of the Company;
2. Appointment of Mr. Srinivas Akkaraju, as Director of the Company;
3. Approval of the compensation policy for the Chief Executive Officer (application from the date of separation of functions);
4. Approval of the compensation policy of the Chairperson of the Board of Directors (application from the date of separation of functions);

**Extraordinary items**

5. Capital increase in cash for a nominal amount of EUR 78,720.64 by issuance of ordinary shares, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors;
6. Cancellation of the preemptive subscription rights for New Enterprise Associates 17, L.P.;
7. Cancellation of the preemptive subscription rights for Growth Equity Opportunities 18 VGE, LLC;
8. Cancellation of the preemptive subscription rights for Sofinnova Crossover I SLP;
9. Cancellation of the preemptive subscription rights for Yiheng Capital Management, L.P.;
10. Cancellation of the preemptive subscription rights for BioDiscovery 6 FPCI;
11. Cancellation of the preemptive subscription rights for Invus Public Equities, L.P.;
12. Cancellation of the preemptive subscription rights for Samsara BioCapital, L.P.;
13. Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.;

14. Cancellation of the preemptive subscription rights for CVI Investments Inc.;
15. Cancellation of the preemptive subscription rights for Biomedical Value Fund, L.P.;
16. Cancellation of the preemptive subscription rights for Biomedical Offshore Value Fund, L.P.;
17. Cancellation of the preemptive subscription rights for Schonfeld Global Master Fund, L.P.;
18. Cancellation of the preemptive subscription rights for Eventide Healthcare Innovation Fund I, L.P.;
19. Cancellation of the preemptive subscription rights for Adage Capital Partners, L.P.;
20. Cancellation of the preemptive subscription rights for Altamont Pharmaceutical Holdings, LLC;
21. Cancellation of the preemptive subscription rights for Albemarle Life Sciences Fund, sub-fund of Avondale ICAV;
22. Cancellation of the preemptive subscription rights for KVP Capital, LP;
23. Decision to issue 8,053,847 pre-funded warrants of the Company without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors;
24. Cancellation of the preemptive subscription rights for Biotechnology Value Fund, L.P. ;
25. Cancellation of the preemptive subscription rights for Biotechnology Value Fund II, L.P. ;
26. Cancellation of the preemptive subscription rights for Biotechnology Value Trading Fund OS, L.P. ;
27. Cancellation of the preemptive subscription rights for MSI BVF SPV, LLC ;
28. Cancellation of the preemptive subscription rights for New Enterprise Associates 17, L.P.;
29. Cancellation of the preemptive subscription rights for Growth Equity Opportunities 18 VGE, LLC;
30. Cancellation of the preemptive subscription rights for Samsara BioCapital, L.P.;
31. Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.;
32. Cancellation of the preemptive subscription rights for Deep Track Biotechnology Master Fund, Ltd.;
33. Capital increase by issuance of shares with warrants attached, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors;
34. Cancellation of the preemptive subscription rights for Sofinnova Crossover I SLP;
35. Cancellation of the preemptive subscription rights for Yiheng Capital Management, L.P.;
36. Cancellation of the preemptive subscription rights for BioDiscovery 6 FPCI;
37. Cancellation of the preemptive subscription rights for Invus Public Equities, L.P.;
38. Cancellation of the preemptive subscription rights for Samsara BioCapital, L.P.;
39. Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.;
40. Cancellation of the preemptive subscription rights for CVI Investments Inc.;
41. Cancellation of the preemptive subscription rights for Biomedical Value Fund, L.P.;
42. Cancellation of the preemptive subscription rights for Biomedical Offshore Value Fund, L.P.;
43. Cancellation of the preemptive subscription rights for Schonfeld Global Master Fund, L.P.;
44. Cancellation of the preemptive subscription rights for Eventide Healthcare Innovation Fund I, L.P.;
45. Cancellation of the preemptive subscription rights for Adage Capital Partners, L.P.;
46. Cancellation of the preemptive subscription rights for Altamont Pharmaceutical Holdings, LLC;
47. Cancellation of the preemptive subscription rights for Albemarle Life Sciences Fund, sub-fund of Avondale ICAV;

48. Cancellation of the preemptive subscription rights for KVP Capital, LP;
49. Decision to issue pre-funded warrants with share subscription warrants attached, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors;
50. Cancellation of the preemptive subscription rights for Biotechnology Value Fund, L.P. ;
51. Cancellation of the preemptive subscription rights for Biotechnology Value Fund II, L.P. ;
52. Cancellation of the preemptive subscription rights for Biotechnology Value Trading Fund OS, L.P. ;
53. Cancellation of the preemptive subscription rights for MSI BVF SPV, LLC ;
54. Cancellation of the preemptive subscription rights for New Enterprise Associates 17, L.P.;
55. Cancellation of the preemptive subscription rights for Growth Equity Opportunities 18 VGE, LLC;
56. Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.;
57. Cancellation of the preemptive subscription rights for Deep Track Biotechnology Master Fund, Ltd.;
58. 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;
59. 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;
60. Authorization to the Board of Directors to grant free shares to employees and/or certain corporate officers;
61. 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;
62. Delegation of authority to the Board of Directors to decide on the issuance of share subscription warrants, without shareholders' preemptive subscription rights, to the benefit of categories of persons;
63. Modification of the overall limit on the maximum authorized amounts set under the resolutions twenty-first to twenty-third, twenty-sixth, twenty-eighth and twenty-ninth resolutions of the General Meeting of June 20, 2024;

#### **Ordinary**

64. Amendment of the compensation policy for the Company's directors;
65. Amendment of the Deputy Chief Executive Officer's compensation policy;
66. Powers to carry out formalities.

**DRAFT TEXT OF THE RESOLUTIONS**  
**TO BE SUBMITTED TO THE VOTE**  
**OF THE COMBINED GENERAL MEETING**  
**OF DECEMBER 11, 2024**

**ORDINARY RESOLUTIONS**

***FIRST RESOLUTION*** (*Appointment of Mr. Mark Pruzanski, as Director of the Company*)

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

Resolves to appoint Mr. Mark Pruzanski as Director for a term expiring after the 2027 General Meeting convened to approve the financial statements for the fiscal year ended December 31, 2026.

***SECOND RESOLUTION*** (*Appointment of Mr. Srinivas Akkaraju, as Director of the Company*)

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

Resolves to appoint Mr. Srinivas Akkaraju as Director for a term expiring after the 2027 General Meeting convened to approve the financial statements for the fiscal year ended December 31, 2026.

***THIRD RESOLUTION*** (*Approval of the compensation policy for the Chief Executive Officer (application from the date of separation of functions)*)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with (i) the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and contained in Chapter 3 of the Universal Registration Document describing the components of the compensation policy of corporate officers, and (ii) the document "Compensation policy applicable to the Chief Executive Officer of Inventiva" published on the website of the Company and included in the report of the Board of Directors to this meeting, which replaces, in the case of the Chief Executive Officer, the provisions set out in Chapter 3, paragraph 3.5.1.2 of the Universal Registration Document applicable to the Deputy Chief Executive Officer,

**Approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the compensation policy of the Chief Executive Officer applicable for the current financial year from the date of separation of functions, including the policy applicable to all corporate officers, as set out in Chapter 3, paragraph 3.5.1.1 of the Universal Registration Document, and the Chief Executive Officer's own arrangements as set out in the document referred to in (ii) above.

***FOURTH RESOLUTION*** (*Approval of the compensation policy of the Chairperson of the Board of Directors (application from the date of separation of functions)*)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with (i) the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and contained in Chapter 3 of the Universal Registration Document describing the components of the compensation policy of corporate officers, and (ii) the document "Compensation policy applicable to the Chairperson of the Board of Directors of Inventiva" published on the website of the Company and included in the report of the Board of Directors to this meeting, which supplements, in the case of the Chairperson of the Board of Directors, the provisions set out in Chapter 3, paragraph 3.5.1.2 of the Universal Registration Document,

**Approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the compensation policy of the Chairperson of the Board of Directors applicable for the current financial year from the date of separation of functions, including the policy applicable to all corporate officers, as set out in Chapter 3, paragraph 3.5.1.1 of the Universal Registration Document, and the Chairperson of the Board of Directors' own arrangements as set out in the document referred to in (ii) above.

## EXTRAORDINARY RESOLUTIONS

**FIFTH RESOLUTION** (*Capital increase in cash for a nominal amount of EUR 78,720.64 by issuance of ordinary shares, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors*)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, and duly noting that the share capital has been fully paid up, acting pursuant to the provisions of Articles L. 22-10-49, L. 225-129, L. 225-129-1, L. 225-129-2, L. 225-129-5, L. 225-135 and L. 225-138 and L. 228-91 et seq. of the French Commercial Code,

having acquainted itself that the Company proceeded on October 11, 2024, in the context of a capital increase without shareholders' preemptive subscription rights to the benefit of categories of persons, in accordance with Article L. 225-138 of the French Commercial Code, to the issuance, fully subscribed in cash, of (i) 34,600,507 new ordinary shares for a total gross amount, including issue premium, of EUR 46,710,684.45 and (ii) 35,399,481 pre-funded warrants, for a total gross amount, including issue premium, of EUR 47,435,304.54 at the time of issuance and increased to EUR 47,789,299.35 in the event of exercise of all pre-funded warrants (the **T1 Offering**) and the commitment made by the subscribers of the T1 Offering, provided that the conditions precedent set out in the Company's press release published on October 14, 2024 (the "**T1 bis Offering Conditions Precedent**") are satisfied or waived (by subscribers representing 60% of all T1 bis Shares and T1 bis Warrants), to subscribe to an issuance of new shares or new pre-funded warrants (the **T1 bis Offering**),

subject to the condition precedent of the adoption of (i) resolutions 6 to 22 below, relating to the cancellation of shareholders' preemptive subscription rights in favor of the persons named therein (together the **T1 bis Shares Beneficiaries**) pursuant to the provisions of Article L. 225-138 of the French Commercial Code, (ii) resolutions 23 to 32, relating to the issuance of pre-funded warrants to named persons and the cancellation of shareholders' preemptive subscription rights to the benefit of said persons, and (iii) resolutions 33 to 57 in the context of the T2 Offering, it being specified that all the resolutions referred to in (i) to (iii) form an inseparable whole with this resolution and are interdependent:

**1. Decides** to proceed with the issuance, without shareholders' preemptive subscription rights in favor of the T1 bis Shares Beneficiaries, of a number of 7,872,064 shares, to be issued at a subscription price of EUR 1.35, i.e. one euro cent (EUR 0.01) of nominal value and EUR 1.34 of issue premium for each ordinary share issued, representing a capital increase of a maximum nominal amount of seventy-eight thousand seven hundred and twenty euros, and sixty-four cents (78,720.64) euros, it being specified that the said maximum nominal amount is not deducted from the nominal amount of the capital increase of seven hundred thousand euros (EUR 700,000) set out in 3) of the 21<sup>st</sup> resolution of the Combined General Meeting of June 20, 2024;

**2. Decides** that each Beneficiary of T1 bis Shares shall have the right to subscribe to the number "N" of shares appearing opposite of his name in the number of resolutions 6 to 22 cancelling the preemptive subscription right in his or her favor;

**3. Decides** to set the terms and conditions for the issuance of the ordinary shares as follows:

- the ordinary shares will carry dividend rights from the date of their issuance and will be subject to all the provisions of the Company's articles of incorporation as well as to the decisions of the Company's general meetings from that date,
- the subscription price of the ordinary shares must be paid up in full in cash, including, where applicable, by way of set-off of claims, at the time of their subscription;

**4. Recalls** that the ordinary shares to be issued pursuant to this resolution will be the subject of an application for admission to trading on the regulated market Euronext Paris;

**5. Decides** that if the subscriptions have not absorbed the entirety of the capital increase decided by this resolution, the Board of Directors may limit the amount of the said capital increase to the amount of the subscriptions received, subject to the agreement of the subscribers representing 60% of all T1 bis Shares and T1 bis BSAs (excluding T1 bis Shares and T1 bis BSAs for which subscriptions have not been received);

**6. Delegates** to the Board of Directors full authority to implement this decision, with the option of sub-delegate such powers, in accordance with the law and regulations, within the limits and under the conditions specified above, for the purpose, without limitation, to:

- record the satisfaction of the T1 bis Offering Conditions Precedent applicable to the implementation of this resolution, or, where applicable, the waiver of some of them,
- determine the final nominal amount of the capital increase subject to this resolution,
- decide the final number of ordinary shares to be issued,
- determine the final total amount, including issue premium, of the capital increase subject to this resolution,
- determine the opening and closing dates of the subscription period for the ordinary shares,
- close, if necessary early, the subscription period(s) or extend the duration of any subscription period,
- collect from the T1 bis Shares Beneficiaries the subscription to the ordinary shares and the related payments, if applicable, close the subscription period for the ordinary shares early or extend its duration,
- where applicable, limit the amount of the capital increase to the amount of the subscriptions received, subject to the agreement of the subscribers representing 60% of all T1 bis Shares and T1 bis BSAs (excluding T1 bis Shares and T1 bis BSAs for which subscriptions have not been received),
- enter into any agreement with a view to carrying out the issuance provided for in this resolution,
- record the full payment of the subscription price of the ordinary shares and record the final completion of the resulting capital increase, proceed with the amendment of the Company's articles of incorporation and the advertising and filing formalities corresponding to the completion of the capital increase decided by this resolution, if applicable, charge the costs of the capital increase against the amount of the related premiums and deduct the sums necessary to endow the legal reserve, and, more generally, to enter into any agreement and carry out all the formalities necessary for the issuance of ordinary shares and the increase in the capital of the Company subject to this resolution,
- more generally, make all findings, communications, confirmatory or supplementary acts, to all formalities and declarations, including to the stock exchange authorities, enter into all agreements and request all authorizations that may prove useful or necessary for the completion and successful completion of the issuance of the newly issued T1 bis Shares,
- do all that will be necessary or useful for the completion of the capital increase provided for in this resolution, the issuance and admission to trading of the new ordinary shares issued pursuant to this delegation;

**7. Acknowledges** that, in accordance with the law and regulations, the Board of Directors will report to the next ordinary general meeting on the use made of the delegation granted under this resolution;

**8. Decides** that this decision shall be implemented by the Board of Directors within three (3) months of this General Meeting.

***SIXTH RESOLUTION*** (Cancellation of the preemptive subscription rights for New Enterprise Associates 17, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

<b>Beneficiary of T1 bis Shares</b>	<b>Number "N" of shares</b>	<b>Subscription amount (in €)</b>
New Enterprise Associates 17 L.P. or any other fund managed or	205,938	278,016.30

advised by NEA Management Company, LLC		
--	--	--

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

**SEVENTH RESOLUTION** (Cancellation of the preemptive subscription rights for Growth Equity Opportunities 18 VGE, LLC)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

Beneficiary of T1 bis Shares	Number "N" of shares	Subscription amount (in €)
Growth Equity Opportunities 18 VGE, LLC or any other fund managed or advised by the same management company	308,908	417,025.80

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

**EIGHTH RESOLUTION** (Cancellation of the preemptive subscription rights for Sofinnova Crossover I SLP)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

Beneficiary of T1 bis Shares	Number "N" of shares	Subscription amount (in €)
Sofinnova Crossover I SLP	311,653	420,731.55

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

**NINTH RESOLUTION** (Cancellation of the preemptive subscription rights for Yiheng Capital Management, L.P.)



The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

1. **Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

Beneficiary of T1 bis Shares	Number "N" of shares	Subscription amount (in €)
Yiheng Capital Management, L.P.	370,689	500,430.15

**TENTH RESOLUTION** (Cancellation of the preemptive subscription rights for BioDiscovery 6 FPCI)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

1. **Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

Beneficiary of T1 bis Shares	Number "N" of shares	Subscription amount (in €)
BioDiscovery 6 FPCI	1,139,527	1,538,361.45

2. **Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

**ELEVENTH RESOLUTION** (Cancellation of the preemptive subscription rights for Invus Public Equities L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

1. **Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

Beneficiary of T1 bis Shares	Number "N" of shares	Subscription amount (in €)
Invus Public Equities L.P.	1,372,924	1,853,447.40

2. **Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***TWELFTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Samsara BioCapital, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

<b>Beneficiary of T1 bis Shares</b>	<b>Number "N" of shares</b>	<b>Subscription amount (in €)</b>
Samsara BioCapital, L.P.	369,042	498,206.70

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***THIRTEENTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

<b>Beneficiary of T1 bis Shares</b>	<b>Number "N" of shares</b>	<b>Subscription amount (in €)</b>
<i>Perceptive Life Sciences Master Fund, Ltd.</i>	1,029,693	1,390,085.55

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***FOURTEENTH RESOLUTION*** (Cancellation of the preemptive subscription rights for CVI Investments Inc.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

<b>Beneficiary of T1 bis Shares</b>	<b>Number "N" of shares</b>	<b>Subscription amount (in €)</b>
CVI Investments Inc.	123,562	166,808.70

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***FIFTEENTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Biomedical Value Fund, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

<b>Beneficiary of T1 bis Shares</b>	<b>Number "N" of shares</b>	<b>Subscription amount (in €)</b>
Biomedical Value Fund, L.P. or any other fund managed or advised by Great Point Partners, LLC	446,200	602,370

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***SIXTEENTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Biomedical Offshore Value Fund, Ltd.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

<b>Beneficiary of T1 bis Shares</b>	<b>Number "N" of shares</b>	<b>Subscription amount (in €)</b>
Biomedical Offshore Value Fund, Ltd. or any other fund managed or advised by the management company Great Point Partners, LLC	240,262	324,353.70

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

**SEVENTEENTH RESOLUTION** (Cancellation of the preemptive subscription rights for Schönfeld Global Master Fund, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

Beneficiary of T1 bis Shares	Number "N" of shares	Subscription amount (in €)
Schonfeld Global Master Fund, L.P.	466,793	630,170.55

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

**EIGHTEENTH RESOLUTION** (Cancellation of the preemptive subscription rights for Eventide Healthcare Innovation Fund I, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

Beneficiary of T1 bis Shares	Number "N" of shares	Subscription amount (in €)
Eventide Healthcare Innovation Fund I, L.P.	937,707	1,265,904.45

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

**NINETEENTH RESOLUTION** (Cancellation of the preemptive subscription rights for Adage Capital Partners, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-

138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

<b>Beneficiary of T1 bis Shares</b>	<b>Number "N" of shares</b>	<b>Subscription amount (in €)</b>
Adage Capital Partners, L.P.	274,584	370,688.40

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***TWENTIETH RESOLUTION*** (Cancellation of the preemptive subscription rights for Altamont Pharmaceutical Holdings, LLC)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

<b>Beneficiary of T1 bis Shares</b>	<b>Number "N" of shares</b>	<b>Subscription amount (in €)</b>
Altamont Pharmaceutical Holdings, LLC	68,645	92,670.75

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***TWENTY-FIRST RESOLUTION*** (Cancellation of the preemptive subscription rights for Albemarle Life Sciences Fund, sub-fund of Avondale ICAV)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

<b>Beneficiary of T1 bis Shares</b>	<b>Number "N" of shares</b>	<b>Subscription amount (in €)</b>
Albemarle Life Sciences Fund, sub-fund of Avondale ICAV	68,645	92,670.75

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

**TWENTY-SECOND RESOLUTION** (Cancellation of the preemptive subscription rights for KVP Capital, LP)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 5th resolution relating to the share capital increase with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares appearing opposite their name below, to the following person:

Beneficiary of T1 bis Shares	Number "N" of shares	Subscription amount (in €)
KVP Capital, LP	137,292	185,344.20

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

**TWENTY-THIRD RESOLUTION** (Decision to issue 8,053,847 share subscription warrants of the Company without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, and duly noting that the share capital has been fully paid up, acting pursuant to the provisions of Articles L. 22-10-49, L. 225-129, L. 225-129-1, L. 225-129-2, L. 225-129-5, L. 225-135 and L. 225-138 and L. 228-91 et seq. of the French Commercial Code,

having acquainted itself that the Company proceeded on October 11, 2024, in the context of a capital increase without shareholders' preemptive subscription rights to the benefit of categories of persons, in accordance with Article L. 225-138 of the French Commercial Code, to the issuance, fully subscribed in cash, of (i) 34,600,507 new ordinary shares for a total gross amount, including issue premium, of EUR 46,710,684.45 and (ii) 35,399,481 pre-funded warrants, for a total gross amount, including issue premium, of EUR 47,435,304.54 at the time of issuance and increased to EUR 47,789,299.35 in the event of exercise of all pre-funded warrants (the **T1 Offering**) and the commitment made by the subscribers of the T1 Offering, provided that the conditions precedent set out in the Company's press release published on October 14, 2024 (**the T1 bis Offering Conditions Precedent**) are satisfied or waived (by subscribers representing 60% of all T1 bis Shares and T1 bis BSAs), to subscribe to an issuance of new pre-funded warrants (**the T1 bis BSAs**) and/or, as the case may be, of shares (**the T1 bis Offering**),

subject to the condition precedent of the adoption of (i) resolutions 5 to 22, relating to the issuance of new ordinary shares to persons named in connection with the T1 bis Offering and the cancellation of shareholders' preemptive subscription rights in favor of the said persons, (ii) resolutions 24 to 32, relating to the cancellation of shareholders' preemptive subscription rights to the benefit of the persons named therein (together the **T1 bis BSAs Beneficiaries**) pursuant to the provisions of Article L. 225-138 of the French Commercial Code, and (iii) resolutions 33 to 57 in the context of the T2 Offering, it being specified that all the resolutions referred to in (i) to (iii) form an inseparable whole with this resolution and are interdependent:

**1. Decides** to proceed with the issuance, without shareholders' preemptive subscription rights in favor of the T1 bis BSAs Beneficiaries, of a number of 8,053,847 T1 bis BSAs, to be issued at a subscription price of EUR 1.34 per T1 bis BSAs (i.e. the unit price of the issuance of one ordinary share in the context of the Issue T1 minus the nominal value of the share, i.e. EUR 0.01), each entitling the Company, subject to the payment of an exercise price of EUR 0.01, to subscribe for one ordinary share with a nominal value of EUR 0.01, i.e. up to a maximum of eight million fifty-three thousand eight hundred and forty-seven (8,053,847) ordinary shares;

**2. Decides** accordingly that the nominal amount of the capital increases that may be carried out in the future pursuant to this decision shall correspond to the issuance of eight million fifty-three thousand eight hundred and forty-seven (8,053,847) ordinary shares with a nominal value of EUR 0.01 per share, to which may be added the

nominal amount of the shares to be issued in order to preserve the rights of holders of T1 bis BSAs in accordance with the legislative and regulatory provisions and, where applicable, their terms and conditions, it being specified that the said nominal amount is not deducted from the nominal amount of the capital increase of seven hundred thousand euros (EUR 700,000) set out in 3) of the 21<sup>st</sup> resolution of the Combined General Meeting of June 20, 2024;

**3. Decides** that each Beneficiary of T1 bis BSAs will have the right to subscribe to the number "N" of T1 bis BSAs appearing opposite of his name in the number of resolutions 24 to 32 cancelling the preemptive subscription right in his favor (or in the case of resolutions 24 to 27 to the maximum number "N" of T1 bis BSAs appearing opposite his name in these resolutions);

**4. Specifies** that pursuant to the provisions of Articles L.228-91 and L.225-132 of the French Commercial Code, this decision entails the waiver of shareholders' preemptive subscription rights for the ordinary shares to which the T1 bis BSAs entitle the holders;

**5. Decides** that if the subscriptions have not absorbed the entirety of the issuance decided by this resolution, the Board of Directors may limit the amount of the said issuance to the amount of the subscriptions received, subject to the agreement of the subscribers representing 60% of all T1 bis Shares and T1 bis BSAs (excluding T1 bis Shares and T1 bis BSAs for which subscriptions have not been received) ;

**6. Decides** to set the main provisions of the terms and conditions of the T1 bis BSAs as follows

<b>General</b>	The T1 bis BSAs are transferable securities giving access to capital within the meaning of Article L. 228-91 et seq. of the French Commercial Code. They will not be admitted to trading on the regulated market Euronext Paris or any other market for the exchange of financial securities.
<b>Exercise Period</b>	The T1 bis BSAs are exercisable for a period of ten (10) years from their date of issuance. The T1 bis BSAs not exercised within this period become null and void, and thus lose all value and all rights attached to them.
<b>Ratio</b>	Each T1 bis BSA will entitle the Company to one new ordinary share, subject to the adjustment clauses set out in the characteristics of the T1 bis BSA.
<b>Exercise price and exercise conditions</b>	Each new ordinary share subscribed through the exercise of a T1 bis BSA will be subscribed at a price of EUR 0.01 (without prejudice to the adjustment clauses set out in the characteristics of the T1 bis BSAs), it being recalled that EUR 1.34 per T1 bis BSA will have to be paid by the subscribers when subscribing to the T1 bis BSAs, i.e. the issue price of an ordinary share in the context of the T1 Offering or the T1 bis Offering minus the nominal value of one ordinary share, i.e. EUR 0.01. The subscription price of the Company's shares issued upon exercise of the T1 bis BSA must be fully paid up, at the time of exercise of the share subscription warrants, in cash (the holders must make their personal business of any fractional shares).
<b>Gross proceeds on exercise of all share purchase warrants</b>	In the event of the exercise of all 8,053,847 T1 bis BSAs, the gross proceeds from the exercise of the T1 bis BSAs will be a total amount of EUR 80,538.47, i.e. a capital increase of a maximum nominal amount of EUR 80,538.47 (without prejudice to the adjustment clauses set out in the characteristics of the T1 bis BSAs).
<b>Rights attached to shares resulting from the exercise of share subscription warrants and dividend date</b>	The ordinary shares to be issued in the event of exercise of the T1 bis BSAs will be ordinary shares of the same class as the Company's existing ordinary shares. They will carry current dividend rights and will be subject to all the provisions of the Company's articles of incorporation as well as to the decisions of the general meetings from their date of issuance.

<b>Admission to trading of shares resulting from the exercise of share subscription warrants</b>	The ordinary shares to be issued in the event of the exercise of the T1 bis BSAs will be the subject of an application for admission to trading on the regulated market Euronext Paris on the same listing line as the Company's existing shares.
<b>Retention of rights of holders of share subscription warrants</b>	The rights of holders of share subscription warrants in the event of financial transactions will be maintained by adjusting the exercise conditions.

**7. Decides** that in the event of a capital increase, absorption, merger, demerger (*cission*), or issuance of new securities or new transferable securities giving access to the capital, or other financial transactions involving a preemptive subscription right or reserving a priority subscription period for the benefit of the Company's shareholders, the Company shall be entitled to suspend the exercise of the T1 bis BSAs for a period that may not exceed three months or any other period set by the applicable regulations (the period of exercise being extended by the same period);

**8. Decides** that the Board of Directors shall have full authority to implement this decision, with the option of sub-delegation under the conditions set by law and regulations, within the limits and under the conditions specified above, for the purpose of, but not limited to:

- record the satisfaction of the T1 bis Offering Conditions Precedent applicable to the implementation of this resolution, or, where applicable, the waiver of some of them;
- finalize the determination of the terms and conditions of the T1 bis BSAs in accordance with the terms provided for by this General Meeting;
- decide on the final number of T1 bis BSAs to be issued;
- do all that will be necessary or useful for the issuance of the T1 bis BSAs (including, in particular, collecting their subscription from the final T1 bis BSAs Beneficiaries);
- do all that will be necessary or useful for the completion of the capital increases resulting from the exercise of the T1 bis BSAs (including, in particular, receiving the subscription price of the Company's new ordinary shares issued upon exercise of the T1 bis BSAs);
- proceed, where applicable, to any allocation to the share premium(s) resulting from the issuance of the T1 bis BSAs;
- have the new ordinary shares issued on the exercise of the T1 bis BSAs admitted to trading on Euronext Paris;
- record the capital increases resulting from the exercise of the T1 bis BSAs, and if it deems it appropriate, charge the costs of the said capital increases to the amount of the premiums relating to these operations and deduct the sums necessary to endow the legal reserve;
- carry out the publication and filing formalities corresponding to the completion of the capital increases resulting from the exercise of the T1 bis BSAs and the corresponding amendment of the Company's articles of incorporation;
- set the terms and conditions under which the rights of holders of securities or other instruments giving or may give access to the Company's capital will be preserved;
- make any adjustments to preserve the rights of holders of T1 bis BSAs, in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions of the T1 bis BSAs providing for other cases of adjustment; and
- more generally, do all that will be necessary or useful for the completion of the issuance provided for in this resolution, the listing and financial service of the securities issued pursuant to this resolution as well as the exercise of the rights attached thereto and to carry out all the formalities resulting therefrom.

**9. Acknowledges** that, in accordance with the law and regulations, the Board of Directors will report to the next ordinary general meeting on the use made of the delegation granted under this resolution;



**10. Decides** that this decision shall be implemented by the Board of Directors within three (3) months of this General Meeting.

***TWENTY-FOURTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Biotechnology Value Fund, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 23rd resolution relating to the issuance of BSA T1 bis with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the maximum number N of new BSA T1 bis appearing opposite their name below, to the following person, it being specified that the total number of BSA T1 bis for which subscription is reserved under the terms of resolutions 24 to 27 will be equal to 1,872,668:

<b>Beneficiary of BSA T1 bis</b>	<b>Maximum number "N" of new BSA T1 bis</b>	<b>Maximum subscription amount (in €)</b>
Biotechnology Value Fund, L.P. or any other fund managed or advised by the management company BVF Partners L.P.	1,100,000	1,474,000

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***TWENTY-FIFTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Biotechnology Value Fund II, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 23rd resolution relating to the issuance of BSA T1 bis with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the maximum number N of new BSA T1 bis appearing opposite their name below, to the following person, it being specified that the total number of BSA T1 bis for which subscription is reserved under the terms of resolutions 24 to 27 will be equal to 1,872,668:

<b>Beneficiary of BSA T1 bis</b>	<b>Maximum number "N" of new BSA T1 bis</b>	<b>Maximum subscription amount (in €)</b>
Biotechnology Value Fund II, L.P. or any other fund managed or advised by the management company BVF Partners L.P.	800,000	1,072,000

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***TWENTY-SIXTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Biotechnology Value Trading Fund OS, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 23rd resolution relating to the issuance of BSA T1 bis with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the maximum number N of new BSA T1 bis appearing opposite their name below, to the following person, it being specified that the total number of BSA T1 bis for which subscription is reserved under the terms of resolutions 24 to 27 will be equal to 1,872,668:

<b>Beneficiary of BSA T1 bis</b>	<b>Maximum number "N" of new BSA T1 bis</b>	<b>Maximum subscription amount (in €)</b>
Biotechnology Value Trading Fund OS, L.P. or any other fund managed or advised by the management company BVF Partners L.P.	80,000	107,200

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***TWENTY-SEVENTH RESOLUTION*** (Cancellation of the preemptive subscription rights for MSI BVF SPV, LLC)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 23rd resolution relating to the issuance of BSA T1 bis with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the maximum number N of new BSA T1 bis appearing opposite their name below, to the following person, it being specified that the total number of BSA T1 bis for which subscription is reserved under the terms of resolutions 24 to 27 will be equal to 1,872,668:

<b>Beneficiary of BSA T1 bis</b>	<b>Maximum number "N" of new BSA T1 bis</b>	<b>Maximum subscription amount (in €)</b>
MSI BVF SPV, LLC or any other fund managed or advised by the management company Magnitude Capital LLC	30,000	40,200

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***TWENTY-EIGHTH RESOLUTION*** (Cancellation of the preemptive subscription rights for New Enterprise Associates 17 L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 23rd resolution relating to the issuance of BSA T1 bis with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new BSA T1 bis appearing opposite their name below, to the following person:

<b>Beneficiary of BSA T1 bis</b>	<b>Number "N" of new BSA T1 bis</b>	<b>Subscription amount (in €)</b>
New Enterprise Associates 17 L.P. or any other fund managed or advised by NEA Management Company, LLC	1,166,986	1,563,761,24

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***TWENTY-NINTH RESOLUTION (Cancellation of the preemptive subscription rights for Growth Equity Opportunities 18 VGE, LLC)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 23rd resolution relating to the issuance of BSA T1 bis with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new BSA T1 bis appearing opposite their name below, to the following person:

<b>Beneficiary of BSA T1 bis</b>	<b>Number "N" of new BSA T1 bis</b>	<b>Subscription amount (in €)</b>
Growth Equity Opportunities 18 VGE, LLC	1,750,478	2,345,640.52

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***THIRTIETH RESOLUTION (Cancellation of the preemptive subscription rights for Samsara BioCapital, L.P.)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 23rd resolution relating to the issuance of BSA T1 bis with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new BSA T1 bis appearing opposite their name below, to the following person:

<b>Beneficiary of BSA T1 bis</b>	<b>Number "N" of new BSA T1 bis</b>	<b>Subscription amount (in €)</b>
Samsara BioCapital, L.P.	861,098	1,153,871.32

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***THIRTY-FIRST RESOLUTION*** (Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 23rd resolution relating to the issuance of BSA T1 bis with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new BSA T1 bis appearing opposite their name below, to the following person:

<b>Beneficiary of BSA T1 bis</b>	<b>Number "N" of new BSA T1 bis</b>	<b>Subscription amount (in €)</b>
Perceptive Life Sciences Master Fund, Ltd.	343,231	459,929.54

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

***THIRTY-SECOND RESOLUTION*** (Cancellation of the preemptive subscription rights for Deep Track Biotechnology Master Fund Ltd.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 23rd resolution relating to the issuance of BSA T1 bis with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new BSA T1 bis appearing opposite their name below, to the following person:

<b>Beneficiary of BSA T1 bis</b>	<b>Number "N" of new BSA T1 bis</b>	<b>Subscription amount (in €)</b>
Deep Track Biotechnology Master Fund Ltd.	2,059,386	2,759,577.24

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person within the aforementioned limit.

**THIRTY-THIRD RESOLUTION** (*Capital increase by issuance of shares with warrants, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors*)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, and duly noting that the share capital has been fully paid up, acting pursuant to the provisions of Articles L. 22-10-49, L. 225-129, L. 225-129-1, L. 225-129-2, L. 225-129-5, L. 225-135 and L. 225-138 and L. 228-91 et seq. of the French Commercial Code,

having acquainted itself that the Company proceeded on October 11, 2024, in the context of a capital increase without shareholders' preemptive subscription rights to the benefit of categories of persons, in accordance with Article L. 225-138 of the French Commercial Code, to the issuance, fully subscribed in cash, of (i) 34,600,507 new ordinary shares for a total gross amount, including issue premium, of EUR 46,710,684.45 and (ii) 35,399,481 pre-funded warrants, for a total gross amount, including issue premium, of EUR 47,435,304.54 at the time of issuance and increased to EUR 47,789,299.35 in the event of exercise of all pre-funded warrants (the "**T1 Offering**") and the commitment made by the subscribers of the T1 Offering, subject to the satisfaction or waiver of the conditions precedent set out in the Company's press release published on October 14, 2024, to subscribe to an offering (the "**T1bis Offering**") of new ordinary shares or pre-funded warrants and, subject to the satisfaction or exercise (by the subscribers representing 60% of all ABSAs and BSAs-BSAs), the conditions precedent set out in the Company's press release published on October 14, 2024 relating to the issuance, the subject of this resolution, to an offering (the "**T2 Offering**") of new ordinary shares, each attached with a warrant for shares of the Company (the "**ABSAs**") or pre-funded warrants (the "**T2 BSAs**") each attached with a warrant to subscribe for shares of the Company (the "**BSA-BSAs**") which would be reserved for them, the warrants attached to the ABSAs and the BSA-BSAs having the same characteristics (the "**T3 BSAs**"),

subject to the condition precedent of the adoption of (i) resolutions 49 to 57, relating to the issuance of BSA-BSAs to named persons in connection with the T2 Offering and the cancellation of shareholders' preemptive subscription rights in favor of the said persons, (ii) resolutions 34 to 48 following, relating to the cancellation of shareholders' preemptive subscription rights for the benefit of the persons named therein (together the **ABSAs Beneficiaries**, the ABSAs Beneficiaries who have expressed the wish to subscribe to ABSAs rather than BSA-BSAs) pursuant to the provisions of Article L. 225-138 of the French Commercial Code, and, (iii) the foregoing resolutions 5 to 32 relating to the T1 bis Offering, it being specified that all the resolutions referred to in (i) to (iii) form an inseparable whole with this resolution and are interdependent:

**1. Decides** to proceed with the issuance, with cancellation of the shareholders' preemptive subscription rights in favor of the ABSAs Beneficiaries, of a maximum number of ABSAs equal to the natural number immediately greater than  $57,359,992$  divided by  $P2$  where (i) the sum of this amount of  $57,359,992$  and that of  $58,639,998.60$  referred to in paragraph 1. of resolution 49 corresponds to the total amount of the T2 Offering (including the total amount for the exercise of the T2 BSAs, but excluding the total amount for the exercise of the T3 BSAs), i.e. approximately EUR 116 million, and (ii)  $P2$  is the issue price of the ABSAs calculated as indicated in paragraph 3. below within the limit of a maximum nominal amount of EUR 849,777.66, excluding the capital increase following the exercise of the T3 BSAs attached to the shares, of EUR 0.01 each, it being specified that the said maximum nominal amount is not deducted from the nominal amount of the capital increase of seven hundred thousand euros (EUR 700,000) set out in 3) of the 21<sup>st</sup> resolution of the Combined General Meeting of June 20, 2024;

**2. Decides** that each ABSA Beneficiary shall be entitled to subscribe for (i) the "N" number of ABSAs calculated as set out in the table opposite its name in the number of resolutions 34 to 48 cancelling the preemptive subscription right in its favor and, where applicable, (ii), in excess of such N-number, to an additional number of ABSAs determined as follows, in the event that one or more ABSAs Beneficiaries do not subscribe to the number of ABSAs reserved for them (the **Unsubscribed ABSAs**). Each ABSA Beneficiary may indicate at the time of subscription the maximum number of additional ABSAs to which he wishes to subscribe. If the total of additional ABSA requests is less than or equal to the total of Unsubscribed ABSAs, each ABSA Beneficiary may subscribe to the number of ABSAs that he or she has indicated. If the total number of additional ABSA requests exceeds the total number of Unsubscribed ABSAs, a reduction in additional requests will be made under the same conditions as those provided for the reduction of reducible requests in the case of an offering with preferential subscription rights (each ABSA Beneficiary having a right proportional to its participation in the T1 Offering and the T1 bis Offering) and each ABSA Beneficiary will be able to subscribe to the number "N" of ABSAs that will result from this calculation. If, at the end of this process, all Unsubscribed ABSAs have not been subscribed, the Unsubscribed ABSAs that have not been the subject of a request by the ABSAs Beneficiaries at the end of this process (the **Unsubscribed ABSAs Balance**) will be offered to the Beneficiaries of BSA-BSAs (as this term is defined in

Resolution 49). If the total number of ABSAs requests by the Beneficiaries of the BSA-BSAs exceeds the Unsubscribed ABSAs Balance, a reduction in the additional requests will be made under the same conditions as those provided for the ABSAs Beneficiaries.

**3. Delegates** full authority to the Board of Directors to set the subscription price per ABSA including premium, P2, which must be equal to the lesser of (i) 1 euro and thirty-five cents (EUR1.35), and (ii) the weighted average of the prices of the last five trading days on the regulated market of Euronext in Paris preceding the decision of the Board of Directors, or the Chief Executive Officer, as the case may be, to set the issue price of the said ABSAs, rounded down to the nearest or equal hundredth of a euro, each of the new ordinary shares making up the ABSAs issued under this resolution will be attached with one (1) T3 BSA;

**4. Decides** that the new ordinary shares comprising the ABSAs issued under this resolution shall be paid up in full in cash at the time of their subscription, which will be made exclusively by payment in cash, by payment in cash and/or by set-off against liquid and payable claims, at the time of their subscription;

**5. Decides** that the new ordinary shares comprising the ABSAs issued under this resolution will be created with current dividend rights from the date of their issuance and will be fully assimilated to the existing shares and subject to all the provisions of the articles of incorporation as well as to the decisions of the shareholders' meetings as of that date;

**6. Decides** that the new ordinary shares and the T3 BSAs that together make up the ABSAs will be detached as soon as the said new ordinary shares are settled and delivered;

**7. Recalls** that the ordinary shares to be issued pursuant to this resolution (including the shares to be issued upon exercise of the T3 BSAs) will be the subject of an application for admission to trading on the regulated market Euronext Paris;

**8. Decides** that if the subscriptions have not absorbed the entirety of the capital increase decided by this resolution, the Board of Directors may limit the amount of the said capital increase to the amount of the subscriptions received, subject to the agreement of the subscribers representing 60% of all ABSAs and BSA-BSAs (excluding the ABSAs and BSA-BSAs for which subscriptions have not been received);

**9. Decides** to set the main terms and conditions of the T3 BSAs as follows:

<b>General</b>	T3 BSAs are transferable securities giving access to capital within the meaning of Article L. 228-91 et seq. of the French Commercial Code. They will not be admitted to trading on the regulated market Euronext Paris or any other market for the exchange of financial securities.
<b>Exercise Period</b>	The T3 BSAs are exercisable for a period beginning on the day of the Company's publication of topline data announcing that that any key primary endpoint or key secondary endpoint of NATiV3 (resolution of NASH without worsening fibrosis and improvement of liver fibrosis without worsening NASH), with any dosage regimen tested in the trial, have been met no later than June 15, 2027 (the <b>T3 Triggering Event</b> ) and ending on the earlier of (x) the 45 <sup>th</sup> calendar day following the day on which the T3 Triggering Event occurred and (y) the third business day (inclusive) prior to the T3 BSAs Maturity Date (the <b>Maturity Date</b> ). Investors may renounce the T3 Triggering Event in which case the T3 BSAs may be exercised until the Maturity Date, without the need for the T3 Triggering Event to take place, with the prior agreement of investors representing 60% of all holders of the T3 BSAs in one of the following cases: (i) a person, alone or in concert, acquires control of the Company (control having the meaning provided for in Article L. 233-3 of the French Commercial Code), (ii) the announcement or filing of a tender offer, exchange offer, alternative offer, blended offer relating to the Company, (iii) a merger by which the interests of the Company's shareholders are diluted by 30% or more or (iv) the sale or transfer of significant rights or assets relating to lanifibranor to a person or entity in which the Company holds less than 51% of the capital or voting rights or (v) an agreement relating to lanifibranor that has or may reasonably be expected to have a material effect on the Company's business, financial condition or prospects.

	The T3 BSAs not exercised within this period become null and void, and thus lose all value and all rights attached to them.
<b>Ratio</b>	Each T3 BSA will give the right to R new ordinary shares of the Company, where R is equal to P2 divided by EUR 1.50, this exercise parity being determined with two decimal places rounded to the nearest hundredth immediately lower or equal, subject to the adjustment clauses set out in the characteristics of the T3 BSAs.
<b>Exercise price and exercise conditions</b>	Each new ordinary share subscribed through the exercise of the T3 BSAs will be subscribed at a price of EUR 1.50, i.e. EUR 0.01 nominal value and EUR 1.49 issue premium (without prejudice to the adjustment clauses set out in the characteristics of the T3 BSAs). The subscription price of the Company's shares issued upon exercise of the T3 BSAs must be paid up in full, at the time of exercise of the share subscription warrants, in cash (the holders must make their own business of any fractional shares).
<b>Gross proceeds on exercise of all share subscription warrants</b>	In the event of the exercise of all the T3 BSAs, the maximum gross proceeds from the exercise of the T3 BSAs (including on the exercise of the T3 BSAs attached to the BSAs-BSAs) will be a maximum amount of EUR 116,000,000, i.e. a capital increase of a maximum nominal amount of EUR 1,160,000, together with an issue premium of a maximum amount of EUR 14,840,000 (without prejudice to the adjustment clauses set out in the characteristics of the T3 BSAs).
<b>Rights attached to shares resulting from the exercise of share subscription warrants and dividend date</b>	The ordinary shares to be issued in the event of exercise of the T3 BSAs will be ordinary shares of the same class as the existing ordinary shares of the Company, which will be subject to all the provisions of the Company's articles of incorporation as well as to the decisions of the general meetings from their date of issuance.
<b>Admission to trading of shares resulting from the exercise of share subscription warrants</b>	The ordinary shares to be issued in the event of exercise of the T3 BSAs will be the subject of an application for admission to trading on the regulated market Euronext Paris on the same listing line as the Company's existing shares.
<b>Retention of rights of holders of share subscription warrants</b>	The rights of holders of share subscription warrants in the event of financial transactions will be maintained by adjusting the exercise conditions.

**10. Takes note**, in accordance with the provisions of Article L. 225-132, paragraph 6 of the French Commercial Code, that the decision to issue the T3 BSAs will automatically entail the waiver by the shareholders of their preemptive subscription rights to the shares to which the T3 BSAs entitle them;

**11. Decides** that in the event of a capital increase, absorption, merger, demerger (*cission*), or issuance of new securities or new transferable securities giving access to the capital, or other financial transactions involving a preemptive subscription right or reserving a priority subscription period for the benefit of the Company's shareholders, the Company shall be entitled to suspend the exercise of the T3 BSAs for a period not exceeding three months or any other period set by the applicable regulations (the period of exercise being extended by the same period);

**12. Decides** that the Board of Directors shall have full authority to implement this decision, with the option of sub-delegation under the conditions set by law and regulations, within the limits and under the conditions specified above, for the purpose, without limitation, to:

- record the satisfaction of the Conditions Precedent relating to the T2 Offering applicable to the implementation of this resolution, or, where applicable, the waiver of some of them;

- determine the terms and conditions for the issuance of the ABSAs;
- decide the issue price of the ABSAs;
- decide the final number of ABSAs to be subscribed by each of the ABSA Beneficiaries;
- decide on the issuance of the ABSAs within the framework of this decision;
- determine the opening and closing dates of the subscription period;
- collect from the final ABSAs Beneficiaries their subscription to the ABSAs;
- close, if necessary early, the subscription period or extend its duration;
- note the completion of the capital increase resulting from the issuance of the ABSAs;
- enter into any agreement with a view to carrying out the issuance provided for in this resolution;
- where applicable, charge the costs of the capital increase to the amount of the related premiums and deduct the sums necessary to endow the legal reserve;
- have the new ordinary shares comprising the ABSAs admitted to trading on Euronext Paris;
- carry out the publication and filing formalities relating to the completion of the capital increase resulting from the issuance of the ABSAs and the corresponding amendment of the Company's articles of incorporation;
- finalize the determination of the Terms and Conditions of the T3 BSAs and, if necessary, modify or amend the terms;
- do all that will be necessary or useful for the completion of the capital increases resulting from the exercise of the T3 BSAs (including, in particular, receiving the subscription price of the Company's new ordinary shares issued upon exercise of the T3 BSAs);
- have the new ordinary shares issued upon exercise of the T3 BSAs admitted to trading on Euronext Paris;
- record the capital increases resulting from the exercise of the T3 BSAs, and, if it deems it appropriate, charge the costs of the said capital increases to the amount of the premiums relating to these operations and deduct the sums necessary to endow the legal reserve;
- carry out the publication and filing formalities corresponding to the completion of the capital increases resulting from the exercise of the T3 BSAs and the corresponding amendment of the Company's articles of incorporation;
- set the terms and conditions under which the rights of holders of securities or other instruments giving or may give access to the Company's capital will be preserved;
- make any adjustments to preserve the rights of T3 BSAs holders, in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions of the T3 BSAs providing for other cases of adjustment; and
- more generally, to do all that will be necessary or useful for the completion of the issuance and allocation provided for in this resolution, the listing and financial service of the securities issued pursuant to this resolution as well as the exercise of the rights attached thereto and to carry out all the resulting formalities.

**13. Acknowledges** that, in accordance with the law and regulations, the Board of Directors will report to the next ordinary general meeting on the use made of the delegation of powers conferred on it under this resolution;

**14. Decides** that this decision shall be implemented by the Board of Directors within eighteen (18) months of this General Meeting.

***THIRTY-FOURTH RESOLUTION (Cancellation of the preemptive subscription rights for Sofinnova Crossover I SLP)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French



Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

1. **Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Sofinnova Crossover I SLP	3,362,962	2,269,999.35

2. **Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

**THIRTY-FIFTH RESOLUTION** (Cancellation of the preemptive subscription rights for Yiheng Capital Management, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

1. **Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Yiheng Capital Management, L.P.	4,000,000	2,700,000

2. **Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

**THIRTY-SIXTH RESOLUTION** (Cancellation of the preemptive subscription rights for BioDiscovery 6 FPCI)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
BioDiscovery 6 FPCI	12,296,296	8,299,999.80

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***THIRTY-SEVENTH RESOLUTION (Cancellation of the preemptive subscription rights for Invus Public Equities, L.P.)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Invus Public Equities, L.P.	14,814,814	9,999,999.45

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***THIRTY-EIGHTH RESOLUTION (Cancellation of the preemptive subscription rights for Samsara BioCapital, L.P.)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-

138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Samsara BioCapital, L.P.	13,274,074	8,959,999.95

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***THIRTY-NINTH RESOLUTION (Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Perceptive Life Sciences Master Fund, Ltd.	7,407,406	4,999,999.05

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***FORTIETH RESOLUTION (Cancellation of the preemptive subscription rights for CVI Investments Inc.)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants

appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
CVI Investment Inc.	1,333,332	899,999.10

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***FORTY-FIRST RESOLUTION*** (Cancellation of the preemptive subscription rights for Biomedical Value Fund, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Biomedical Value Fund, L.P. or any other fund managed or advised by Great Point Partners, LLC	4,814,814	3,249,999.45

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***FORTY-SECOND RESOLUTION*** (Cancellation of the preemptive subscription rights for Biomedical Offshore Value Fund, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants

appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Biomedical Offshore Value Fund, L.P. or any other fund managed or advised by Great Point Partners, LLC	2,592,592	1,749,999.60

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***FORTY-THIRD RESOLUTION*** (Cancellation of the preemptive subscription rights for Schönfeld Global Master Fund, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Schonfeld Global Master Fund, L.P.	5,037,036	3,399,999.30

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***FORTY-FOURTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Eventide Healthcare Innovation Fund I, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Eventide Healthcare Innovation Fund, L.P.	10,118,518	6,829,999.65

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***FORTY-FIFTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Adage Capital Partners, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Adage Capital Partners, L.P.	2,962,962	1,999,999.35

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***FORTY-SIXTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Altamont Pharmaceutical Holdings, LLC)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Altamont Pharmaceutical Holdings, LLC	740,740	499,999.50

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***FORTY-SEVENTH RESOLUTION*** (Cancellation of the preemptive subscription rights for Albemarle Life Sciences Fund, sub-fund of Avondale ICAV)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
Albemarle Life Sciences Fund, sub-fund of Avondale ICAV	740,740	499,999.50

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***FORTY-EIGHTH RESOLUTION*** (Cancellation of the preemptive subscription rights for KVP Capital, LP)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 33rd resolution relating to the issuance of shares with warrants with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of new ordinary shares with warrants appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 33rd resolution:

<b>ABSA Beneficiary</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 33rd resolution)</b>	<b>Maximum subscription amount (in €) (subject to the provisions of § 2 of the 33rd resolution)</b>
KVP Capital, LP	1,481,480	999,999.00

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, provided that this number shall not be less than the N shares reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 33rd resolution.

***FORTY-NINTH RESOLUTION*** (*Decision to issue share subscription warrants to share subscription warrants, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors*)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, and duly noting that the share capital has been fully paid up, acting pursuant to the provisions of Articles L. 22-10-49, L. 225-129, L. 225-129-1, L. 225-129-2, L. 225-129-5, L. 225-135 and L. 225-138 and L. 228-91 et seq. of the French Commercial Code,

having acquainted itself that the Company proceeded on October 11, 2024, in the context of a capital increase without shareholders' preemptive subscription rights to the benefit of categories of persons, in accordance with Article L. 225-138 of the French Commercial Code, to the issuance, fully subscribed in cash, of (i) 34,600,507 new ordinary shares for a total gross amount, including issue premium, of EUR 46,710,684.45 and (ii) 35,399,481 pre-funded warrants, for a total gross amount, including issue premium, of EUR 47,435,304.54 at the time of issuance and increased to EUR 47,789,299.35 in the event of exercise of all pre-funded warrants (the "**T1 Offering**") and the commitment made by the subscribers of the T1 Offering, subject to the satisfaction or waiver of the conditions precedent set out in the Company's press release published on October 14, 2024, to subscribe to an issuance (the "**T1bis Offering**") of new ordinary shares or pre-funded warrants and, subject to the satisfaction or exercise (by subscribers representing 60% of all ABSAs and BSA-BSAs) the conditions precedent set out in the Company's press release published on October 14, 2024 relating to the issuance subject to this resolution (the "**T2 Offering Conditions Precedent**"), to an offering (the "**T2 Offering**") of new ordinary shares, each attached with a warrant to subscribe for shares of the Company (the "**ABSAs**") or pre-funded warrants (the **T2 BSAs**) each attached with a warrant to subscribe for shares of the Company (the "**BSA-BSAs**") reserved for them, the warrants attached to the ABSAs and the BSA-BSAs having the same characteristics (the T3 BSAs),

subject to the condition precedent of the adoption of (i) resolutions 33 to 48, relating to the issuance of ABSAs to named persons in connection with the T2 Offering and the cancellation of shareholders' preemptive subscription rights in favor of the said persons, (ii) resolutions 50 and 57 following, relating to the cancellation of shareholders' preemptive subscription rights for the benefit of the persons named therein (together the "**BSA-BSAs Beneficiaries**", the BSA-BSAs Beneficiaries being also subscribers of the T1 Offering and the T1 bis Offering who have expressed the wish to subscribe to BSA-BSAs rather than ABSAs) pursuant to the provisions of Article L. 225-138 of the French Commercial Code, and, (iii) the resolutions 5 to 32 in the context of the T1 bis Issue, it being specified that all the resolutions referred to in (i) to (iii) form an inseparable whole with this resolution and are interdependent:

**1. Decides** to proceed with the issuance, with cancellation of shareholders' preemptive subscription rights in favor of the BSA-BSAs Beneficiaries, of a maximum number of BSA-BSAs equal to the natural number immediately greater than 58,639,998.60 divided by P2 where (i) the sum of this amount of 58,639,998.60 and that of 57,359,992 referred to in 1. of resolution 49 corresponds to the total amount of the T2 Offering (including the total amount for



the exercise of the T2 BSAs, but excluding the total amount for the exercise of the T3 BSAs), i.e. approximately EUR 116 million, and (ii) P2 is the sum of the subscription price of a BSA-BSA calculated as indicated in paragraph 3. below and of EUR 0.01, up to a limit of EUR 86,874,072, i.e. a maximum nominal amount of capital increase likely to result from the exercise of the T2 BSAs of EUR 868,740.72, 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 T2 BSAs, excluding the capital increase following the exercise of the T3 BSAs attached to the T2 BSAs, it being specified that the said maximum nominal amount is not deducted from the nominal amount of the capital increase of seven hundred thousand euros (EUR 700,000) set out in 3) of the 21<sup>st</sup> resolution of the Combined general meeting of June 20, 2024;

**2. Decides** that each BSA-BSAs Beneficiary shall have the right to subscribe for (i) the number "N" of BSA-BSAs calculated as indicated in the table opposite its name in the number of resolutions 50 and 57 cancelling the preemptive subscription right in its favor and, where applicable (or in the case of resolutions 50 to 53 to the maximum number of "N" of BSA-BSAs appearing opposite its name in these resolutions), (ii), beyond this number N, to an additional number of BSA-BSAs determined as follows, in the event that one or more BSA-BSAs Beneficiaries do not subscribe to the number of BSA-BSAs reserved for them (the *Unsubscribed BSA-BSAs*). Each BSA-BSAs Beneficiary may indicate at the time of subscription the maximum number of additional BSAs to which he or she wishes to subscribe. If the total number of additional BSA-BSAs requests is less than or equal to the total of Unsubscribed BSA-BSAs, each BSA-BSAs Beneficiary may subscribe to the number of BSA-BSAs that he or she has indicated. If the total number of requests for additional BSA-BSAs exceeds the total number of Unsubscribed BSAs, a reduction in additional requests will be made under the same conditions as those provided for the reduction of requests on a reducible basis in the case of an offering with preferential subscription rights (each BSA-BSAs Beneficiary having a right proportional to its participation in the T1 Offering and the T1 bis Offering) and each BSA-BSA Beneficiary may subscribe to the number N" of BSA-BSAs resulting from this calculation. If, at the end of this process, all the Unsubscribed BSA-BSAs have not been subscribed, the Unsubscribed BSA-BSAs that have not been requested by the Beneficiaries of the BSA-BSAs (the *Balance of the Unsubscribed BSA-BSAs*) will be offered to the Beneficiaries of the ABSAs (as this term is defined in Resolution 33). If the total number of BSA-BSAs requests by the ABSAs Beneficiaries exceeds the Balance of the Unsubscribed BSA-BSAs, a reduction in the additional requests will be made under the same conditions as those provided for the ABSAs Beneficiaries. The Board of Directors will thus distribute the Unsubscribed BSA-BSAs by applying this rule and by allocating the BSA-BSAs forming a fractional basis as the Board of Directors as the case may be decided;

**3. Delegates** full authority to the Board of Directors to set the subscription price per BSA-BSA, P2, which must be equal to the lesser of (i) 1 euro and thirty-five cents (EUR 1.35), and (ii) the weighted average of the prices of the last five trading days on the regulated market of Euronext in Paris preceding the Board of Directors' decision, or the Chief Executive Officer, where applicable, rounded down to the nearest or equal hundredth of a euro, minus EUR 0.01;

**4. Decides** that the subscription price of the BSA-BSAs issued under this resolution shall be paid up in full upon subscription, by payment in cash, by payment in cash and/or by set-off against liquid and payable receivables, at the time of their subscription;

**5. Decides** that if the subscriptions have not absorbed the entire issuance decided by this resolution, the Board of Directors may limit the amount of the said issuance to the amount of the subscriptions received, subject to the agreement of the subscribers representing 60% of all the ABSAs and BSA-BSAs (excluding the ABSAs and BSA-BSAs for which the subscriptions have not been received);

**6. Decides** that the T2 BSAs and the T3 BSAs that together make up the BSA-BSAs will be detached as soon as they are issued;

**7. Recalls** that the ordinary shares to be issued under this resolution, upon exercise of the T2 BSAs or T3 BSAs, will be the subject of an application for admission to trading on the regulated market Euronext Paris;

**8. Decides** to set the main terms and conditions of the T2 BSAs as follows:

<b>General</b>	T2 BSAs are transferable securities giving access to capital within the meaning of Article L. 228-91 et seq. of the French Commercial Code. They will not be admitted to trading on the regulated market Euronext Paris or any other market for the exchange of financial securities.
----------------	---

<b>Exercise Period</b>	The T2 BSAs are exercisable for a period of ten (10) years from their date of issuance. The T2 BSAs not exercised within this period become null and void, and thus lose all value and all rights attached to them.
<b>Ratio</b>	Each T2 BSA will entitle the Company to one new ordinary share, subject to the adjustment clauses set out in the T2 BSAs specifications.
<b>Exercise price and exercise conditions</b>	Each new ordinary share subscribed through the exercise of a T2 BSA will be subscribed at a price of EUR 0.01 (without prejudice to the adjustment clauses set out in the characteristics of the T2 BSAs), it being recalled that the BSA-BSAs will be subscribed at an issue price equal to that of the ABSAs minus the nominal value of one ordinary share, i.e. EUR 0.01. The subscription price of the Company's shares issued upon exercise of the T2 BSAs must be fully paid up, at the time of exercise of the share subscription warrants, in cash (the holders must be personally responsible for any fractional shares).
<b>Rights attached to shares resulting from the exercise of share subscription warrants and dividend date</b>	The ordinary shares to be issued in the event of the exercise of the T2 BSAs will be ordinary shares of the same class as the Company's existing ordinary shares. They will carry current dividend rights, will be assimilated to existing shares and will be subject to all the provisions of the Company's articles of incorporation as well as to the decisions of shareholders' meetings from their date of issuance.
<b>Admission to trading of shares resulting from the exercise of share subscription warrants</b>	The ordinary shares to be issued in the event of the exercise of the T2 BSAs will be the subject of an application for admission to trading on the regulated market Euronext Paris on the same listing line as the Company's existing shares.
<b>Retention of rights of holders of share purchase warrants</b>	The rights of holders of share subscription warrants in the event of financial transactions will be maintained by adjusting the exercise conditions.

**9. Decides** to set the main terms and conditions of the T3 BSAs as follows:

<b>General</b>	T3 BSAs are transferable securities giving access to capital within the meaning of Article L. 228-91 et seq. of the French Commercial Code. They will not be admitted to trading on the regulated market Euronext Paris or any other market for the exchange of financial securities.
<b>Exercise Period</b>	The T3 BSAs are exercisable for a period beginning on the day of the Company's publication of topline data announcing that that any key primary endpoint or key secondary endpoint of NATiV3 (resolution of NASH without worsening fibrosis and improvement of liver fibrosis without worsening NASH), with any dosage regimen tested in the trial, have been met no later than June 15, 2027 (the <b>T3 Triggering Event</b> ) and ending on the earlier of (x) the 45 <sup>th</sup> calendar day following the day on which the T3 Triggering Event occurred and (y) the third business day (inclusive) prior to the T3 BSA Maturity Date (the <b>Maturity Date</b> ). Investors may renounce the T3 Triggering Event in which case the T3 BSAs may be exercised until the Maturity Date, without the need for the T3 Triggering Event to take place, with the prior agreement of investors representing 60% of all holders of the T3 BSAs in one of the following cases: (i) a person, alone or in concert, acquires control of the Company (control having the meaning provided for in Article L. 233-

	<p>3 of the French Commercial Code), (ii) the announcement or filing of a tender offer, exchange offer, alternative offer, blended offer relating to the Company, (iii) a merger by which the interests of the Company's shareholders are diluted by 30% or more or (iv) the sale or transfer of significant rights or assets relating to lanifibranor to an entity in which the Company holds less than 51% of the capital or voting rights or (v) an agreement relating to lanifibranor that has or could reasonably be expected to have a material effect on the Company's business, financial condition or prospects.</p> <p>T3 BSAs not exercised within this period become null and void, and thus lose all value and all rights attached to them.</p>
<b>Ratio</b>	Each T3 BSA will entitle the Company to R new ordinary shares, where R is equal to P2 divided by EUR 1.50, this exercise parity being determined with two decimal places rounded to the nearest hundredth immediately lower or equal, subject to the adjustment clauses set out in the characteristics of the T3 BSAs.
<b>Exercise price and exercise conditions</b>	Each new ordinary share subscribed through the exercise of the T3 BSA will be subscribed at a price of EUR 1.50, i.e. EUR 0.01 nominal value and EUR 1.49 issue premium (without prejudice to the adjustment clauses set out in the characteristics of the T3 BSAs). The subscription price of the Company's shares issued upon exercise of the T3 BSAs must be paid up in full, at the time of exercise of the share subscription warrants, in cash (the holders must make their own business of any fractional shares).
<b>Gross proceeds on exercise of all share subscription warrants</b>	In the event of the exercise of all the T3 BSAs, the maximum gross proceeds from the exercise of the T3 BSAs (including on the exercise of the T3 BSAs attached to the ABSAs) will be a maximum amount of EUR 116,000,000, i.e. a capital increase of a maximum nominal amount of EUR 1,160,000, together with an issue premium of a maximum amount of EUR 114,840,000 (without prejudice to the adjustment clauses set out in the characteristics of the T3 BSAs).
<b>Rights attached to shares resulting from the exercise of share subscription warrants and dividend date</b>	The ordinary shares to be issued in the event of exercise of the T3 BSAs will be ordinary shares of the same class as the existing ordinary shares of the Company, which will be subject to all the provisions of the Company's articles of incorporation as well as to the decisions of the general meetings from their date of issuance.
<b>Admission to trading of shares resulting from the exercise of share subscription warrants</b>	The ordinary shares to be issued in the event of exercise of the T3 BSAs will be the subject of an application for admission to trading on the regulated market Euronext Paris on the same listing line as the Company's existing shares.
<b>Retention of rights of holders of share subscription warrants</b>	The rights of holders of share subscription warrants in the event of financial transactions will be maintained by adjusting the exercise conditions.

**10. Takes note**, in accordance with the provisions of Article L. 225-132, paragraph 6 of the French Commercial Code, that the decision to issue the BSA-BSAs will automatically entail the waiver of shareholders' preemptive subscription rights to the shares to which the T2 BSAs and the T3 BSAs entitle them;

**11. Decides** that in the event of a capital increase, absorption, merger, demerger (*cission*), or issuance of new securities or new transferable securities giving access to the capital, or other financial transactions involving a preemptive subscription right or reserving a priority subscription period for the benefit of the Company's

shareholders, the Company shall be entitled to suspend the exercise of the T2 BSAs and/or the T3 BSAs for a period that may not exceed three months or any other period set by the applicable regulations (the period of exercise being extended by the same period);

**12. Decides** that the Board of Directors shall have full authority to implement this decision, with the option of sub-delegation under the conditions set by law and regulations, within the limits and under the conditions specified above, for the purpose of, but not limited to:

- record the satisfaction of the T2 Offering Conditions Precedent applicable to the implementation of this resolution, or, where applicable, the waiver of some of them;
- determine the terms and conditions for the issuance of BSAs;
- decide the subscription price of the BSA-BSAs;
- decide on the final number of BSA-BSAs to be subscribed to by each of the Beneficiaries;
- decide on the issuance of the BSA-BSAs within the framework of this decision;
- determine the opening and closing dates of the subscription period for the BSA-BSAs;
- collect from the Beneficiaries of the final BSA-BSAs their subscription to the BSA-BSAs;
- close, if necessary early, the subscription period or extend its duration;
- record the final completion of the issuance of the BSA-BSAs;
- enter into any agreement with a view to carrying out the issuance provided for in this resolution;
- finalize the determination of the terms and conditions of the T2 BSAs and the T3 BSAs;
- record the capital increases resulting from the exercise of the T2 BSAs or T3 BSAs, and if it deems it appropriate, charge the costs of the said capital increases to the amount of the premiums relating to these operations and deduct the sums necessary to endow the legal reserve;
- have the new ordinary shares resulting from the exercise of the T2 and/or T3 BSAs admitted to trading on Euronext Paris;
- do all that will be necessary or useful for the completion of the capital increases resulting from the exercise of the T2 BSAs or the T3 BSAs (including, in particular, receiving the subscription price of the Company's new ordinary shares issued upon exercise of the said warrants);
- carry out the publication and filing formalities corresponding to the completion of the capital increase resulting from the exercise of the T2 BSAs or the T3 BSAs and the corresponding amendment of the Company's articles of incorporation;
- set the terms and conditions under which the rights of holders of securities or other instruments giving or may give access to the Company's capital will be preserved;
- make any adjustments to preserve the rights of holders of T2 BSAs or T3 BSAs, in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions of the T2 BSAs or T3 BSAs providing for other cases of adjustment; and
- more generally, to do all that will be necessary or useful for the completion of the issuance and allocation provided for in this resolution, the listing and financial service of the securities issued pursuant to this resolution as well as the exercise of the rights attached thereto and to carry out all the resulting formalities.

**13. Acknowledges** that, in accordance with the law and regulations, the Board of Directors will report to the next Ordinary General Meeting on the use made of the delegation of powers granted under this resolution;

**14. Decides** that this decision shall be implemented by the Board of Directors within eighteen (18) months of this meeting.

***FIFTIETH RESOLUTION*** (Cancellation of the preemptive subscription rights for Biotechnology Value Fund, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French

Commercial Code, subject to the adoption of the 49th resolution relating to the issuance of BSA-BSAs (as this term is defined in 1. of the 49th resolution) with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the maximum number N of BSA-BSAs appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 49th resolution, it being specified that the maximum total number of BSA-BSAs for which subscription is reserved under the terms of resolutions 50 to 53 will be equal to 20.207.406, supplemented by the number determined in accordance with 3. of the 49th resolution:

<b>Beneficiary of BSA-BSAs</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 49th resolution)</b>	<b>Corresponding maximum subscription amount (in €) for reference only (subject to the provisions of § 2 of the 49th resolution)</b>
Biotechnology Value Fund, L.P. or any other fund managed or advised by the management company BVF Partners L.P.	11,128,000	7,400,120

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, it being specified that (i) the total number of BSA-BSAs for which subscription is reserved under resolutions 50 to 53 shall not be less than 10,103,703, and (ii) the number of BSA-BSAs to be issued to the above-mentioned person shall not exceed this number N plus the number determined in accordance with 3. of the 49th resolution.

***FIFTY-FIRST RESOLUTION (Cancellation of the preemptive subscription rights for Biotechnology Value Fund II, L.P.)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 49th resolution relating to the issuance of BSA-BSAs (as this term is defined in 1. of the 49th resolution) with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the maximum number N of BSA-BSAs appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 49th resolution, it being specified that the maximum total number of BSA-BSAs for which subscription is reserved under the terms of resolutions 50 to 53 will be equal to 20,207,406, supplemented by the number determined in accordance with 3. of the 49th resolution:

<b>Beneficiary of BSA-BSAs</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 49th resolution)</b>	<b>Corresponding maximum subscription amount (in €) for reference only (subject to the provisions of § 2 of the 49th resolution)</b>
Biotechnology Value Fund II, L.P. or any other fund managed or	8,988,000	5,977,020

advised by the management company BVF Partners L.P.		
---	--	--

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, it being specified that (i) the total number of BSA-BSAs for which subscription is reserved under resolutions 50 to 53 shall not be less than 10,103,703, and (ii) the number of BSA-BSAs to be issued to the above-mentioned person shall not exceed this number N plus the number determined in accordance with 3. of the 49th resolution.

***FIFTY-SECOND RESOLUTION (Cancellation of the preemptive subscription rights for Biotechnology Value Trading Fund OS, L.P.)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 49th resolution relating to the issuance of BSA-BSAs (as this term is defined in 1. of the 49th resolution) with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the maximum number N of BSA-BSAs appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 49th resolution, it being specified that the maximum total number of BSA-BSAs for which subscription is reserved under the terms of resolutions 50 to 53 will be equal to 20,207,406, supplemented by the number determined in accordance with 3. of the 49th resolution:

<b>Beneficiary of BSA-BSAs</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 49th resolution)</b>	<b>Corresponding maximum subscription amount (in €) for reference only (subject to the provisions of § 2 of the 49th resolution)</b>
Biotechnology Value Trading Fund OS, L.P. or any other fund managed or advised by the management company BVF Partners L.P.	1,112,800	740,012

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, it being specified that (i) the total number of BSA-BSAs for which subscription is reserved under resolutions 50 to 53 shall not be less than 10,103,703, and (ii) the number of BSA-BSAs to be issued to the above-mentioned person shall not exceed this number N plus the number determined in accordance with 3. of the 49th resolution.

***FIFTY-THIRD RESOLUTION (Cancellation of the preemptive subscription rights for MSI BVF SPV, LLC)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 49th resolution relating to the issuance of BSA-BSAs (as this term is defined in 1. of the 49th resolution) with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved for them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-

138 of the French Commercial Code, the right to subscribe for the maximum number N of BSA-BSAs appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 49th resolution, it being specified that the maximum total number of BSA-BSAs for which subscription is reserved under the terms of resolutions 50 to 53 will be equal to 20,207,406, supplemented by the number determined in accordance with 3. of the 49th resolution:

<b>Beneficiary of BSA-BSAs</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 49th resolution)</b>	<b>Corresponding maximum subscription amount (in €) for reference only (subject to the provisions of § 2 of the 49th resolution)</b>
MSI BVF SPV, LLC or any other fund managed by the management company Magnitude Capital LLC	449,400	298,851

**2. Delegates** all powers to the Board of Directors to determine the number of shares to be issued to the above-mentioned person, it being specified that (i) the total number of BSA-BSAs for which subscription is reserved under resolutions 50 to 53 shall not be less than 10,103,703, and (ii) the number of BSA-BSAs to be issued to the above-mentioned person shall not exceed this number N plus the number determined in accordance with 3. of the 49th resolution.

**FIFTY-FOURTH RESOLUTION** (Cancellation of the preemptive subscription rights for New Enterprise Associates 17, L.P.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 49th resolution relating to the issuance of BSA-BSAs (as this term is defined in 1. of the 49th resolution) with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved to them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of BSA-BSAs appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 49th resolution:

<b>Beneficiary of BSA-BSAs</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 49th resolution)</b>	<b>Corresponding maximum subscription amount (in €) for reference only (subject to the provisions of § 2 of the 49th resolution)</b>
New Enterprise Associates 17 L.P. or any other fund managed by NEA Management Company, LLC	14,814,814	9,851,851.31

**2. Delegates** all powers to the Board of Directors to determine the number of BSA-BSAs to be issued to the above-mentioned person, provided that this number shall not be less than the N of BSA-BSAs reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 49th resolution.

**FIFTY-FIFTH RESOLUTION** (Cancellation of the preemptive subscription rights for Growth Equity Opportunities 18 VGE, LLC)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 49th resolution relating to the issuance of BSA-BSAs (as this term is defined in 1. of the 49th resolution) with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved to them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of BSA-BSAs appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 49th resolution:

<b>Beneficiary of BSA-BSAs</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 49th resolution)</b>	<b>Corresponding maximum subscription amount (in €) for reference only (subject to the provisions of § 2 of the 49th resolution)</b>
Growth Equity Opportunities 18 VGE, LLC or any other fund managed or advised by the same management company	22,222,222	14,777,777.63

**2. Delegates** all powers to the Board of Directors to determine the number of BSA-BSAs to be issued to the above-mentioned person, provided that this number shall not be less than the N of BSA-BSAs reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 49th resolution.

**FIFTY-SIXTH RESOLUTION** (Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 49th resolution relating to the issuance of BSA-BSAs (as this term is defined in 1. of the 49th resolution) with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved to them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of BSA-BSAs appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 49th resolution:

<b>Beneficiary of BSA-BSAs</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 49th resolution)</b>	<b>Corresponding maximum subscription amount (in €) for reference only (subject to the provisions of § 2 of the 49th resolution)</b>
Perceptive Life Sciences Master Fund, Ltd.	7,407,408	4,925,926.32



**2. Delegates** all powers to the Board of Directors to determine the number of BSA-BSAs to be issued to the above-mentioned person, provided that this number shall not be less than the N of BSA-BSAs reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 49th resolution.

**FIFTY-SEVENTH RESOLUTION** (*Cancellation of the preemptive subscription rights for Deep Track Biotechnology Master Fund, Ltd.*)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, having acquainted itself with the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code, subject to the adoption of the 49th resolution relating to the issuance of BSA-BSAs (as this term is defined in 1. of the 49th resolution) with cancellation of the shareholders' preemptive subscription rights, for the benefit of named persons,

**1. Decides** to cancel the shareholders' preemptive subscription rights reserved to them pursuant to the provisions of Article L. 225-132 of the French Commercial Code and to grant, pursuant to the provisions of Article L. 225-138 of the French Commercial Code, the right to subscribe for the number N of BSA-BSAs appearing opposite their name below, to the following person, this number N being subject to increase by a number determined in accordance with point 3. of the 49th resolution:

<b>Beneficiary of BSA-BSAs</b>	<b>Maximum number "N" of shares (subject to the provisions of § 2 of the 49th resolution)</b>	<b>Corresponding maximum subscription amount (in €) for reference only (subject to the provisions of § 2 of the 49th resolution)</b>
Deep Track Biotechnology Master Fund, Ltd.	22,222,222	14,777,777.63

**2. Delegates** all powers to the Board of Directors to determine the number of BSA-BSAs to be issued to the above-mentioned person, provided that this number shall not be less than the N of BSA-BSAs reserved for them, nor exceed this number N plus the number determined in accordance with point 3 of the 49th resolution.

**FIFTY-EIGHTH RESOLUTION** (*Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, 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 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 Commercial Code, 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 Commercial Code,

**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 capital increases that may be performed pursuant to this delegation shall not exceed seven hundred thousand euros (EUR 700,000), it being specified that the nominal amount of the capital increases that may result from this resolution as well as from the 59<sup>th</sup> resolution and the resolutions referred to in the 63<sup>rd</sup> resolution submitted to this General Meeting, will be deducted from this common ceiling. 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 issuance 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 (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.

**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 offering 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 Commercial Code, 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 chosen from a period comprising between three and seven consecutive trading days, 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) (a) the issuance price of shares that may result from the exercise, conversion, exchange or redemption of securities giving access to the Company's capital issued under this authorization may be determined, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board of Directors and applicable after the issuance of said securities (for example, on exercise, conversion, redemption or exchange), in which case the maximum discount referred to above may be determined, if the Board of Directors sees fit, on the date of application of said formula (and not on the date of issuance of the securities), and (b) the issuance price of the securities to be issued under this resolution, other than shares, will be such that the amount immediately received by the Company plus, where applicable, any amount that may subsequently be received by the Company, for each share issued as a result of the issuance of such securities, is at least equal to the amount referred to 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 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 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 issuances successfully

**10. Decides** that the aforementioned delegation is granted for a period of 18 months as from the date of this General Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore renders ineffective the delegation granted by the Combined General Meeting of June 20, 2024 in its 25th resolution.

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

**FIFTY-NINTH 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 du 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 the provisions of Articles L. 225-129 et seq. of the French Commercial Code, Articles L. 225-129-2, L. 225-129-6, L. 225-138 I of the French Commercial Code, 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 Commercial Code, 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 seven hundred thousand euros (EUR 700,000) stipulated in set out in 3) of resolution 58. 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. It therefore supersedes the delegation granted by the Combined General Meeting dated June 20, 2024 in its 30th resolution.

**SIXTIETH RESOLUTION** (*Authorization to the Board of Directors to allocate shares free of charge to members of the salaried staff and/or to certain corporate officers*)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for extraordinary general meetings, having reviewed the Board of Directors' report 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 Commercial Code,

**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 Commercial Code, and/or
- corporate officers who meet the conditions set out in Article L.225-197-1, II of the French Commercial Code,

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 reminded (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. Only Company shares held directly by an employee or corporate officer for less than seven years are included in this percentage.

**2. Decides** that the total number of free shares granted may not exceed 15% 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 may not exceed a nominal ceiling of four hundred and fifty thousand euros (€450,000) set in paragraph 2 of the 60<sup>th</sup> resolution.

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

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

**5. Decides**, in accordance with the wording of Article L.225-197-1 of the French Commercial Code, 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 issuance 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 Commercial Code, 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 Commercial Code;
- 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 issuance, 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 issuance, 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 June 20, 2024 in its 32nd resolution.

**SIXTY-FIRST 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 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 Commercial Code,

**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 Commercial Code, 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 new or existing shares representing more than 15% 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 ceiling of four hundred and fifty thousand euros (€450,000) set out in paragraph 2. of the 60<sup>th</sup> resolution of this General Meeting.

**3. Resolves** that the shares that may be obtained by exercising the share purchase options granted under this resolution may be acquired by the Company, as the case may be, under the share buyback program covered by the 19th resolution of the General Meeting dated 20 June 2024 pursuant to Article L.22-10-62 of the French Commercial Code 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 19th resolution submitted to the General Meeting dated 20 June 2024 pursuant to Article L.22-10-62 of the French Commercial Code 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 Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the General Meeting dated June 20, 2024 in its 33rd resolution.

The Board of Directors will inform the Shareholders' Meeting each year of the operations carried out in the context of this resolution.

**SIXTY-SECOND RESOLUTION** (*Delegation of authority to the Board of Directors to decide on the issuance of share subscription warrants, without shareholders' preemptive subscription rights, to the benefit of categories of persons*)

The General Meeting, voting under the rules of quorum and majority required for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 225-138, L. 225-129-2, L. 228-91 and seq. of the French Commercial Code,

**1. Delegates** to the Board of Directors its authority to issue, on one or more occasions, a maximum number of twenty million (20,000,000) of ordinary share subscription warrants (the "**2024-2 BSAs**"), without shareholders' preferential subscription right to the said 2024-2 BSAs, each 2024-2 BSAs 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 twenty million (20,000,000) 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 issuance of twenty million (20,000,000) 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 2024-2 BSAs, if such reservation would be necessary, it being specified that this ceiling is deducted from the ceiling of four hundred and fifty thousand euros (€450,000) set out in paragraph 2 of the 60th resolution of this General Meeting.

**3. Decides** to cancel the shareholders' preferential subscription right to the 2024-2 BSAs and to reserve the subscription of the said 2024-2 BSAs 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 or a subsidiary 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 Commercial Code, this decision entails, in favor of the holders of 2024-2 BSAs, the waiver by the shareholders of their preferential subscription right to the ordinary shares to which the 2024-2 BSAs entitle them.

**5. Decides** that:

- the 2024-2 BSAs 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 2024-2 BSAs 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 2024-2 BSA will be determined by the Board of Directors on the day of the issuance of the said 2024-2 BSA in the light of the report of an independent expert appointed by the Board of Directors, depending on the characteristics of the latter;
- the issue price of the 2024-2 BSAs 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 2024-2 BSAs shall be determined by the Board of Directors at the time of the grant of the 2024-2 BSAs 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 2024-2 BSAs 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 2024-2 BSAs 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 2024-2 BSA would be reserved under the conditions provided for in Article L.228-98 of the French Commercial Code.

**7. Authorizes** the Company to modify 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 Commercial Code.

**8. Authorizes** the Company to require the holders of the 2024-2 BSAs to buy back or reimburse their rights as provided for in Article L.228-102 of the French Commercial Code.

**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:

- to establish the list of beneficiaries among the persons fulfilling the characteristics specified above and to set the number of 2024-2 BSAs allocated to each of them;



- issue and allocate the 2024-2 BSAs and set the subscription price, the exercise conditions and the final terms of the 2024-2 BSAs, 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 ordinary share that may be subscribed for upon exercise of a 2024-2 BSAs under the aforementioned conditions;
- determine the dates and terms of the issuance 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 2024-2 BSAs and record the completion of the definitive issuance of the 2024-2 BSAs under the conditions set out above and their allocation;
- record the number of ordinary shares issued following the exercise of the 2024-2 BSAs, 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 2024-2 BSAs 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 issuance.

**10. Decides** that the aforementioned delegation is granted for a period of 18 months as from the date of this General 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 of June 20, 2024 in its 34th resolution.

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

***SIXTY-THIRD RESOLUTION*** (Modification of the overall limit on the maximum authorized amounts set under the resolutions 21<sup>st</sup> to 23<sup>rd</sup>, 26<sup>th</sup>, 28<sup>th</sup> and 29<sup>th</sup> resolutions of the Combined General Meeting of June 20, 2024)

Having recalled that the Combined Shareholders' General Meeting of June 20, 2024, in its 21<sup>st</sup> to 23<sup>rd</sup>, 26<sup>th</sup>, 28<sup>th</sup> and 29<sup>th</sup> resolutions, respectively authorized the issuance of ordinary shares or securities giving access to ordinary shares (i) with the maintenance of shareholders' preemptive subscription rights, (ii) without shareholders' preemptive subscription rights, by public offering with the exception of offers referred to in 1° of Article L.411-2 of the French Monetary Code and (iii) without shareholders' preemptive subscription rights, by public offering referred to in 1° of Article L.411-2 of the French Monetary and Financial Code, (iv) with cancellation of shareholders' preemptive subscription rights for the benefit of a category of persons meeting specific characteristics under an equity financing agreement on the US market known as "At the market" or "ATM", (v) in the event of a public exchange offer initiated by the Company and (vi) in consideration of contributions in kind within the limit set by the legal and regulatory provisions, except in the case of a public exchange offer initiated by the Company;

The General Meeting, voting under the rules of quorum and majority required for extraordinary general meetings, having reviewed the Board of Directors' report,

**Decides** that all delegations of authority and authorizations to enable the issuance and allocation of the aforementioned instruments voted by the shareholders at the Combined General Meeting of June 20, 2024 remain unchanged and remain valid for the remaining period of each of these resolutions, it being specified that any reference in these resolutions to the maximum issuance ceiling provided for by the 21<sup>st</sup> resolution of the Combined General Meeting of June 20, 2024 means the said maximum emissions ceiling as replaced by that set out in paragraph 2. of the 58<sup>th</sup> resolution of this General Meeting.

## **ORDINARY RESOLUTIONS**

***SIXTY-FOURTH RESOLUTION*** (Amendment of the compensation policy for the Company's directors)

The General Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings, having taken note of (i) the report on corporate governance referred to in Article L.225-37 of the French

Commercial Code and included in chapter 3 of the Universal Registration Document describing the elements of the compensation policy for corporate officers and (ii) the document "Compensation policy applicable to Directors" published on the website of the and included in the report of the Board of Directors to this meeting, which replaces the provisions of paragraph 3.5.1.4 of Chapter 3 of the Universal Registration Document applicable to directors,

**Approves**, pursuant to Article L. 22-10-8 II. of the French Commercial Code, the compensation policy for directors, including the policy common to all corporate officers, as presented in paragraphs 3.5.1.1 of chapter 3 of the Universal Registration Document, and the provisions specific to them, as presented in the document mentioned in (ii) above.

***SIXTY-FIFTH RESOLUTION (Amendment of the Deputy Chief Executive Officer's compensation policy)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with (i) the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and contained in Chapter 3 of the Universal Registration Document describing the components of the compensation policy of corporate officers, and (ii) the document "Compensation policy applicable to the Deputy Chief Executive Officer of Inventiva" published on the website of the Company and included in the report of the Board of Directors to this meeting, which replaces, in the case of the Deputy Chief Executive Officer, the provisions set out in Chapter 3, paragraph 3.5.1.2 of the Universal Registration Document applicable to the Deputy Chief Executive Officer,

**Approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the compensation policy of the Deputy Chief Executive Officer applicable for the current financial year from the date of separation of functions, including the policy applicable to all corporate officers, as set out in Chapter 3, paragraph 3.5.1.1 of the Universal Registration Document, and the Deputy Chief Executive Officer's own arrangements as set out in the document referred to in (ii) above.

***SIXTY-SIXTH RESOLUTION (Powers to Carry Out Formalities)***

The General Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings,

**Gives** full authority to the bearer of an original, a copy or an extract of the minutes of this General Meeting to carry out all formalities of publicity and filing, and generally to do what is necessary.

## NEWS

### ***Shareholder status***

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders may participate in the Shareholders' Meeting if they can prove:

- in the case of registered shares: an entry of the said shares in the Company's registered securities accounts on Monday, December 9, 2024 at midnight, Paris time;
- in the case of bearer shares: an entry in an account of the said shares (if applicable in the name of the intermediary registered on behalf of the shareholder concerned under the legal and regulatory conditions) in the bearer securities accounts held by their authorized intermediary on Monday, December 9, 2024 at midnight, Paris time. Authorized intermediaries will issue a certificate of holding of securities, as an appendix to the postal vote or proxy form drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only shareholders who can prove that they are as members of this position as of Monday, December 9, 2024 at midnight, Paris time, under the conditions set out above, will be able to participate in this Shareholders' Meeting.

### ***How to participate in the General Meeting***

Shareholders have several options to participate in the General Meeting. They can (1) vote while physically attending the General Meeting or (2) vote remotely or by proxy (a) by post or (b) via Internet.

In accordance with the provisions of Article R. 22-10-28 III of the French Commercial Code, when the shareholder has already cast his or her vote remotely, sent a proxy or requested his or her admission card or a certificate of participation to attend the General Meeting, he or she may no longer choose another method of participation.

#### **1. Voting while physically attending the General Meeting**

Shareholders wishing to attend the General Meeting in person must apply for an admission card as soon as possible to receive the card in good time, namely:

- for registered shareholder : either by returning the single form duly completed and signed using the pre-paid reply envelope attached to the notice of meeting received by post; by connecting to the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website , using their usual access codes or their login email (if they have already activated their Sharinbox by SG Markets account), along with the password they already have. The password for connecting to the site was sent to them by post when they entered into a relationship with Société Generale Securities Services. It can be re-sent by clicking on "Get your codes" on the home page of the website. Once connected, you must follow the instructions given on the screen to access the VOTACCESS platform and request their admission card; registered shareholders who have not received their admission card may spontaneously attend the General Meeting with an identity document.
- for holders of bearer shares: either by asking the authorized intermediary, who manages his securities account, to send him an admission card. If the admission card is not received by midnight Paris time on Monday, December 9, 2024, the authorized intermediary who manages its securities account must be asked to issue it with a certificate of participation in order to justify its status as a shareholder; or by identifying themselves on the Internet portal of their account-holding institution with their usual access codes. They will then have to click on the icon that appears on the line corresponding to their Inventiva shares to access the Votaccess website and follow the procedure indicated on the screen. Only bearer shareholders whose account-holding institution has joined the Votaccess website will be able to apply for an admission card online.

On the day of the General Meeting, all shareholders must prove their status during the registration formalities.

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

Shareholders who do not attend the General Meeting may vote remotely or be represented by giving a proxy to the Chairperson of the General Meeting, their spouse, the partner with whom a civil solidarity pact has been concluded, another shareholder or any other natural or legal person of their choice under the conditions set out in Articles L. 225-106 and L. 22-10-39 of the French Commercial Code.

In accordance with 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 latter will indicate his surname, usual first name and address, and may appoint a representative, whose surname, first name and address he will specify or, in the case of a legal person, the name or company name and the registered office. The representative does not have the right to substitute another person.

It is specified that, for any proxy without indication of a proxy, the Chairperson of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and one vote against the adoption of all other draft resolutions. To cast any other vote, the shareholder must choose a proxy who agrees to vote in the direction indicated by the principal.

a. To vote by mail or by proxy:

For registered shareholders : a postal or proxy voting form will be sent directly to them. This form must be returned using the prepaid T envelope attached to the invitation.

For bearer shareholders : as of today, the postal or proxy voting form can be requested from the intermediaries who manage their shares. Any request must be sent by the financial intermediary concerned to Société Générale, Meetings Department, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3 no later than six days before the date of the General Meeting (Article R. 225-75 of the French Commercial Code). The single form for voting by post or by proxy must be accompanied by a certificate of holding of securities issued by the financial intermediary, which must send these documents to Société Générale, Service des assemblées, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.

In all cases, the duly completed and signed postal or proxy voting form (and accompanied by the certificate of holding of shares for bearer shares) must be returned in such a way that Société Générale's Meetings Department or the Company can receive it no later than three (3) working days before the date of the General Meeting (i.e. Friday, December 6, 2024).

b. To vote or to give a proxy online:

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

- for registered shareholders : they will be able to access Votaccess to vote or give a proxy via the Internet by connecting to the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website , using their usual access codes or their login email (if they have already activated their Sharinbox by SG Markets account), accompanied by the password already in their possession. The password for connecting to the site was sent to them by post when they entered into a relationship with Société Generale Securities Services. It can be re-sent by clicking on "Get your codes" on the home page of the website. Once connected, you must follow the instructions on the screen to access the VOTACCESS platform.

they may also appoint or revoke a proxy by sending an email with an electronic signature, obtained by them from a third-party certifier authorized under the legal and regulatory conditions in force, to the email address [agival1122024@inventivapharma.com](mailto:agival1122024@inventivapharma.com) specifying their surname, first name, address and Société Générale identifier for direct registered shareholders (information available at the top left of their statement account number) or their identification with their authorized intermediary for intermediary registered shareholders, as well as the surname, first name and address of the appointed or revoked proxy;

For any request, SGSS is available to shareholders from 9 a.m. to 6 p.m. at the following telephone number: + 33 (0)2 51 85 67 89;

- for bearer shareholders : they will have to identify themselves on the Internet portal of their account-holding institution with their usual access codes. They will then have to click on the icon that appears on

the line corresponding to their Inventiva shares to access the Votaccess website and follow the procedure indicated on the screen.

Please note that only the bearer shareholder whose account-holding institution has joined Votaccess will be able to vote, appoint or revoke a proxy via the Internet.

If the shareholder's account holder is not connected to Votaccess, the notification of the appointment and revocation of a proxy may nevertheless be made electronically in accordance with the provisions of Articles R. 22-10-24 and R. 225-79 of the French Commercial Code as follows: by sending an email with an electronic signature, obtained by them from a third-party certifier authorized under the legal and regulatory conditions in force, at the e-mail address [agiva11122024@inventivapharma.com](mailto:agiva11122024@inventivapharma.com) specifying their surname, first name, address and the full bank details of their securities account as well as the surname, first name and address of the appointed or revoked representative, then imperatively asking their authorized intermediary who manages their securities account to send a written confirmation to Société Générale, Meetings Department.

In order for duly signed and completed appointments or revocations of mandates to be validly taken into account, they must reach the Company no later than Tuesday, December 10, 2024 at 3:00 p.m., for notifications made electronically.

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

The secure Votaccess platform will be open from November 22, 2024 at 9 a.m. Paris time. The possibility of voting, appointing or revoking a proxy via the Internet before the General Meeting will end on Tuesday, December 10 at 3 p.m., Paris time. Shareholders are advised not to wait until the last days before the General Meeting to enter their instructions.

It is recalled that, in accordance with the provisions of Article R. 22-10-28 of the French Commercial Code:

- Any shareholder who has completed any of the above formalities may sell all or part of his shares. However, if the sale takes place before the second (2nd) business day prior to the General Meeting at midnight, Paris time, i.e., Monday, December 9, 2024, the Company or its proxy invalidates or modifies accordingly, as the case may be, the remote vote cast or the proxy. To this end, the authorized intermediary shall notify the Company or its representative of the transfer and send it the necessary information;
- if the transfer takes place beyond this period, it does not have to be notified by the intermediary authorized or taken into consideration by the Company, notwithstanding any agreement to the contrary.

#### ***Tabling of written questions and requests for the inclusion of agenda items or draft resolutions***

Pursuant to Articles R. 22-10-22 and R. 225-73 of the French Commercial Code, shareholders who meet the legal conditions may request the inclusion of items or draft resolutions on the agenda of this General Meeting, which must reach the Company up to twenty-five (25) days before the date of the said General Meeting, i.e., November 16, 2024.

In accordance with the provisions of Article R. 225-84 of the French Commercial Code, each shareholder will have the right to send written questions of his or her choice to the Board of Directors no later than the fourth (4th) business day prior to the date of the General Meeting, i.e., Thursday, December 5, 2024.

Requests for the inclusion of items or draft resolutions as well as 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 registration in the account.

In the event of the inclusion of items or draft resolutions on the agenda, a new certificate justifying the accounting recording of the shares in the same accounts on the second (2nd) business day prior to the General Meeting at midnight, Paris time, i.e., Monday, December 9, 2024, must be sent to the Company.

Requests for the inclusion of draft resolutions should be accompanied by the text of the draft resolutions, accompanied, where appropriate, by a brief statement of reasons.

The draft resolutions presented, if any, by the shareholders, as well as the list of items added, if any, to the agenda at their request will be mentioned in the notice of meeting.

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

All 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) may be consulted on the Company's website ([www.Inventivapharma.com](http://www.Inventivapharma.com)), as of the twenty-first day prior to the General Meeting, i.e. Wednesday, November 20, 2024.

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

Shareholders are informed that a notice of meeting will be published in the BALO at least fifteen (15) days before the date of the General Meeting, setting out any changes made to the agenda following requests for the registration of draft resolutions presented by shareholders and/or the works council.

**The Board of Directors**

**INVENTIVA**

*Société anonyme* with a Board of Directors  
With a share capital of EUR 870,776.95  
Registered office: 50, rue de Dijon, 21121 Daix  
537 530 255 Trade and Companies Registry of Dijon

---

**REPORT OF THE BOARD OF DIRECTORS  
TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING  
OF SHAREHOLDERS OF DECEMBER 11<sup>th</sup>, 2024**

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 report of the Board of Directors;

**Ordinary items**

1. Appointment of Mr. Mark Pruzanski, as Director of the Company;
2. Appointment of Mr. Srinivas Akkaraju, as Director of the Company;
3. Approval of the remuneration policy of the Chief Executive Officer (application from the date of separation of functions);
4. Approval of the remuneration policy for the Chairman of the Board of Directors (application from the date of separation of functions);

**Extraordinary items**

5. Capital increase in cash for a nominal amount of EUR 78,720.64 by issuance of ordinary shares, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors;
  6. Cancellation of the preemptive subscription rights for New Enterprise Associates 17, L.P.;
  7. Cancellation of the preemptive subscription rights for Growth Equity Opportunities 18 VGE, LLC;
  8. Cancellation of the preemptive subscription rights for Sofinnova Crossover I SLP;
  9. Cancellation of the preemptive subscription rights for Yiheng Capital Management, L.P.;
  10. Cancellation of the preemptive subscription rights for BioDiscovery 6 FCPI;
  11. Cancellation of the preemptive subscription rights for Invus Public Equities, L.P.;
  12. Cancellation of the preemptive subscription rights for Samsara BioCapital, L.P.;
-

13. Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.;
14. Cancellation of the preemptive subscription rights for CVI Investments Inc.;
15. Cancellation of the preemptive subscription rights for Biomedical Value Fund, L.P.;
16. Cancellation of the preemptive subscription rights for Biomedical Offshore Value Fund, L.P.;
17. Cancellation of the preemptive subscription rights for Schonfeld Global Master Fund, L.P.;
18. Cancellation of the preemptive subscription rights for Eventide Healthcare Innovation Fund I, L.P.;
19. Cancellation of the preemptive subscription rights for Adage Capital Partners;
20. Cancellation of the preemptive subscription rights for Altamont Pharmaceutical Holdings, LLC;
21. Cancellation of the preemptive subscription rights for Albemarle Life Sciences Fund;
22. Cancellation of the preemptive subscription rights for KVP Capital, L.P.;
23. Decision to issue 8,053,847 pre-funded warrants of the Company without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors;
24. Cancellation of the preemptive subscription rights for Biotechnology Value Fund, L.P. ;
25. Cancellation of the preemptive subscription rights for Biotechnology Value Fund II, L.P. ;
26. Cancellation of the preemptive subscription rights for Biotechnology Value Trading Fund OS, L.P. ;
27. Cancellation of the preemptive subscription rights for MSI BVF SPV, LLC ;
28. Cancellation of the preemptive subscription rights for New Enterprise Associates 17, L.P.;
29. Cancellation of the preemptive subscription rights for Growth Equity Opportunities 18 VGE, LLC;
30. Cancellation of the preemptive subscription rights for Samsara BioCapital, L.P.;
31. Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.;
32. Cancellation of the preemptive subscription rights for Deep Track Biotechnology Master Fund, Ltd.;
33. Capital increase by issuance of shares with warrants attached, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors;
34. Cancellation of the preemptive subscription rights for Sofinnova Crossover I SLP;
35. Cancellation of the preemptive subscription rights for Yiheng Capital Management, L.P.;
36. Cancellation of the preemptive subscription rights for BioDiscovery 6 FCPI;
37. Cancellation of the preemptive subscription rights for Invus Public Equities, L.P.;
38. Cancellation of the preemptive subscription rights for Samsara BioCapital, L.P.;
39. Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.;
40. Cancellation of the preemptive subscription rights for CVI Investments Inc.;
41. Cancellation of the preemptive subscription rights for Biomedical Value Fund, L.P.;
42. Cancellation of the preemptive subscription rights for Biomedical Offshore Value Fund, L.P.;
43. Cancellation of the preemptive subscription rights for Schonfeld Global Master Fund, L.P.;
44. Cancellation of the preemptive subscription rights for Eventide Healthcare Innovation Fund I, L.P.;
45. Cancellation of the preemptive subscription rights for Adage Capital Partners;
46. Cancellation of the preemptive subscription rights for Altamont Pharmaceutical Holdings, LLC;
47. Cancellation of the preemptive subscription rights for Albemarle Life Sciences Fund;



48. Cancellation of the preemptive subscription rights for KVP Capital, L.P.;
49. Decision to issue pre-funded warrants with share subscription warrants attached, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors;
50. Cancellation of the preemptive subscription rights for Biotechnology Value Fund, L.P. ;
51. Cancellation of the preemptive subscription rights for Biotechnology Value Fund II, L.P. ;
52. Cancellation of the preemptive subscription rights for Biotechnology Value Trading Fund OS, L.P. ;
53. Cancellation of the preemptive subscription rights for MSI BVF SPV, LLC ;
54. Cancellation of the preemptive subscription rights for New Enterprise Associates 17, L.P.;
55. Cancellation of the preemptive subscription rights for Growth Equity Opportunities 18 VGE, LLC;
56. Cancellation of the preemptive subscription rights for Perceptive Life Sciences Master Fund, Ltd.;
57. Cancellation of the preemptive subscription rights for Deep Track Biotechnology Master Fund, Ltd.;
58. Delegation of authority to the Board of Directors to decide on the issuance of ordinary shares or securities giving access to ordinary shares to be issued immediately or in the future by the Company to the benefit of categories of beneficiaries, without shareholders' preemptive subscription rights;
59. 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' preemptive subscription rights;
60. Authorization to the Board of Directors to grant free shares to employees and/or certain corporate officers;
61. 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 preemptive rights to subscribe for shares issued following the exercise of stock options;
62. Delegation of authority to the Board of Directors to decide on the issuance of warrants, without shareholders' preemptive subscription rights, to the benefit of categories of persons;
63. Modification of the overall limit on the maximum authorized amounts set under the resolutions 21<sup>st</sup> to 23<sup>rd</sup>, 26<sup>th</sup>, 28<sup>th</sup> and 29<sup>th</sup> resolutions of the General Meeting dated June 20, 2024;

#### **Ordinary items**

64. Amendment of the Company's directors' remuneration policy;
65. Amendment of the remuneration policy of the Deputy Chief Executive Officer;
66. Powers for formalities.

\*\*\*

## **STATE OF BUSINESS SINCE THE BEGINNING OF THE 2024 FINANCIAL YEAR**

In accordance with the provisions of Article R. 225-113 of the French Commercial Code, we inform you that the information relating to the performance of the state of business since the beginning of the current financial year is set out below.

The Company's financial position, business and results for the first half of 2024, as well as the various information prescribed by the legal and regulatory provisions in force, are included in the half-year financial report for the year ended June 30, 2024 published on October 14, 2024, to which you are invited to refer.

In addition to the elements published in the Company's half-year report, the following elements and events concerning the progress of social affairs since 1 January 2024 may be highlighted:

- Enrolment in the NATiV3 clinical trial is progressing: more than 85% of the target number of patients are randomised in the main cohort and the statistical power of the study is expected to be greater than 95% for both doses evaluated in the trial. The baseline characteristics of patients randomised in the NATiV3 main cohort are consistent with those of patients randomised in the Phase IIb clinical trial, NATIVE. Blinded analyses of patients randomised in the NATiV3 study suggest a positive trend in key biomarkers, comparable with the results of the Phase IIb trial, NATIVE, and that weight gain stabilises and reaches a plateau between weeks 24 and 36. Randomisation of the last patient is expected to take place during the first semester of 2025 and with primary results are expected in the second half of 2026.
- The Company's patent portfolio has been strengthened allowing for the protection of lanifibranor's intellectual property until 2043 and a new patent in Japan extends protection to the treatment of cirrhosis.
- Royalty certificates were issued by decision of the Board of Directors on July 16, 2024 and subscribed for an amount of EUR 20.1 million, with a view to securing cash in the short term (until mid-October 2024).
- To fund the continuation of the Phase III study and, in the event of positive NATiV3 results, for the submission of a new drug application, the Company announced on October 14, 2024, that it had closed a financing of up to EUR 348 million in several tranches subject to the fulfilment of certain conditions, with the participation of new and existing investors.

A first tranche of EUR 94.1 million of this financing was raised immediately through the issuance of ordinary shares and pre-funded warrants.

In connection with this financing, the Company has committed to nominate Mr. Mark Pruzanski and Mr. Srinivas Akkaraju as directors and up to four additional directors to be appointed by each of the four lead investors, two of whom will be independent qualified directors and will replace the existing directors (excluding Frédéric Cren, Mark Pruzanski and Srinivas Akkaraju).

On October 11, 2024, the Board of Directors decided, subject in particular to the appointment of Mark Pruzanski as a director of the Company by this Shareholders' Meeting, that the functions of Chairman of the Board of Directors and Chief Executive Officer will be separated, and that Mark Pruzanski will be appointed Chairman of the Board of Directors and Frédéric Cren Chief Executive Officer, as of the date of the next meeting of the Board of Directors following this General Meeting. Frédéric Cren is currently Chairman and Chief Executive Officer of the Company,

On October 21<sup>st</sup>, the results of the Phase II clinical trial, LEGEND, evaluating the combination of lanifibranor and empagliflozin in patients with MASH and type 2 diabetes ("T2D") were accepted as a

"late breaker" by the scientific committee of The Liver Meeting™ 2024, organized by the American Association for the Study of Liver Diseases (AASLD) in November 2024. On October 30, 2024, the *Data Monitoring Committee* recommended, at its fifth meeting, based on a planned review of safety data, to continue the Phase 3 clinical study, NATiv3, evaluating lanifibranor in patients with MASH without modification of the current protocol. The assessment was based on the unmasked review of safety data from more than 1000 patients randomized to the main and exploratory cohorts, including respectively more than 800 and more than 170 patients who were treated for more than 24 and 72 weeks.

\*\*\*

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

**1. APPOINTMENT OF MR. MARK PRUZANSKI AND MR. SRINIVAS AKKARAJU AS DIRECTORS OF THE COMPANY (*FIRST AND SECOND RESOLUTIONS*)**

The 1<sup>st</sup> and 2<sup>nd</sup> resolutions submit for your approval the appointment, as directors of your Company, Mr. Mark Pruzanski and Mr. Srinivas Akkaraju.

**Mark Pruzanski** is a physician entrepreneur with more than 30 years of experience in the life sciences. Most recently, he served as Chief Executive Officer of Versanis Bio, where he led the development of novel therapies for obesity and other cardiometabolic diseases until the company's acquisition in 2023 by Eli Lilly and Company. Prior to joining Versanis, he founded Intercept Pharmaceuticals (ICPT), where he was its long-time CEO. At Intercept, he pioneered a new regulatory and development strategy in chronic non-viral liver disease that resulted in the successful global commercialization of the first-in-class FXR agonist, obeticholic acid, for the treatment of primary biliary cholangitis, marketed in more than 40 countries under the brand name OCALIVA™. He has also been involved in establishing the regulatory, development and commercial basis for therapies targeting non-alcoholic steatohepatitis (NASH), which has become one of the leading causes of liver failure due to the global obesity epidemic.

Mark is currently Chairman of the Board of Directors of several biotechnology companies, including Abcuro, Corteria Pharmaceuticals and TES Pharma, and he is also an independent director of Equillium. He is also the director of the Emerging Companies Section of the *Biotechnology Innovation Organization* and the foreign policy think tank *Foundation for Defense of Democracies*.

Mark holds a Doctor of Medicine degree from McMaster University in Hamilton, Canada, a Master's degree in International Affairs from the Johns Hopkins University School of Advanced International Studies in Bologna, Italy and Washington, D.C., and a Bachelor's degree from McGill University in Montreal, Canada.

In the event of the appointment of Mr. Pruzanski as a director by this General Meeting, it is expected that the functions of Chairman of the Board of Directors and Chief Executive Officer will be separated and that Mr. Pruzanski will become Chairman of the Board of Directors.

Mr. Pruzanski does not currently hold any shares in the Company. He is bound to the Company by a service contract, the main terms of which are summarized in [Appendix 2](#).

**Srinivas Akkaraju** is the founder and managing partner of biotech investment firm Samsara BioCapital. He draws on his 23 years of investment and operational experience in the life sciences industry. Prior to founding Samsara BioCapital in 2016, he was a General Partner at Sofinnova Ventures from April 2013 to June 2016, Managing Director of New Leaf Venture Partners from January 2009 to April 2013, and Managing Director of Panorama Capital, a private equity firm he helped found, from September 2006 to December 2008. Prior to co-founding

Panorama Capital, he was a partner at J.P. Morgan Partners and earlier in his career, he worked in business and corporate development at Genentech.

Dr. Akkaraju holds an Doctor of Medicine degree and a PhD in Immunology from Stanford University and a double undergraduate degree in Biochemistry and Computer Science from Rice University.

Mr. Akkaraju serves on several private and public boards of directors of Scholar Rock, Mineralys, Syros Pharmaceuticals, and vTv Therapeutics. He has also served on the Board of Directors of Seattle Genetics, Chinook Therapeutics, Principia Biopharma, Intercept Pharmaceuticals, Eyetech Pharmaceuticals, ZS Pharma, Synageva Biopharma Corp, and Amarin Corporation.

r. Akkaraju does not currently own any shares in the Company.

**2. APPROVAL OF THE REMUNERATION POLICIES APPLICABLE TO THE CHIEF EXECUTIVE OFFICER AND THE CHAIRMAN OF THE BOARD OF DIRECTORS (APPLICATION FROM THE DATE OF SEPARATION OF FUNCTIONS) – AMENDMENT OF THE REMUNERATION POLICY APPLICABLE TO THE DEPUTY CHIEF EXECUTIVE OFFICER – AMENDMENT OF THE REMUNERATION POLICY APPLICABLE TO THE DIRECTORS (THIRD, FOURTH, SIXTY-FOURTH AND SIXTY-FIFTH RESOLUTIONS)**

The say on pay process regarding the remuneration of corporate officers provides that the ordinary general meeting is called to vote *ex ante*, on the remuneration policy applicable to all corporate officers, including the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer and the directors.

Subject to the appointment of Mr. Mark Pruzanski as a director, the Company has undertaken to separate the functions of Chairman and Chief Executive Officer as of the next meeting of the Board of Directors following this Meeting. Mr. Pruzanski would be appointed Chairman of the Board of Directors and Mr. Frédéric Cren would be appointed Chief Executive Officer. Remuneration policies adapted to these new corporate mandates must therefore be adopted.

The 3<sup>rd</sup> and 4<sup>th</sup> resolutions submit for your approval, pursuant to Article L. 22-10-8, II, of the French Commercial Code, the remuneration policies of the Chairman of the Board of Directors and the Chief Executive Officer of the Company, respectively, to be applied as of the date of separation of functions, for the 2024 financial year, as adopted by the Board of Directors on the recommendation of the Remuneration and Nomination Committee.

It is submitted to your approval,

- (a) for the Chief Executive Officer, a remuneration policy which is presented to you, in its aspects common to the various corporate officers of Inventiva and in its specific provisions for the Chief Executive Officer, in Appendix 1 of this report.
- (b) for the Chairman, a remuneration policy which is presented to you, in its aspects common to the various corporate officers of Inventiva, and in its specific provisions for the Chairman of the Board of Directors, in Appendix 2 of this report.
- (c) for the Deputy Chief Executive Officer, it is submitted to your approval an amendment to the remuneration policy of the Deputy Chief Executive Officer as presented in Appendix 3 of this report. This amendment aims to maintain a remuneration policy substantially similar to the one you approved for the Deputy Chief Executive Officer for the 2024 financial year, at the Combined General Meeting of June 20, 2024, subject to certain adjustments concerning long-term profit-sharing.

- (d) for directors, it is also submitted to your approval an amendment to their remuneration policy as presented in Appendix 4 of this report.

### **3. ISSUANCE OF SECURITIES WITH CANCELLATION OF THE SHAREHOLDERS' PREEMPTIVE SUBSCRIPTION RIGHTS TO THE BENEFIT OF NAMED PERSONS AND DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS (FIFTH TO FIFTY-SEVENTH RESOLUTIONS)**

The Company announced on October 14, 2024 an equity financing, through the issuance of shares and pre-funded warrants, of EUR 94.1 million up to EUR 348 million subject to the satisfaction of specific conditions, to finance the continuation of the Phase 3 study, NATiV3, in the MASH, the initiation of the compensated cirrhosis study, and this, until the release of NATiV3 results expected in the second half of 2026 and the Company's pre-commercialization activities, including regulatory approval applications for lanifibranor, if any.

The financing was led by New Enterprise Associates, BVF Partners LP and Samsara BioCapital, with participation from existing and new investors including Andera Partners, Deep Track Capital, Eventide Asset Management, Great Point Partners, Invus, Perceptive Advisors, LLC, Schonfeld Strategic Advisors and Sofinnova Crossover I SLP.

The financing was structured in several tranches. It initially consisted of the issuance, definitively carried out on October 17, 2024, as part of a capital increase with cancellation of the shareholders' preemptive subscription rights to the benefit of categories of persons, of a total amount of EUR 94.1 million through the issuance of 34,600,507 new ordinary shares of the Company, with a nominal value of EUR 0.01 per share at a price of EUR 1.35 per new share, and 35,399,481 pre-funded warrants to subscribe for ordinary shares of the Company at an exercise price of EUR 0.01 per new ordinary share, each entitling the Company, in the event of exercise, to one new ordinary share (the "**T1 Issuance**").

Secondly, and subject in particular to your approval of the draft resolutions 5 to 57 submitted to you, the funding consists of:

- (i) the issuance, as the subject of resolutions 5 to 32 of this General Meeting, by a new capital increase with cancellation of the shareholders' preemptive subscription rights to the benefit of named persons in accordance with Article L. 225-138 of the French Commercial Code, subject to and in the absence of any significant adverse change, (a) of new ordinary shares, with a nominal value of EUR 0.01 per share plus an issuance premium of EUR 1.34 per share (resolutions 5 to 22) (the "**T1 bis Shares**"), and (b) pre-funded warrants for ordinary shares of the Company at a subscription price of EUR 1.34, each entitling, in the event of exercise, to one new share at an exercise price of EUR 0.01 per share, (resolutions 23 to 32) (the "**T1 bis BSAs**") for a total gross amount of EUR 21.4 million (the "**T1 bis Issuance**");
- (ii) the issuance, as the subject of resolutions 33 to 57 of this General Meeting, by a new capital increase with cancellation of the shareholders' preemptive subscription rights to the benefit of named persons, subject to T2 Conditions Precedent (as defined below), of ordinary shares to which warrants are attached (the "**ABSAs**") or pre-funded warrants to which warrants are attached (the "**BSA-BSAs**") for a total amount of EUR 116 million (the "**T2 Issuance**"). The ABSAs will be new ordinary shares with a nominal value of EUR 0.01 to which will be attached a pre-funded warrant exercisable at an exercise price of EUR 1.50 (each, a "**T3 BSA**"). The BSA-BSAs will be pre-funded warrants to which a T3 BSA will be attached. Subject to the occurrence of the T3 triggering event (as defined below), the T3 BSAs would allow the subscription of a maximum amount of EUR 116 million of new ordinary shares (the "**T3 Issuance**", together with the T1 bis Issuance and the T2 Issuance, the "**Issuances**").

The prerequisites for each of the Offerings are as follows:

- T1 bis Conditions Precedent: The T1 bis Issuance is subject to the approval by this General Meeting of Resolutions 5 to 57 and the absence of a material adverse change (defined as any event, failure or circumstance, individually or in the aggregate, that has had or could reasonably be expected to have a material adverse effect on the clinical development milestones of lanifibranor, or the manufacturing of the new drug for commercial launch, or regarding the Company's ability to complete the NATiV3 trial and obtain the necessary approvals from the *Food and Drug Administration* (FDA) (a "**Material Adverse Change**") between the T1 Issuance and the settlement and delivery of the T1 bis Shares and the T1 bis BSAs;
- T2 Conditions Precedent: The issuance by the Company of the ABSAs and BSA-BSAs and their subscription by each investor will be subject to the following conditions: (i) no Material Adverse Change between the issuance of the T1 New Shares and the settlement and delivery of the ABSAs and BSA-BSAs, (ii) the Data Monitoring Committee does not recommend the suspension of the NATiV3 study, (iii) the randomization of the last patient in the main cohort of NATiV3 has taken place (the latter having to be occur no later than April 30, 2025), (iv) the study abandonment rate prior to week 72 is less than 30% (conditions (ii), (iii) and (iv) being defined as the "**T2 Triggering Event**"), (v) the approval of the *Autorité des marchés financiers* on the admission prospectus, (vi) the subscription and payment by investors of all of the T2 New Shares upon settlement and delivery of the T2 New Shares, (vii) the approval by this General Meeting of Resolutions 1 to 57 and (viii) customary settlement terms (conditions (i) to (viii) together, the "**T2 Conditions Precedent**"). Conditions (i) to (iv) may be waived with the consent of investors representing 60% of the total ABSAs to be subscribed.
- Conditions precedent for the exercise of the T3 BSAs : Subject to the fulfillment of the T2 Conditions Precedent and the issuance of the ABSAs and BSA-BSAs, the exercise of the T3 BSAs is also subject to the Company's publication of topline data announcing that the key primary or secondary endpoint of NATiV3 (resolution of NASH without worsening of fibrosis and improvement of liver fibrosis without worsening of NASH), with any of the dosing regimens tested in the trial, were achieved no later than June 15, 2027 (the "**T3 Triggering Event**"). The exercise of the T3 BSAs must take place no later than July 30, 2027 (the "**T3 BSAs Maturity Date**"). Upon the occurrence of a Transformative Event (as defined below), the satisfaction of the T3 Triggering Event as a condition of exercise may be waived with the prior agreement of investors wishing to exercise their T3 BSAs and representing 60% of all T3 BSAs holders. A Transformative Event occurs in one of the following cases: (i) a person, alone or in concert, acquires control of the Company (control having the meaning provided for in Article L. 233-3 of the French Commercial Code), (ii) the announcement or filing of a public tender offer, public exchange offer, alternative offer, mixed offer, (iii) a merger by which the interests of the Company's shareholders are diluted by 30% or more or (iv) the sale of significant rights in lanifibranor to an entity in which the Company holds less than 51% of the share capital or voting rights or (v) an agreement relating to lanifibranor that has or may reasonably be expected to have a material effect on the Company's business, financial condition or prospects (a "**Transformative Event**"). The exercise of the T3 BSAs will be the subject of a press release on the day of the meeting of the Board of Directors or the Chief Executive Officer acting on delegation from the Company's Board of Directors noting the completion of the T3 Triggering Event or the waiver by investors of this condition.

We would like to point out that resolutions 5 to 57 are interdependent and form an inseparable whole, so that the rejection of one of these resolutions will lead to the rejection of all of these resolutions.

The issuances under resolutions 5 and 23, relating to the T1 bis Issuance, must be implemented by the Board of Directors within three (3) months.

The issuances under resolutions 33 and 49, relating to the T2 Issuance, are to be implemented by the Board of Directors within eighteen (18) months.

The Board of Directors would have full authority, with the option of sub-delegation under the conditions set by law and regulations, within the limits and under the conditions specified for each of resolutions 5, 23, 33 and 49, to do everything necessary or useful for the realization of the proposed issuances. The Board of Directors will report to the next Ordinary General Meeting on the use made of the delegations conferred, in accordance with the law and regulations.

We therefore propose that you examine below each of the issuances, with the associated cancellations of the shareholders' preemptive subscription rights and delegations of authority to the Board of Directors, which are submitted to your approval.

It is proposed to cancel shareholders' preemptive subscription rights so that the Company can strengthen its equity with investors.

**3.1 Capital increase in cash for a nominal amount of EUR 78,720.64 by issuance of ordinary shares, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors (*Fifth to twenty-second resolutions*)**

Resolutions 10 to 22 are intended to submit to the General Meeting for approval the completion of the capital increase in a nominal amount of EUR 78,720.64 by way of the issuance of ordinary shares planned for the T1 bis Issuance, subject to the satisfaction or waiver of the T1 bis Conditions Precedent.

You are asked to approve the issuance of 7,872,064 shares to be issued at a subscription price of EUR 1.35 per share, i.e. one euro cent (EUR 0.01) nominal value and EUR 1.34 issuance premium for each ordinary share issued, representing a capital increase of a total nominal amount of EUR 78,720.64 and a total subscription amount of EUR 10,627,286.40.

The ordinary shares to be issued in this context would carry dividend rights from the date of their issuance and would be subject to all the provisions of the Company's articles of incorporation as well as to the decisions of the Company's shareholders' meetings as of that date, the subscription price to be paid up in full in cash, including, where appropriate, by way of set-off of claims. The shares would be the subject of an application for admission to trading on the regulated market Euronext Paris on the same listing line as the existing shares.

In the event of subscriptions that are less than the entire capital increase decided by this resolution, the Board of Directors may limit the amount of the said capital increase to the amount of the subscriptions received, subject to the agreement of the subscribers representing 60% of all T1 bis Shares and T1 bis BSAs (excluding T1 bis Shares and T1 bis BSAs for which subscriptions have not been received).

The issuance would be made with cancellation of the shareholders' preemptive subscription rights to the benefit of the following persons and in the following proportions (resolutions 6 to 22):

Beneficiaries	Number of actions	Subscription amount (€)
New Enterprise Associates 17, L.P.	205 938	278 016.30
Growth Equity Opportunities 18 VGE, LLC	308 908	417 025.80
Sofinnova Crossover I SLP	311 653	420 731.55
Yiheng Capital Management, L.P.	370 689	500 430.15
BioDiscovery 6 FPCI	1 139 527	1 538 361.45
Invus Public Equities, L.P.	1 372 924	1 853 447.40
Samsara BioCapital, L.P.	369 042	498 206.70

Perceptive Life Sciences Master Fund, Ltd.	1 029 693	1 390 085.55
CVI Investments Inc.	123 562	166 808.70
Biomedical Value Fund, L.P.	446 200	602 370.00
Biomedical Offshore Value Fund, Ltd	240 262	324 353.70
Schonfeld Global Master Fund L.P	466 793	630 170.55
Eventide Healthcare Innovation Fund I LP	937 707	1 265 904.45
Adage Capital Partners	274 584	370 688.40
Altamont Pharmaceutical Holdings, LLC	68 645	92 670.75
Albemarle Life Sciences Fund	68 645	92 670.75
KVP Capital, L.P.	137 292	185 344.20

Finally, it is asked that you delegate to the Board of Directors full authority to implement this decision, with the option of sub-delegation under the conditions set by law and regulations, within the limits and under the conditions specified above, in order to do everything that will be necessary or useful for the realization of the issuance.

**3.2 Decision to issue 8,053,847 pre-funded warrants of the Company without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors (*Twenty-third to thirty-second resolutions*)**

Resolutions 23 to 32 are intended to submit to the General Meeting for approval the issuance of 8,053,847 warrants for the T1 bis Issuance, subject to the satisfaction or waiver of T1 bis Conditions Precedent.

You are asked to approve the issuance of the 8,053,847 warrants at a subscription price of EUR 1.34 per T1 bis BSA (i.e. the unit issuance price of one ordinary share issued in the context of the T1 Issuance and the T1 bis Issuance minus the nominal value of the share, i.e. EUR 0.01), representing a total subscription amount of EUR 10,792,154.98, each T1 bis BSA entitling, subject to the payment of an exercise price of EUR 0.01, to subscribe for one ordinary share with a nominal value of EUR 0.01, i.e. a capital increase in cash of EUR 80,538.47 in the event of exercise of all the warrants, without prejudice to the adjustment clauses set out in the characteristics of the T1 bis BSAs.

The T1 bis BSAs would be exercisable for a period of ten (10) years from their date of issuance, with the T1 bis BSAs not exercised within this period becoming null and void. In the event of financial transactions, the maintenance of the rights of holders of T1 bis BSAs would be ensured by adjusting the conditions of exercise. The T1 bis BSAs would not be admitted to trading on the regulated market Euronext Paris or any other financial securities exchange market.

The ordinary shares to be issued in the event of an exercise would correspond to 8,053,847 ordinary shares of the same class as the Company's existing ordinary shares, to which would be added the nominal amount of the shares to be issued in order to preserve the rights of holders of T1 bis BSAs in accordance with the legislative and regulatory provisions. They would carry dividend rights from the date of their issuance and would be subject to all the provisions of the Company's articles of incorporation as well as to the decisions of the Company's shareholders' meetings as of that date, the subscription price to be paid up in full in cash, including, where applicable, by way of set-off of receivables. The shares would be the subject of an application for admission to trading on the regulated market Euronext Paris on the same listing line as the existing shares.

In the event of subscriptions that are less than the entire issuance decided by this resolution, the Board of Directors may limit the amount of the said issuance to the amount of the subscriptions received, subject to the agreement of



the subscribers representing 60% of all T1 bis Shares and T1 bis BSAs (excluding T1 bis Shares and T1 bis BSAs for which subscriptions have not been received).

In the event of a capital increase, absorption, merger, demerger (*scission*), or issuance of new securities or new transferable securities giving access to the capital, or other financial transactions involving a preemptive subscription right or reserving a priority subscription period to the benefit of the Company's shareholders, the Company shall be entitled to suspend the exercise of the T1 bis BSAs for a period not exceeding three months or any other period set by the applicable regulations (the period of exercise being extended by the same period).

The issuance would be made with cancellation of the shareholders' preemptive subscription rights of the ordinary shares to which the T1 bis BSAs would entitle the following persons and in the following proportions (resolutions 24 to 32), it being understood that the total number of T1 bis BSAs reserved for subscription under resolutions 24 to 27 would be equal to 1,872,668:

Beneficiaries	Number of actions	Subscription amount (€)
Biotechnology Value Fund, L.P	1 100 000	1 474 000.00
Biotechnology Value Fund II, L.P.	800 000	1 072 000.00
Biotechnology Value Trading Fund OS LP	80 000	107 200.00
MSI BVF SPV, LLC	30 000	40 200.00
New Enterprise Associates 17, L.P.	1 166 986	1 563 761.24
Growth Equity Opportunities 18 VGE, LLC	1 750 478	2 345 641.52
Samsara BioCapital, L.P.	861 098	1 153 871.32
Perceptive Life Sciences Master Fund, Ltd.	343 231	459 929.54
Deep Track Biotechnology Master Fund Ltd.	2 059 386	2 759 577.24

Finally, it is asked that you delegate to the Board of Directors full authority to implement this decision, with the option of sub-delegation under the conditions set by law and regulations, within the limits and under the conditions specified above, in order to do everything that will be necessary or useful for the realization of the issuance.

**3.3 Capital increase by issuance of shares with warrants attached, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors (*Thirty-third to forty-eighth resolutions*)**

Resolutions 33 to 48 are intended to submit to the General Meeting for approval, subject to the satisfaction or waiver (by investors wishing to subscribe to the ABSAs and BSA-BSAs representing 60% of the investors to subscribe to the ABSAs and BSA-BSAs) of the T2 Conditions Precedent, the decision to issue by way of capital increase a maximum number of ABSAs provided for the T2 Issuance equal to:

- the natural number immediately greater than 57,359,992 divided by P2;

where:

- (i) the sum of this amount of 57,359,992 and that of 58,639,998.60 referred to in 3.4 would correspond to the total amount of the T2 Issuance (including the total amount for the

exercise of the T2 BSAs, as this term is defined in the 3.4) that is to say, approximately EUR 116 million, and

(ii) P2 would be the issuance price of the ABSAs;

- up to a maximum nominal amount of the capital increase of EUR 849,777.66, excluding the capital increase following the exercise of the T3 BSAs attached to the shares, of EUR 0.01 each.

It is asked that you approve the issuance of the ABSAs without the preemptive subscription rights of the beneficiaries listed below, it being specified that each ABSA beneficiary would have the right to subscribe (i) to the maximum number "N" of ABSAs appearing opposite its name in the table below and, where applicable, (ii), beyond this number N, to an additional number of ABSAs determined as follows, in the event that one or more ABSAs Beneficiaries do not subscribe to the number of ABSAs reserved for them (the "**Unsubscribed ABSAs**"):

- 1) Each ABSA Beneficiary may indicate at the time of subscription the maximum number of additional ABSAs to which he wishes to subscribe.
  - If the total of additional ABSAs requests is less than or equal to the total of Unsubscribed ABSAs, each ABSA Beneficiary may subscribe to the number of ABSAs that he or she has indicated.
  - If the total number of additional ABSAs requests exceeds the total number of Unsubscribed ABSAs, the additional requests will be reduced under the same conditions as those provided for the reduction of reducible requests in the case of an issuance with preemptive subscription rights (each ABSA Beneficiary having a right proportional to its participation in the T1 Issuance and the T1 bis Issuance) and each ABSA Beneficiary will be able to subscribe to the number N" of ABSAs which will result from this calculation.
- 2) If at the end of this process all the Unsubscribed ABSAs have not been subscribed, the Unsubscribed ABSAs that have not been the subject of a request from the ABSA Beneficiaries at the end of this process (the **Unsubscribed ABSA Balance**) will be offered to the Beneficiaries of BSA-BSAs (as this term is defined in 3.4).
- 3) If the total number of ABSAs requests by the BSA-BSAs Beneficiaries exceeds the Unsubscribed ABSAs Balance, a reduction in the additional requests will be made under the same conditions as those provided for the ABSAs Beneficiaries.
- 4) The Board of Directors will thus distribute the Unsubscribed Shares by applying this rule and by allocating the ABSAs forming a fractional share, if applicable, as it decides.

Full authority would be delegated by you to the Board of Directors to set the subscription price per ABSA premium included, P2, which must be equal to the lesser of (i) 1 euro and thirty-five cents (EUR 1.35), and (ii) the weighted average of the prices of the last five trading sessions on the regulated market of Euronext in Paris preceding the decision of the Board of Directors, or the Chief Executive Officer, as the case may be, rounded down to the nearest hundredth of a euro.

The ABSAs issued under the resolution submitted to your approval should be paid up in full in cash at the time of subscription, which would be effected exclusively by payment in cash, by payment in cash and/or by set-off against liquid and payable claims, at the time of subscription.

The main features of the T3 BSAs would be as follows:

<b>General</b>	T3 BSAs are transferable securities giving access to capital within the meaning of Article L. 228-91 et seq. of the French Commercial Code. They will not be admitted to trading on the regulated market Euronext Paris or any other market for the exchange of financial securities.
<b>Exercise Period</b>	<p>The T3 BSAs are exercisable for a period beginning on the day of the Company's publication of topline data announcing that that any key primary endpoint or key secondary endpoint of NATiV3 (resolution of NASH without worsening fibrosis and improvement of liver fibrosis without worsening NASH), with any dosage regimen tested in the trial, have been met no later than June 15, 2027 (the <b>T3 Triggering Event</b>) and ending on the earlier of (x) the 45<sup>th</sup> calendar day following the day on which the T3 Triggering Event occurred and (y) the third business day (inclusive) prior to the T3 BSAs Maturity Date (the <b>Maturity Date</b>). Investors may renounce the T3 Triggering Event in which case the T3 BSAs may be exercised until the Maturity Date, without the need for the T3 Triggering Event to take place, with the prior agreement of investors representing 60% of all holders of the T3 BSAs in one of the following cases: (i) a person, alone or in concert, acquires control of the Company (control having the meaning provided for in Article L. 233-3 of the French Commercial Code), (ii) the announcement or filing of a tender offer, exchange offer, alternative offer, blended offer relating to the Company, (iii) a merger by which the interests of the Company's shareholders are diluted by 30% or more or (iv) the sale or transfer of significant rights or assets relating to lanifibranor to a person or entity in which the Company holds less than 51% of the capital or voting rights or (v) an agreement relating to lanifibranor that has or may reasonably be expected to have a material effect on the Company's business, financial condition or prospects.</p> <p>The T3 BSAs not exercised within this period become null and void, and thus lose all value and all rights attached to them.</p>
<b>Ratio</b>	Each T3 BSA will give the right to R new ordinary shares of the Company, where R is equal to P2 divided by EUR 1.50, this exercise parity being determined with two decimal places rounded to the nearest hundredth immediately lower or equal, subject to the adjustment clauses set out in the characteristics of the T3 BSAs.
<b>Exercise price and exercise conditions</b>	Each new ordinary share subscribed through the exercise of the T3 BSAs will be subscribed at a price of EUR 1.50, i.e. EUR 0.01 of nominal value and EUR 1.49 of issuance premium (without prejudice to the adjustment clauses set out in the characteristics of the T3 BSAs). The subscription price of the Company's shares issued upon exercise of the T3 BSAs must be paid up in full, at the time of exercise of the share subscription warrants, in cash (the holders must make their own business of any fractional shares).
<b>Gross proceeds on exercise of all share subscription warrants</b>	In the event of the exercise of all the T3 BSAs, the maximum gross proceeds from the exercise of the T3 BSAs (including on the exercise of the T3 BSAs attached to the ABSAs) will be a maximum amount of EUR 116,000,000, i.e. a capital increase of a maximum nominal amount of EUR 1,160,000, together with an issuance premium of a maximum amount of EUR 114,840,000 (without prejudice to the adjustment clauses set out in the characteristics of the T3 BSAs).
<b>Rights attached to shares resulting from the exercise of share subscription warrants and dividend date</b>	The ordinary shares to be issued in the event of exercise of the T3 BSAs will be ordinary shares of the same class as the existing ordinary shares of the Company, which will be subject to all the provisions of the Company's articles of incorporation as well as to the decisions of the general meetings from their date of issuance.

<b>Admission to trading of shares resulting from the exercise of share subscription warrants</b>	The ordinary shares to be issued in the event of exercise of the T3 BSAs will be the subject of an application for admission to trading on the regulated market Euronext Paris on the same listing line as the Company's existing shares.
<b>Retention of rights of holders of share subscription warrants</b>	The rights of holders of share subscription warrants in the event of financial transactions will be maintained by adjusting the exercise conditions.

The shares would be the subject of an application for admission to trading on the regulated market Euronext Paris on the same listing line as the existing shares.

The new ordinary shares and the T3 BSAs that together make up the ABSAs would be detached as soon as the new ordinary shares are settled and delivered.

In the event of subscriptions that are less than the entire capital increase that would be decided by this resolution, the Board may limit the amount of the said capital increase to the amount of the subscriptions received, subject to the agreement of the subscribers representing 60% of all ABSAs and BSA-BSAs (excluding ABSAs and BSA-BSAs for which subscriptions have not been received).

In the event of a capital increase, absorption, merger, demerger (*scission*), or issuance of new securities or new transferable securities giving access to the capital, or other financial transactions involving a preemptive subscription right or reserving a priority subscription period for the benefit of the Company's shareholders, the Company shall be entitled to suspend the exercise of the T3 BSAs for a period not exceeding three months or any other period set by the applicable regulations (the period of exercise being extended by the same period).

The issuance would be made with cancellation of the shareholders' preemptive subscription rights of the new ordinary shares and ordinary shares to which the T3 BSAs would entitle the persons and in the following proportions (resolutions 34 to 48):

<b>Beneficiaries</b>	<b>Maximum number of actions</b>	<b>Indicative amount of the corresponding subscription (€)</b>
Sofinnova Crossover I SLP	3 362 962	2 269 999.35
Yiheng Capital Management, L.P.	4 000 000	2 700 000.00
BioDiscovery 6 FPCI	12 296 296	8 299 999.80
Invus Public Equities, L.P.	14 814 814	9 999 999.45
Samsara BioCapital, L.P.	13 274 074	8 959 999.95
Perceptive Life Sciences Master Fund, Ltd.	7 407 406	4 999 999.05
CVI Investments Inc.	1 333 332	899 999.10
Biomedical Value Fund, L.P.	4 814 814	3 249 999.45
Biomedical Offshore Value Fund, Ltd	2 592 592	1 749 999.60
Schonfeld Global Master Fund L.P	5 037 036	3 399 999.30
Eventide Healthcare Innovation Fund I LP	10 118 518	6 829 999.65
Adage Capital Partners	2 962 962	1 999 999.35
Altamont Pharmaceutical Holdings, LLC	740 740	499 999.50
Albemarle Life Sciences Fund	740 740	499 999.50

KVP Capital, L.P.	1 481 480	999 999.00
-------------------	-----------	------------

Finally, it is asked that you delegate to the Board of Directors full authority to implement this decision, with the option of sub-delegation under the conditions set by law and regulations, within the limits and under the conditions specified above, in order to do everything that will be necessary or useful for the realization of the issuance.

**3.4 Decision to issue pre-funded warrants with share subscription warrants attached, without shareholders' preemptive subscription rights to the benefit of named persons and delegation of authority to the Board of Directors (*Forty-ninth to fifty-seventh resolutions*)**

Resolutions 49 to 57 are intended to submit to the General Meeting for approval, subject to the satisfaction or waiver (by investors wishing to subscribe to the ABSAs and BSA-BSAs representing 60% of the investors to subscribe to the ABSAs and BSA-BSAs) of the T2 Conditions Precedent, the issuance of a maximum number of pre-funded warrants (the "**T2 BSAs**" ) each attached with a warrant to subscribe a share of the Company (the "**T3 BSAs**") (together the "**BSA-BSAs**") provided for the T2 Issuance equal to:

- to the natural number immediately greater than 58,639,998.60 divided by P2;

where:

- (i) the sum of this amount of 58,639,998.60 and that of 57,359,992 referred to in 3.3 correspond to the total amount of the T2 Issuance (including the total amount for the exercise of the T2 BSAs), i.e. approximately EUR 116 million, and
  - (ii) P2 is the sum of the subscription price of a BSA-BSA and of EUR 0.01,
- up to a limit of EUR 86,874,072, i.e. a maximum nominal amount of capital increase likely to result from the exercise of the T2 BSAs of EUR 868,740.72, 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 T2 BSAs, excluding the capital increase following the exercise of the T3 BSAs attached to the T2 BSAs.

It is asked that you approve the issuance of the BSA-BSAs without the preemptive subscription rights of the beneficiaries listed below, it being specified that each of the BSA-BSAs Beneficiary would have the right to subscribe to (i) the number "N" of BSA-BSAs calculated as indicated opposite its name in the table below and, where applicable, (ii), beyond this number N, to an additional number of BSA-BSAs determined as follows, in the event that one or more Beneficiaries of BSA-BSAs do not subscribe to the number of BSA-BSAs reserved for them (the **Unsubscribed BSA-BSAs**):

- 1) Each BSA-BSAs Beneficiary may indicate at the time of subscription the maximum number of additional BSAs to which he or she wishes to subscribe.
  - If the total number of additional BSA-BSA requests is less than or equal to the total of Unsubscribed BSA-BSAs, each BSA-BSAs Beneficiary may subscribe to the number of BSA-BSAs that he or she has indicated.
  - If the total number of requests for additional BSA-BSAs exceeds the total number of Unsubscribed BSAs, a reduction in additional requests will be made under the same conditions as those provided for the reduction of requests on a reducible basis in the case of an issuance with preemptive subscription rights (each BSA-BSAs Beneficiary having a right proportional to its participation in the T1 Issuance and the T1 bis Issuance) and each BSA-BSAs Beneficiary may subscribe to the number "N" of BSA-BSAs resulting from this calculation.

- 2) If, at the end of this process, all the Unsubscribed BSA-BSAs have not been subscribed, the Unsubscribed BSA-BSAs that have not been requested by the BSA-BSA Beneficiaries (the ***Unsubscribed BSA-BSA Balance***) will be offered to the ABSAs Beneficiaries (as this term is defined in resolution 33).
- 3) If the total number of BSA-BSA requests by the ABSAs Beneficiaries exceeds the Unsubscribed ABSA Balance, a reduction in the additional requests will be made under the same conditions as those provided for the ABSAs Beneficiaries.
- 4) The Board of Directors will thus distribute the Unsubscribed BSA-BSAs by applying this rule and by allocating the BSA-BSAs forming fractional as the case may be decided.

Full authority would be delegated by you to the Board of Directors to set the subscription price per BSA-BSA, P2, which must be equal to the lesser of (i) EUR 1 and thirty-five cents (EUR 1.35), and (ii) the weighted average of the prices of the last five trading days on the regulated market of Euronext in Paris preceding the Board of Directors' decision, or the Chief Executive Officer, where applicable, rounded down to the nearest hundredth of a euro, minus EUR 0.01.

The BSAs issued under the resolution submitted to your approval should be paid up in full in cash at the time of their subscription, which would be effected exclusively by payment in cash, by payment in cash and/or by set-off against liquid and payable claims, at the time of their subscription.

The main features of the T2 BSAs would be as follows:

<b>General</b>	T2 BSAs are transferable securities giving access to capital within the meaning of Article L. 228-91 et seq. of the French Commercial Code. They will not be admitted to trading on the regulated market Euronext Paris or any other market for the exchange of financial securities.
<b>Exercise Period</b>	The T2 BSAs are exercisable for a period of ten (10) years from their date of issuance. The T2 BSAs not exercised within this period become null and void, and thus lose all value and all rights attached to them.
<b>Ratio</b>	Each T2 BSA will entitle to one new ordinary share, subject to the adjustment clauses set out in the T2 BSA specifications.
<b>Exercise price and exercise conditions</b>	Each new ordinary share subscribed through the exercise of a T2 BSA will be subscribed at a price of EUR 0.01 (without prejudice to the adjustment clauses set out in the characteristics of the T2 BSAs), it being recalled that the BSA-BSAs will be subscribed at an issuance price equal to that of the ABSAs minus the nominal value of one ordinary share, i.e. EUR 0.01. The subscription price of the Company's shares issued upon exercise of the T2 BSAs must be fully paid up, at the time of exercise of the share subscription warrants, in cash (the holders must be personally responsible for any fractional shares).
<b>Rights attached to shares resulting from the exercise of share subscription warrants and dividend date</b>	The ordinary shares to be issued in the event of the exercise of the T2 BSAs will be ordinary shares of the same class as the Company's existing ordinary shares. They will carry current dividend rights, will be assimilated to existing shares and will be subject to all the provisions of the Company's articles of incorporation as well as to the decisions of shareholders' meetings from their date of issuance.

<b>Admission to trading of shares resulting from the exercise of share warrants</b>	The ordinary shares to be issued in the event of the exercise of the T2 BSAs will be the subject of an application for admission to trading on the regulated market Euronext Paris on the same listing line as the Company's existing shares.
<b>Retention of rights of holders of share purchase warrants</b>	The rights of holders of share subscription warrants in the event of financial transactions will be maintained by adjusting the exercise conditions.

The main features of the T3 BSAs are specified in 3.3.

The ordinary shares to be issued in the event of the exercise of the T2 BSAs or T3 BSAs would be the subject of an application for admission to trading on the regulated market Euronext Paris on the same listing line as the existing shares.

The T2 BSAs and the T3 BSAs that together make up the BSA-BSAs would be detached as soon as they are issued.

In the event of subscriptions that are less than the entire issuance that would be decided pursuant to the 49<sup>th</sup> resolution submitted for your approval, the Board may limit the amount of the said issuance to the amount of the subscriptions received, subject to the agreement of the subscribers representing 60% of all ABSAs and BSA-BSAs (excluding ABSAs and BSA-BSAs for which subscriptions have not been received).

In the event of a capital increase, absorption, merger, demerger (*scission*), or issuance of new securities or new transferable securities giving access to the capital, or other financial transactions involving a preemptive subscription right or reserving a priority subscription period to the benefit of the Company's shareholders, the Company shall be entitled to suspend the exercise of the T2 BSAs and/or the T3 BSAs for a period not exceeding three months or any other period set by the applicable regulations (the period of exercise being extended by the same period).

The issuance would be made with cancellation of the shareholders' preemptive subscription rights of the ordinary shares to which the T2 BSAs and the T3 BSAs would entitle the following persons and in the following proportions (resolutions 50 to 57), it being specified that the total number of BSAs whose subscription is reserved under resolutions 50 to 53 would be equal to 20,207,406:

<b>Beneficiaries</b>	<b>Maximum number of BSA-BSA</b>	<b>Indicative amount of the corresponding subscription (€)</b>
Biotechnology Value Fund, L.P	11 128 000	7 400 120
Biotechnology Value Fund II, L.P.	8 988 000	5 977 020
Biotechnology Value Trading Fund OS LP	1 112 800	740 012
MSI BVF SPV, LLC	449 400	298 851
New Enterprise Associates 17, L.P.	14 814 814	9 851 851
Growth Equity Opportunities 18 VGE, LLC	22 222 222	14 777 77,63
Perceptive Life Sciences Master Fund, Ltd.	7 407 408	4 925 926.32
Deep Track Biotechnology Master Fund Ltd.	22 222 222	14 777 777.63

Finally, it is asked that you delegate to the Board of Directors full authority to implement this decision, with the option of sub-delegation under the conditions set by law and regulations, within the limits and under the conditions specified above, in order to do everything that will be necessary or useful for the realization of the issuance.

#### **4. FINANCIAL DELEGATIONS TO THE BOARD – MODIFICATION OF THE OVERALL LIMIT (*FIFTY-EIGHTH, FIFTY-NINTH AND SIXTY-THIRD RESOLUTIONS*)**

We propose that you renew, in advance, several of the current financial delegations granted to the Board of Directors by the Combined General Meeting of June 20, 2024 (25<sup>th</sup> and 30<sup>th</sup> resolutions of the Combined General Meeting of June 20, 2024) and to modify the limit provided for in resolutions 21 to 23, 26, 28 and 29 of the Combined General Meeting of June 20, 2024, insofar as the limit of the latter has been used in full in the context of the T1 Issuance.

The adoption of these resolutions would give your Board of Directors, as necessary, 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.

The Board of Directors points out that if an offer intended to be placed mainly outside France were to be made pursuant to resolution 58 submitted for approval to this General Meeting or the 22<sup>nd</sup>, 23<sup>rd</sup>, and 26<sup>th</sup> resolutions of the General Meeting of June 20, 2024, the limit of which is asked to be amended, shareholders would be unlikely to be able to take part, given the characteristics and constraints of such an offer, particularly as regards the form of the securities, the timetable for the offer and the investors concerned.

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

- the 58<sup>th</sup> resolution (*Categories of beneficiaries*) authorizes your Board of Directors to carry out one or more capital increases without shareholders' preemptive subscription rights to the benefit of categories of beneficiaries, it being understood that these beneficiaries would be entities investing, on a regular basis, in the pharmaceutical, biotechnology or medical technology sector;
- The 59<sup>th</sup> resolution (*Capital increase reserved for employees*) meets the obligation, under Article L. 225-129-6 of the French Commercial Code, for Extraordinary Shareholders' Meetings, whenever a decision is taken to increase the Company's capital, to vote on a draft resolution to carry out a capital increase reserved for employees under the conditions set out in Articles L. 3332-18 et seq. of the French Commercial Code, i.e. reserved for members of a Company Savings Plan (*Plan d'Épargne d'Entreprise*).
- The 63<sup>rd</sup> resolution (*Modification of the overall limit*) aims to modify the limit provided for in resolutions 21, 22, 23, 26, 28 and 29 of the Combined General Meeting of June 20, 2024, in order to open up the possibility for the Board of Directors to make use of them, the common limit set at the General Meeting of June 20, 2024 having been fully used.

We propose that you consider each of resolutions 58, 59 and 63.

##### **4.1 Delegation of authority to the Board of Directors to decide on the issuance of ordinary shares or securities giving access to ordinary shares to be issued immediately or in the future by the Company, with cancellation of shareholders' preemptive subscription rights for the benefit of categories of beneficiaries (*Fifty-eighth resolution*)**



We submit to your approval a delegation of authority to the Board of Directors for the issuance of ordinary shares or securities to the benefit of categories of beneficiaries, such as the one you approved by the 25<sup>th</sup> resolution of the Combined General Meeting of June 20, 2024 and used by the Board of Directors to proceed with the T1 Issuance in connection with the financing presented to the 3.

This delegation delegates to the Board of Directors the authority to proceed, with the option of sub-delegation under the conditions provided for by law, in France or abroad, on one or more occasions, in the proportions and at the times it may determine, in euros or in foreign currency, or in any other monetary unit established by reference to several currencies, one or more capital increases through the issuance of ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, to ordinary shares to be issued by the Company, with cancellation of the shareholders' preemptive subscription rights to the benefit 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 issuance 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 this last paragraph is to allow investment service providers capable of guaranteeing the completion of an issuance intended to be placed with the persons referred to in the first two paragraphs to subscribe to the financial securities issued in the event of the implementation of the guarantee.

It is proposed to cancel shareholders' preemptive subscription rights so that the Company can strengthen its equity with investors.

In this regard, we would like to inform you that the maximum aggregate nominal amount of any capital increase without shareholders' preemptive subscription rights and likely to be carried out by virtue of the delegation granted under the terms of the 58<sup>th</sup> resolution (*categories of beneficiaries*) is set at EUR 700,000 (the said limit being common to the EUR 700,000 limits of resolution 59 and the resolutions referred to in resolution 63), corresponding to 70,000,000 shares, i.e. approximately 80.39% of the share capital as of 19 November 2024. In addition to these limits, the nominal value of the shares to be issued would be added, where applicable, in order to preserve, in accordance with the law and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the Company's capital.

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 currencies or in any currency units established by reference to several currencies).

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

The issuance price of the ordinary shares and securities to be issued under this resolution will be set by the Board of Directors, with the option of sub-delegation under the conditions provided for by law, in accordance with the provisions of Articles L.225-138 II of the French Commercial Code and must be at least equal to:

(i) For common shares:

- either the volume-weighted average price of the Company's shares on the regulated market of Euronext in Paris during the last trading session preceding the setting of the issuance price;
- or the volume-weighted average of the Company's share prices on the regulated market of Euronext in Paris over a period chosen by the Board of Directors comprising between three and seven consecutive trading days among the last 30 trading days preceding the setting of the issuance price;

possibly reduced by a maximum discount of 15%, the Board of Directors being free to use either of the two formulas set out above; and

(ii) (a) the issuance price of the shares that may result from the exercise of the securities giving access to the share capital issued pursuant to this delegation, their conversion, exchange or redemption may, as the case may be, be set, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board of Directors and applicable after the issuance of such securities (for example, at the time of their exercise, conversion, redemption or exchange) in which case the maximum discount referred to above may be assessed, if the Board of Directors deems it appropriate, on the date of application of said formula (and not on the date of issuance of the security), and (b) the issuance price of the securities to be issued under this resolution, other than shares, shall be such that the amount immediately received by the Company plus, if any, the amount that may be subsequently received by the Company is, for each share issued as a result of the issuance of such securities, at least equal to the amount referred to in paragraph (i) above.

Full authority would be conferred to the Board of Directors to implement this resolution.

This delegation and the proposed discount would allow the Company to call on specialized investors and to have increased flexibility in the context of fundraising in the form of equity securities (ordinary shares represented or not by ADSs and securities giving access to capital) necessary to finance its activity.

Finally, this resolution could be used for issuances reserved for specialized investors falling into the aforementioned categories following in particular requests from these investors to the Company or the Sales Agent (so-called "*reverse inquiries*") within the framework of the At the market equity financing program (the "**ATM Program**") on the U.S. market and registered with the Securities Exchange Commission (the "**SEC**") in the event that the Company updates its program.

Shareholders are reminded that the ATM Program and its use may be found on the Company's website.

This delegation would be granted for a period of 18 months and would terminate, with immediate effect, the delegation given by the Combined General Meeting of June 20, 2024 in its 25<sup>th</sup> resolution.

#### **4.2 Delegation of authority granted to the Board of Directors to carry out a capital increase reserved for employees (*Fifty-ninth resolution*)**

We remind you that pursuant to Article L. 225-129-6 of the French Commercial Code, whenever a decision is taken to increase the Company's capital, the Extraordinary General Meeting must vote on a draft to carry out a capital increase reserved for employees in accordance with Articles L. 3332-18 et seq. of the French Commercial Code, i.e. those who are members of a Company Savings Plan (*Plan d'Epargne d'Entreprise*).

Under these conditions, we submit to your approval a resolution to delegate to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, the authority of the Extraordinary General

Meeting for the purpose of carrying out a capital increase, in one or more instalments, in the proportions and at the times that it would assess 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, without shareholders' preemptive subscription rights for shares to be issued for cash to the Corporate Mutual Fund (*Fonds Commun de Placement d'Entreprise*) to be set up as part of a Corporate Savings Plan (*Plan d'Epargne d'Entreprise*), in the event of completion of the capital increase(s) provided for above.

The nominal amount of the capital increases likely to result from this resolution would be deducted from the overall limit of EUR 700,000 set out in point 4 above. In addition to these limits, the nominal value of the shares to be issued would be added, where applicable, in order to preserve, in accordance with the law and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the Company's capital.

However, we would like to remind you that there is currently no corporate savings plan to which our Company's employees could join and that the Company has always encouraged employee access to its capital through its policy of directly granting securities giving access to the capital.

We would like to point out that we are not in favor of such authorization because we believe that the proposal for the implementation of the free share allocation plans submitted to you below is more in line with the Company's social policy, which is intended to strengthen the direct participation of the Company's employees in its capital.

The present delegation would be granted for a period of 26 months.

#### **4.3 Modification of the overall limit on the maximum authorized amounts set under the 21<sup>st</sup> to 23<sup>rd</sup>, 26<sup>th</sup>, 28<sup>th</sup> and 29<sup>th</sup> resolutions of the Combined General Meeting of June 20, 2024 (*Sixty-third resolution*)**

The maximum overall issuance limit applicable to the 21<sup>st</sup> to 23<sup>rd</sup>, 26<sup>th</sup>, 28<sup>th</sup> and 29<sup>th</sup> resolutions of the Combined General Meeting of June 20, 2024 was used in full for the T1 Issuance. By the 63<sup>rd</sup> resolution, it is asked to retain the option for your Board of Directors to make use of these delegations.

It is therefore asked that you decide that any reference, in these resolutions, to the maximum issuance limit provided for by the 21<sup>st</sup> resolution of the Combined General Meeting of June 20, 2024 shall be understood to mean the said maximum issuance limit as replaced by the EUR 700,000 limit set out in 3) of the 58<sup>th</sup> resolution (*Category of persons*) that is proposed to you to adopt at the General Meeting of December 11, 2024. These resolutions would remain in force for the remainder of each of them.

#### **5. DELEGATIONS AND AUTHORIZATIONS TO THE BOARD OF DIRECTORS WITHIN THE FRAMEWORK OF THE INTEREST POLICY FOR CORPORATE OFFICERS AND EMPLOYEES OF THE COMPANY (*SIXTIETH TO SIXTY-SECOND RESOLUTIONS*)**

As part of its remuneration and/or motivational policy for its employees, corporate officers and consultants, the Company has since 2013 implemented successive plans to grant warrants to entrepreneurs, free shares or authorized the subscription of share warrants.

As of October 14, 2024 (the date of publication of Amendment No. 1 to the 2023 Universal Registration Document), the dilutive instruments allocated and not yet acquired or subscribed for and not yet exercised, benefiting employees, officers, directors, and/or consultants represented 2,095,983 shares, representing a potential dilution of approximately 2.2% of the share capital based on a share capital of EUR 870,776.95.

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 the system of granting stock options, the free allocation of shares, the issuance 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 issuance of share warrants for a period of 18 months, by the Combined General Meeting of June 20, 2024 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 June 20, 2024 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 60 and 61 submitted for your approval may not exceed a number of shares representing more than 15% of the share capital on the date of the Board of Directors' decision to grant them, the nominal amount of any capital increases that may be carried out pursuant to these resolutions 60 to 62 is capped at EUR 450,000, it being understood that this limit is common to all three resolutions, although this limit is not deducted from the overall limit of EUR 700,000 set out in point 4 above.

In addition, the ordinary shares resulting from the exercise of the share subscription warrants that may be granted under resolution 62 submitted for your approval may not exceed a maximum amount of EUR 200,000, representing a maximum of 20,000,000 shares, corresponding to a maximum dilution percentage of 22.97% in relation to the Company's share capital as of November 19, 2024.

These percentages do not take into account the nominal amount 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 Board of Directors would have full authority to implement the authorizations and delegations 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 authorizations, in accordance with the law and regulations.

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

We suggest that you review each of the authorizations that we are asking you to grant your Board of Directors.

#### **5.1 Authorization to the Board of Directors to grant free shares to employees and/or certain corporate officers (*Sixtieth resolution*)**

We suggest that you authorize your Board of Directors, for a period of 38 months, to proceed, on one or more instalments, 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 15% 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 limit of EUR 450,000.

## **5.2 Authorization to the Board of Directors to grant share subscriptions and/or shares purchase options to corporate officers and employees of the Company (*Sixty-first resolution*)**

We ask that you 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 15% 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 this resolution would be deducted from the overall limit of EUR 450,000 set out in 2) of the 60th resolution in question above (in point 5.1) ;
- 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 Commercial Code;
- the shares that may be obtained through the exercise of stock options may be acquired by the Company, either under Article L. 225-208 of the French Commercial Code, or, as the case may be, under the share buyback program subject to resolution 19 of the General Meeting of June 20, 2024 pursuant to Article L. 225-209 of the French Commercial Code 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:
  - 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 purchased price of the Company's shares on the regulated market Euronext Paris during the twenty (20) trading sessions preceding the day on which the option is granted;
  - 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 Commercial Code, or, as the case may be, under the share buyback program authorized according to resolution 19 of the Combined General Meeting of June 20, 2024 pursuant to Article L. 225-209 of the French Commercial Code 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.

## **5.3 Delegation of authority to the Board of Directors to decide on the issuance of warrants, without shareholders' preemptive subscription rights, to the benefit of categories of persons (*Sixty-second resolution*)**

We suggest that you delegate to the Board of Directors the authority to issue, on one or more occasions, a maximum number of 20,000,000 ordinary share subscription warrants (the "**2024-2 BSAs**"), without shareholders' preemptive subscription rights over the said 2024-2 BSAs, each 2024-2 BSAs 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 20,000,000 ordinary shares, representing a par value of EUR 200,000.

The nominal amount of the capital increases likely to be carried out in the future pursuant to this delegation would correspond to the issuance of 20,000,000 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 2024-2 BSAs, if such reservation would be necessary, it being specified that this limit would be deducted from the global limit of 450,000 euros set out in point 5.1 above.

The shareholders' preemptive subscription rights over the 2024-2 BSAs would be cancelled and the subscription of said 2024-2 BSAs 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 Commercial Code, this decision would entail in favor of the holders of 2024-2 BSAs, the waiver by the shareholders of their preemptive subscription right over the ordinary shares to which the 2024-2 BSAs entitle them.

It would be decided that:

- the 2024-2 BSAs would not be the subject of an application for admission to any market. They would be transferable. They would be issued in registered form and would be entered in an account;
- the 2024-2 BSAs must be exercised within 10 years of their issuance and the 2024-2 BSAs that have not been exercised at the end of this 10-year period would automatically lapse;
- the issuance price of a 2024-2 BSA would be determined by the Board of Directors on the date of issuance of the said 2024-2 BSA in the light of the report of an independent expert appointed by the Board of Directors, according to the characteristics of the latter;
- the issuance price of BSA 2024-2 must be paid up in full at the time of subscription, by cash settlement or by offsetting against liquid and due receivables;
- the issuance price of one ordinary share to be subscribed for pursuant to the exercise of the 2024-2 BSAs should be determined by the Board of Directors at the time of the grant of the 2024-2 BSAs and shall be equal to the volume-weighted average of the prices of the last twenty (20) trading days

preceding the date of grant of the BSA 2024-2 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 receivables.

In the event that the BSA 2024-2 have not been fully exercised, the Company would proceed with one of the transactions mentioned below:

- issuance of securities with shareholders' preemptive subscription rights; 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 2024-2 BSAs would be reserved under the conditions provided for in Article L. 228-98 of the French Commercial Code.

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 Commercial Code.

The Company would be authorized to require holders of the 2024-2 BSAs to repurchase or redeem their rights as provided for in Article L. 228-102 of the French Commercial Code.

Lastly, we request that you grant full authority to the Board of Directors, with the possibility of sub-delegation under the conditions provided for by law, to implement this delegation.

This delegation 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, the delegation granted by the Combined General Meeting of June 20, 2024 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 general meeting, in accordance with the law and regulations.

## **6. POWERS FOR FORMALITIES (*SIXTY-SIXTH RESOLUTION*)**

This resolution deals with the usual powers to be conferred for the purpose of formalities.

\*\*\*

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

---

**The Board of Directors**

## **Appendix 1**

### *Remuneration policy applicable to the Chief Executive Officer*

*(from the date of separation of functions)*

The change in the governance of Inventiva SA corresponds to a commitment made, as part of the financing transaction announced on October 11, 2024, to separate the functions of Chairman and Chief Executive Officer, following which Mr. Frederic Cren, co-founder of the Company, will act as Chief Executive Officer, while Mr. Mark Pruzanski will act as Chairman of the Board of Directors of Inventiva SA.

The Board of Directors will formally appoint Mr. Frederic Cren as Chief Executive Officer, for the remainder of his term of office as Director, at a meeting to be held at the close of the Annual General Meeting of Shareholders on December 11, 2024 to be convened to approve the new remuneration policy applicable to Inventiva's Chief Executive Officer, and subject to such prior approval.

At its meeting of November 19, 2024, the Board of Directors of Inventiva SA thus set, on the proposal of the Remuneration and Nomination Committee, the remuneration policy applicable to the Chief Executive Officer for the 2024 financial year on the date of separation of functions, which supplements and amends, solely in so far as it concerns the remuneration policy applicable to the Chief Executive Officer, the remuneration policy for the corporate officers for 2024 approved on June 20 by the Shareholders' Meeting, described in the corresponding section of the Company's 2023 Universal Registration Document.

The common aspects of Inventiva's corporate officers' remuneration policy, as detailed in section 3.5.1.1 of the 2023 Universal Registration Document, are applicable to the Chief Executive Officer's remuneration policy. All specific aspects of the remuneration policy applicable to the Chief Executive Officer are detailed below.

\*\*\*

The Chief Executive Officer's remuneration, detailed below, consists of (i) a fixed remuneration, (ii) an annual variable remuneration, set according to annual performance criteria and which corresponds to a percentage of the fixed remuneration (these criteria are precisely defined by the Board of Directors but are not made public in full for confidentiality reasons), (iii) a multi-year variable remuneration, (iv) an indemnity related to the loss of the functions of the corporate officer and (v) supplemented by other usual benefits in kind (in particular social guarantee for company executives and directors, company car).

The structure of the Chief Executive Officer's remuneration is decided by the Board, which sets the various elements, on the recommendations of the Remuneration Committee:

#### **Fixed remuneration**

The fixed remuneration reflects the experience and responsibilities of the Chief Executive Officer. It serves as a basis for determining the maximum percentage of the annual variable remuneration.

Its amount is EUR 311 106, payable monthly in thirteen equal instalments of a gross amount of EUR 23 931.

The thirteenth month will be paid in two instalments, half of which will be paid when the June remuneration is paid and the balance when the December remuneration is paid.



## Annual variable remuneration

Variable remuneration is intended to associate the executive officers with the Company's short-term performance.

The target annual variable remuneration is set at 65% of the Chief Executive Officer's annual fixed remuneration in the event of 100% of the objectives set for 2024 being achieved, according to the following criteria and weighting rules:

Performance criteria	Mr. Frédéric CREN Chief Executive Officer	
	Description	Weighting
1. Quantitative	Achievement of a cash target level as of December 31, 2024	70%
2. Qualitative	<u>Development</u> : Finalization of patient recruitment for the NATiV3 study.	15%
	<u>Organization</u> : Continue to develop the CSR policy, based on ISO 26000 recommendations and market best practices.	15%

It is specified that these objectives are, for the 2024 financial year, those set for the Chairman and Chief Executive Officer at the meeting of the Board of Directors on March 25, 2024, which will apply to the Chief Executive Officer without modification of any kind.

Pursuant to Article L. 22-10-34 of the French Commercial Code, payment of variable remuneration is subject to approval by the Annual General Meeting called to approve the financial statements for the year ended.

In the event of departure during the financial year, the variable remuneration shall be due and calculated *pro rata temporis*.

The Company has also adopted a policy of restitution of variable remuneration in accordance with the Nasdaq Rules (Clawback policy). This policy of restitution has been put in place to comply with Section 10D of the Exchange Act, Rule 10D-1 and Nasdaq Listing Rule 5608. Indeed, Nasdaq has adopted rules governing the restitution of executive incentive remuneration erroneously awarded as a result of an accounting error. These rules came into force on October 2, 2023.

## Long-term remuneration

The Board of Directors, on the recommendation of its Remuneration and Nomination Committee, decides to implement long-term remuneration plans for the Chief Executive Officer, within the framework of the authorizations granted by the Ordinary and Extraordinary General Meeting of Shareholders.

The Company's remuneration policy is part of an overall strategy to retain and motivate its managers and employees, in line with market practices in the pharmaceutical industry. The Chief Executive Officer receives an annual allocation of free shares. The long-term remuneration of the Chief Executive Officer, which will be paid in respect of the 2024 financial year by December 31, 2024 at the latest, will be 800,000 free shares.

As a reminder:

- in 2021, the Board of Directors allocated 300,000 BSPCEs to the Company's executives. The beneficiaries had to be corporate officers or employees of Inventiva until the date of the Board of Directors' meeting called to approve the Company's financial statements for the fiscal year ending

December 31, 2023, i.e. at the Board of Directors meeting on March 25, 2024. Exercise of 50% of the BSPCEs was subject solely to this condition of presence. In addition to this presence condition, the other half of the BSPCEs were subject to the performance conditions detailed on page 152 of the 2023 Universal Registration Document. At its meeting on March 25, 2024, the Board of Directors noted, in view of the satisfaction of the condition of presence and the rates of achievement of the performance conditions, that four hundred and thirty thousand (430,000) BSPCE 2021 had become exercisable, two hundred and fifteen thousand (215,000) for the Chairman and Chief Executive Officer and two hundred and fifteen thousand (215,000) for the Deputy Chief Executive Officer.

- in 2023, the Company has awarded long-term remuneration to its executive officers in the form of (i) 300,000 performance shares (AGAs 2023-1) for the Deputy Chief Executive Officer and (ii) 300,000 performance units (PAGUP 2023) for the Chairman and Chief Executive Officer on May 25, 2023, 300,000 performance shares (AGAs 2023-1) replaced by the 300,000 performance units (PAGUP 2023) by decision of the Board of Directors on March 25, 2023 2024, in accordance with what was planned when awarding these performance units and described in the remuneration policy for the 2023 financial year.

In 2024, in order to align the interests of the Company's executive officers with its corporate strategy, the Board of Directors will decide to allocate 800,000 free shares to the Chief Executive Officer (the 2024 AGAs) meeting the following characteristics.

#### Condition of presence :

The definitive acquisition of the 800,000 2024 AGAs is subject to a condition of presence assessed:

- for 266,667 of them (the "**1<sup>st</sup> Tranche AGAs**") at the end of a one-year vesting period from the date of grant by the Board of Directors, a one-year holding period being then applicable to the 1<sup>st</sup> Tranche AGAs;
- for 266,667 of them (the "**2<sup>nd</sup> Tranche AGAs**") at the end of a vesting period of two years from the date of grant by the Board of Directors;
- for 266,666 of them (the "**3<sup>rd</sup> Tranche AGAs**") at the end of a vesting period of three years from the date of grant by the Board of Directors.

This presence condition is waived in the event of the beneficiary's death, disability or retirement, or in the event of forced departure (revocation, non-renewal, forced resignation or departure following (i) a change of control, (ii) a change in remuneration policy under less favorable terms, or (iii) non-application by the Board of Directors of its remuneration policy and occurring within twelve months of the event referred to in (i) to (iii)). In the event of departure during the year, long-term remuneration is due and calculated *pro rata temporis*.

#### Performance Condition:

The Board of Directors may, where appropriate, on the recommendation of the Remuneration and Nomination Committee, decide that the definitive acquisition of the free shares is subject, up to a limit of 25% of the grant, to the satisfaction of performance conditions set by the Board at the time of the grant in line with the Company's objectives.

#### Obligation to hold

The Chief Executive Officer is subject to an obligation to retain 10% of the free shares acquired, the duration of which is equal to the duration of his or her term of office.

### Commitment not to use risk hedging transactions

For each allocation of free shares, the Chief Executive Officer will undertake not to use risk hedging transactions on these shares.

### Anti-dilution

The Chief Executive Officer currently holds 4.6% of the capital on a diluted basis. If, as a result of transactions involving the Company's capital, the Chief Executive Officer's shareholding were to be diluted below the threshold of 4% of the capital (diluted basis), the Board of Directors would make additional allocations of free shares, subject to the same conditions as those set out in the plan for his last annual allocation, so that the Chief Executive Officer's shareholding would be maintained at 4% of the capital (diluted basis).

The Chief Executive Officer is also eligible for the Company's profit-sharing plan.

### **Compensation for loss of service**

It is recalled that the Board of Directors of the Company, at its October 11, 2024 meeting, took note that (i) the separation of the functions of the Chairman and Chief Executive Officer entails the termination of the term of office of the Chairman and Chief Executive Officer and that (ii) this term can no longer be renewed due to the dissociation, it is a "Forced Departure" (in the sense given to this term by the 8<sup>th</sup> decision voted at the meeting of the Board of Directors meeting of May 25, 2023 having granted the severance package, pursuant to the 9<sup>th</sup> resolution of the General Meeting of May 25, 2023), consequently entitling the Chairman and Chief Executive Officer to the payment of 100% of the severance pay granted to him due to the satisfaction of the performance conditions provided.

However, the latter has agreed to waive the immediate receipt of this sum, in the event that he is appointed Chief Executive Officer of the Company following the separation of functions and that the following conditions are met: (i) the adoption by the Board of Directors of a remuneration policy as Chief Executive Officer including a severance pay from his term as Chief Executive Officer similar to his severance pay from his of Chairman and Chief Executive Officer, i.e. in the amount of EUR 961,040, in the event of forced departure, (ii) the approval by the General Meeting of this remuneration policy for his term of office as Chief Executive Officer and, (iii) at the meeting of the Board of Directors following the General Meeting, a decision of the Board of Directors deciding to implement the said remuneration policy for his term of office as Chief Executive Officer, including remuneration conditions satisfactory to the Chief Executive Officer and (iv) a positive individual ex-post vote (at the Annual General Meeting to be held in 2025) validating the resolution on the remuneration of the Chief Executive Officer pursuant to Article L. 22-10-34 of the French Commercial Code.

The Chief Executive Officer will therefore receive the full severance payment in the event of forced departure, notably in the event of removal from office, non-renewal of term of office, forced resignation or departure following (i) a change of control, (ii) a change in his compensation policy on terms less favorable to him, or (iii) non-application by the Board of Directors of its compensation policy and occurring within twelve months of the event referred to in (i) to (iii).

By way of exception, no compensation is due to the director concerned in the event of a change of position at his or her initiative to take up new duties or in the event of retirement.

The purpose of this commitment made by the Company to its Chief Executive Officer is to secure the Company's interests through predefined departure conditions.

The amount of the allowance is 200% of the gross annual reference remuneration (fixed and variable annual target). The annual reference remuneration is exclusively made up of the annual fixed remuneration received during the twelve rolling months preceding December 11, 2024, to which is added the average of the annual variable remuneration due for the 2021, 2022 and 2023 financial years.

It is specified that the Chief Executive Officer is not subject to a non-competition clause in the event of termination of his functions.

**Remuneration for the term of office of director**

The Chief Executive Officer does not receive any remuneration (formerly directors' fees) in respect of his or her functions as a director of the Company.

**Benefits in kind**

In his capacity, the Chief Executive Officer benefits from a social guarantee for business leaders (GSC) and managers, the reimbursement of expenses generated by the rental of company accommodation in Dijon and the provision of a company car.

**Supplementary pension scheme**

The Director General does not benefit from a supplementary pension scheme. He receives end-of-career benefits under the defined benefit pension scheme of the Company, under which the Company's commitment is limited to the payment of contributions. In the 2023 financial year, an increase in the discount factor resulted in a decrease in the pension obligation. For the 2023 financial year, an expense of EUR 31,029 is recorded for Mr. Frédéric Cren. For the 2022 financial year, income of EUR 16,126 is recorded for Mr. Frédéric Cren.

\*\*\*

Below you will find a table summarizing the components of the total remuneration and benefits of all kind mentioned in Articles L. 22-10-8 and R. 22-10-14 of the French Commercial Code.

**Principles of remuneration of the Chief Executive Officer:**

The following elements will be proposed to the next vote of the General Assembly:

<b>Remuneration for the 2024 financial year from the dissociation of functions</b>	<b>Mr. Frédéric CREN Chief Executive Officer</b>
Remuneration for the director's office (ex-directors' fees)	No.
Annual fixed remuneration	EUR 311 106, payable monthly in thirteen equal instalments of a gross amount of EUR 23 931. The thirteenth month will be paid in two instalments, half of which will be paid when the June remuneration is paid and the balance when the December remuneration is paid.

<p><b>Remuneration for the 2024 financial year from the dissociation of functions</b></p>	<p><b>Mr. Frédéric CREN</b>  <b>Chief Executive Officer</b></p>
<p>Annual variable remuneration</p>	<p>65% of the annual fixed remuneration for 2024 (excluding benefits in kind) in the event of 100% of the 2024 Objectives being achieved, i.e. EUR 202,219. It is specified that these objectives are, for the 2024 financial year, those set for the Chairman and Chief Executive Officer at the meeting of the Board of Directors on March 25, 2024, which will apply to the Chief Executive Officer without modification of any kind.</p> <p>Variable remuneration is determined each year based on the achievement of objectives set at the beginning of the financial year by the Board of Directors, in the light of the recommendations made by the Remuneration and Nomination Committee. Performance criteria, which are qualitative in nature, are related to product development, the results of clinical studies, the regulatory approval of certain products, as well as the Company's commercial strategy and financial visibility. The expected numerical target for each of the qualitative criteria was reviewed by the Remuneration and Nomination Committee – on December 19, 2023 and January 19, 2024. The Remuneration and Nomination Committee presented its recommendations to the Board of Directors on March 25, 2024, with a view to the 2024 Annual General Meeting. For reasons of confidentiality, the expected level of results and the criteria set are not made public.</p>
<p>Multi-year variable remuneration</p>	<p>N/A  (see, however, the reference to "profit-sharing plan" in the section "<i>Any other element of remuneration attributable by reason of the mandate</i>", in the section "<i>Long-term remuneration</i>" and in the section "<i>Remuneration, indemnities or benefits due or likely to be due by reason of the termination or change of these functions, or subsequent to them, or defined benefit pension commitments</i>" below)</p>
<p>Long-term remuneration</p>	<p>The Chief Executive Officer receives an annual allocation of free shares. Subject to the adoption of an authorization to be given to the Board of Directors with a view to allocating shares free of charge to members of the salaried staff and/or to certain corporate officers (60<sup>th</sup> resolution of the Shareholders' Meeting of December 11, 2024), the Board of Directors will allocate to the Chief Executive Officer, under the conditions referred to above (see the reference to the 2024 AGAs above), 800,000 free shares.</p> <p>If, as a result of transactions involving the Company's capital, the Chief Executive Officer's shareholding were to be diluted below the threshold of 4% of the capital (diluted basis), the Board of Directors would make additional allocations of free shares, subject to the same conditions as those set out in the plan for his last annual allocation, so that the Chief Executive Officer's</p>

<b>Remuneration for the 2024 financial year from the dissociation of functions</b>	<b>Mr. Frédéric CREN</b> <b>Chief Executive Officer</b>
	shareholding would be maintained at 4% of the capital (diluted basis).
Stock option grants	N/A
Exceptional remuneration	N/A
Remuneration, allowances or benefits due or likely to be due by reason of taking up the post	N/A
Remuneration, allowances or benefits due or likely to be due by reason of or subsequent to the termination or change of such functions or defined benefit pension liabilities	Indemnity paid in the event of forced departure, the amount of which is 200% of the gross annual reference remuneration (fixed and variable annual target) (for more details see the reference to "Indemnities in the event of loss of function" above) (see also GSC in the " <i>Benefits in kind</i> " section below)
Commitments corresponding to indemnities in return for a clause prohibiting the beneficiary, after the termination of his or her duties in the Company, from exercising a competing professional activity that harms the interests of the Company	N/A
Any other remuneration attributable to the mandate	N/A
Benefits in kind	Estimated at EUR 25,034, corresponding to: <ul style="list-style-type: none"> <li>- Social guarantee agreement for heads and directors of companies ("GSC");</li> <li>- Company car;</li> <li>- Staff housing.</li> </ul>
Variable or exceptional remuneration items the payment of which has been subject to the approval of the Ordinary General Meeting, under the conditions provided for in the same Articles L. 22-10-8 or L. 22-10-26, awarded in respect of the past financial year	N/A

## Appendix 2

### *Remuneration policy applicable to the Chairman of the Board of Directors as of the date of separation of functions*

In connection with the up to € 348M equity financing of October 14, 2024 (the “**October 2024 Financing**”), the Board of Directors irrevocably decided, on October 11, 2024, subject to the appointment of Dr Mark Pruzanski as a director of the Company by the Annual General Meeting to be held on December 11, 2024, to separate the functions of Chairman of the Board of Directors and Chief Executive Officer and to appoint Dr Mark Pruzanski as Chairman of the Board of Directors and Frédéric Cren as Chief Executive Officer, with effect from the date of the next meeting of the Board of Directors following the Annual General Meeting of December 11, 2024 (this Board of Directors’ meeting is referred to as the “**Severance Date**”).

The Board of Directors meeting of November 19, 2024 set the present compensation policy, which would apply to Dr Mark Pruzanski in his capacity as Chairman of the Board of Directors from the Severance Date, upon recommendation of the Remuneration Committee and in line with the principles and criteria referred to in paragraph 3.5.1.2 of the 2023 Universal Registration Document.

The items below will be proposed to the Annual General Meeting on December 11, 2024, and complete the compensation policy for the 2024 financial year described in section 3.5.1.2 of the 2023 Universal Registration Document.

The Chairman of the Board of Directors may be granted stock-options and/or free shares, the exercise or definitive acquisition of which would be subject to a presence condition and, where applicable, performance conditions.

Compensation components for fiscal 2024	Dr Mark Pruzanski Chairman of the Board of Directors
Remuneration as director ( <i>ex-attendance fees</i> )	No
Fixed compensation for his mandate as Chairman of the Board of Directors	Annual remuneration of USD 250,000, converted into euros at the European Central Bank rate on November 15, 2024, i.e. 236,228 euros, paid in four installments, in arrears in each calendar quarter.
Allocation of <i>stock options</i>	<p>Grant of 12,898,116 stock options (the “<b>Options</b>”). This amount will be adjusted so that it represents 5% of the Company's capital (fully diluted) (including after completion of the Company's equity financing of up to 348 million euros on October 14, 2024, hereinafter the “<b>Financing</b>”).</p> <p>The options will vest in three tranches of 4,299,372 Options (amount to be adjusted to meet the 5% criterion set out above), over a period of three years from the date of grant of the options, subject to fulfillment of the following conditions:</p> <p>(i) Cumulative conditions for all brackets :</p> <p>a. Presence: on the anniversary date of the granting of the Options (date on which the beneficiary is entitled to acquire one-third of the Options), the beneficiary of the Options must be in office (Chairman of the Board of Directors);</p>

Compensation components for fiscal 2024	Dr Mark Pruzanski Chairman of the Board of Directors
	<p>b. Performance: 25% of each of the three vesting tranches will be subject to a performance condition defined by the Board of Directors at the time of grant.</p> <p>Tranche 1 of the Options will vest at the earliest on the expiry of one year from the date of grant of the Options.</p> <p>(ii) Conditions relating to tranche 2 of the Options only and cumulative with the conditions relating to all tranches:</p> <p>a. Tranche 2 will vest at the earliest two years after the grant date.</p> <p>b. The beneficiary will be able to acquire the Options of tranche 2 upon:</p> <ul style="list-style-type: none"> <li>• closing of tranche 2 of the Financing ;</li> <li>• and pro rata to its actual completion.</li> </ul> <p>(iii) Conditions relating to tranche 3 of the Options only and cumulative with the conditions relating to all tranches:</p> <p>a. Tranche 3 will vest at the earliest three years after the grant date.</p> <p>b. The beneficiary will vest the Options of tranche 3 if :</p> <ul style="list-style-type: none"> <li>• closing of tranche 3 of the Financing occurred;</li> <li>• and pro rata to its actual completion.</li> </ul>
Service agreement with the Company	<p>On August 13, 2024, the Company and Figurati LLC (of which Dr. Mark Pruzanski is executive sole shareholder) entered into a service agreement. Under the terms of this service agreement, Figurati undertakes to assist the Company in a potential merger and acquisition transaction. This service agreement expires on August 12, 2025 at the latest.</p> <p>The Company undertakes to pay Figurati :</p> <ul style="list-style-type: none"> <li>• a flat-rate fee of USD 20,000 per month (capped at USD 100,000) in return for Figurati's assistance to the Company during the due diligence procedure of the potential buyer, payable only if at least one potential buyer commits to the due diligence procedure); and</li> <li>• a commission representing 1.5% of the amounts received by the Company, its subsidiaries or the Company's shareholders and security holders in connection with this merger-acquisition transaction.</li> </ul> <p>As a condition sine qua non, no later than December 10, 2024, Figurati LLC and the Company will terminate the contract between them.</p>
All other remuneration attributable to the mandate	<ul style="list-style-type: none"> <li>• Reimbursement of reasonable and necessary expenses incurred in the performance of the duties of Chairman of the Board of Directors.</li> <li>• The benefit of directors' and officers' liability insurance cover to protect him and, where applicable, indemnify him against claims</li> </ul>



<b>Compensation components for fiscal 2024</b>	<b>Dr Mark Pruzanski</b> Chairman of the Board of Directors
	based on the performance of his duties as a director and Chairman of the Board of Directors of the Company.

### Appendix 3

#### *Remuneration policy applicable to directors*

##### ▪ **Decision-making process followed for its determination, review and implementation**

At the Annual General Meeting of Shareholders on June 20, 2024, the Meeting set the total amount of annual remuneration to be distributed among the members of the Board of Directors at EUR 500,000. This decision is valid until the General Meeting of Shareholders takes another decision. The rules for the distribution of this envelope among the directors are decided, revised and implemented by decision of the Board of Directors on the basis of the recommendations of the Remuneration and Nomination Committee.

##### ▪ **Amount of remuneration for the participation of directors in the work of the Board of Directors and its Committees - Distribution rules**

The remuneration is calculated by taking into account the presence (physical or by means of videoconferencing or telecommunication allowing their identification and guaranteeing their effective participation) of each member as follows:

- (a) For participation in at least four-fifths of the meetings of the Board of Directors held during the financial year: EUR 50,000 per year per member other than the Chairman of the Board of Directors and the Chief Executive Officer, the latter not receiving any remuneration in this respect;
- (b) For a participation of less than four-fifths of the Board of Directors meetings held during the financial year: in proportion to the presence of the director concerned, on the basis of a maximum amount of EUR 50,000 per year and per member corresponding to 100% presence at the Board of Directors meetings during the current financial year;
- (c) For the chairmanship of a committee: a maximum of EUR 13,000 per year per member; and
- (d) For participation as a member of a committee (excluding the chairmanship): a maximum of EUR 7,000 per year per member.

The amounts indicated in (c) and (d) correspond to 100% presence at Board meetings or committees during the current financial year and would, in the event of absence, be reduced in proportion to the actual presence of the director concerned.

Subject to:

- (i) the prior application of the distribution rules referred to in (a) to (d) above, and
- (ii) this does not result in a full distribution of the total amount of the annual remuneration decided by the General Meeting,

all or some of the directors may receive, for their duties as directors, reasonable additional director remuneration, in proportions to be determined by the Board of Directors within the limit of the unallocated balance of the total amount of the annual remuneration. The Board decides by a simple majority.

Any such additional remuneration is intended in particular to compensate the beneficiaries for their particular expertise and/or the additional work they carry out, in the context of their mandate, in carrying out the work of the Board of Directors.

The performance of a specific assignment entrusted to a director as part of his or her term of office may give rise to reasonable compensation, as decided by the Board. Any such additional remuneration is subject to the rules governing related party agreements.

The performance of a specific mission entrusted to a director may give rise to a reasonable remuneration of the director, according to the decision of the Board and is subject to the regime of regulated agreements where applicable.

- **Eligibility for remuneration**

The Chairman of the Board of Directors and the Chief Executive Officer shall not receive remuneration in respect of their terms of office as directors.

- **Duration of office**

Refer to section 3.1.2. – *Composition of the Board of Directors* of the 2023 Universal Registration Document, on the term of office of the directors.

The directors of the Company may be removed from office under the conditions provided for by law.

## **Appendix 4**

### *Remuneration policy applicable to the Deputy Chief Executive Officer*

On the proposal of the Remuneration and Nomination Committee, the Board of Directors adopted on November 19, 2024, the following amended remuneration policy for the Deputy Chief Executive Officer for the 2024 financial year.

The amendments adopted by the Board, on the proposal of the Remuneration and Nomination Committee, are part of the evolution of the Company's shareholder structure. The strong dilution of its shareholding, which can be explained by the dynamic of strengthening the Company's equity capital to finance its development activities, has led the Board of Directors to want to expand the structure of his remuneration policy in order to maintain a high level of incentive for the latter while maintaining a strong convergence of interests between him and the Company's other shareholders.

The common aspects of Inventiva's corporate officers' remuneration policy, as detailed in section 3.5.1.1 of the 2023 Universal Registration Document, are applicable to the Deputy Chief Executive Officer's remuneration policy. All specific aspects of the remuneration policy applicable to the Deputy Chief Executive Officer are detailed below.

\*\*\*

The Deputy Chief Executive Officer's remuneration, detailed below, consists of (i) a fixed remuneration, (ii) an annual variable remuneration, set according to annual performance criteria and which corresponds to a percentage of the fixed remuneration (these criteria are precisely defined by the Board of Directors but are not made public in full for confidentiality reasons), (iii) a multi-year variable remuneration, (iv) an indemnity related to the loss of the functions of the corporate officer and (v) supplemented by other usual benefits in kind (in particular social guarantee for company executives and directors, company car) as well as remuneration for the transfer of intellectual property rights that he or she holds.

The structure of the Deputy Chief Executive Officer's remuneration is decided by the Board, which sets the various elements, on the recommendations of the Remuneration Committee:

#### **Fixed remuneration**

The fixed remuneration reflects the experience and responsibilities of the Deputy Chief Executive Officer. It serves as a basis for determining the maximum percentage of the annual variable remuneration.

Its amount is EUR 249,712, payable monthly in thirteen equal instalments of a gross amount of EUR 19,209. The thirteenth month is paid in two instalments, half of which is paid when the June remuneration is paid and the balance when the December remuneration is paid.

#### **Annual variable remuneration**

Variable remuneration is intended to associate the executive officers with the Company's short-term performance.

The target annual variable remuneration is set at 55% of the Deputy Chief Executive Officer's annual fixed remuneration in the event of 100% of the objectives set for 2024 being achieved, according to the following criteria and weighting rules:

Performance criteria	Mr. Pierre Broqua Deputy Chief Executive Officer	
	Description	Weighting
1. Quantitative	Achievement of a cash target level as of December 31, 2024	10%
2. Qualitative	<u>Development</u> : (i) Finalization of patient recruitment for the NATiV3 study; (ii) Results of the association study between lanifibranor and empagliglozin (LEGEND study) and two other results that confidentiality prevents from disclosing.	60%
	<u>Research</u> : (i) YAP-TEAD and (ii) NR4A1: two objectives set by the Board of Directors on the recommendation of the Remuneration and Nomination Committee; they are not made public for reasons relating to confidentiality and the protection of the Company's interests.	20%
	<u>Organization</u> : Continue to develop the CSR policy, based on ISO 26000 recommendations and market best practices.	10%

It is specified that these objectives are, for the 2024 financial year, those set to the Deputy Chief Executive Officer at the meeting of the Board of Directors on March 25, 2024, which will apply to the Chief Executive Officer without modification of any kind.

Pursuant to Article L. 22-10-34 of the French Commercial Code, the payment of variable remuneration is subject to the approval by the Annual General Meeting called to approve the financial statements for the financial year ended.

In the event of departure during the financial year, the variable remuneration shall be due and calculated *pro rata temporis*.

The Company has also adopted a policy of restitution of variable remuneration in accordance with the Nasdaq Rules (Clawback policy). This policy of restitution has been put in place to comply with Section 10D of the Exchange Act, Rule 10D-1 and Nasdaq Listing Rule 5608. Indeed, Nasdaq has adopted rules governing the restitution of executive incentive remuneration erroneously awarded as a result of an accounting error. These rules came into force on October 2, 2023.

### Long-term remuneration

The Board of Directors, on the recommendation of its Remuneration and Nomination Committee, decides to implement long-term remuneration plans for the benefit of the Deputy Chief Executive Officer, within the framework of the authorizations granted by the Ordinary and Extraordinary General Meeting of Shareholders.

The Company's remuneration policy is part of an overall strategy to retain and motivate its managers and employees, in line with market practices in the pharmaceutical industry. An annual allocation of free shares is granted to the Deputy Chief Executive Officer. The long-term remuneration of the Deputy Chief Executive Officer, assessed on the basis of the opening price of the Company's shares on the date of the grant, which will be paid in respect of the 2024 financial year by December 31, 2024 at the latest, will be 800,000 free shares.

As a reminder:

- in 2021, the Board of Directors allocated 300,000 BSPCEs to the Company's executives. The beneficiaries had to be corporate officers or employees of Inventiva until the date of the Board of Directors' meeting called to approve the Company's financial statements for the fiscal year ending December 31, 2023, i.e. at the Board of Directors meeting on March 25, 2024. Exercise of 50% of the BSPCEs was subject solely to this condition of presence. In addition to this presence condition, the other half of the BSPCEs were subject to the performance conditions detailed on page 152 of the 2023 Universal Registration Document. At its meeting on March 25, 2024, the Board of Directors noted, in view of the satisfaction of the condition of presence and the rates of achievement of the performance conditions, that four hundred and thirty thousand (430,000) BSPCE 2021 had become exercisable to date, two hundred and fifteen thousand (215,000) for the Chairman and Chief Executive Officer and two hundred and fifteen thousand (215,000) for the Deputy Chief Executive Officer..
- in 2023, the Company has awarded long-term remuneration to its executive officers in the form of (i) 300,000 performance shares (AGAs 2023-1) for the Deputy Chief Executive Officer and (ii) 300,000 performance units (PAGUP 2023) for the Chairman and Chief Executive Officer on May 25, 2023, 300,000 performance shares (AGAs 2023-1) replaced by the 300,000 performance units (PAGUP 2023) by decision of the Board of Directors on March 25, 2023 2024, in accordance with what was planned when awarding these performance units and described in the remuneration policy for the 2023 financial year.

In 2024, in order to align the interests of the Company's executive officers with its corporate strategy, the Board of Directors will decide to allocate 800,000 free shares to the Chief Executive Officer (the 2024 AGAs) meeting the following characteristics.

Condition of presence :

The definitive acquisition of the 800,000 2024 AGAs is subject to a condition of assessed presence:

- for 266,667 of them (the "**1st Tranche AGAs**") at the end of a one-year vesting period from the date of grant by the Board of Directors, a one-year holding period being then applicable to the 1st Tranche AGA;
- for 266,667 of them (the "**2nd Tranche AGAs**") at the end of a vesting period of two years from the date of grant by the Board of Directors;
- for 266,666 of them (the "**3rd Tranche AGAs**") at the end of a vesting period of three years from the date of grant by the Board of Directors.

This condition of presence is waived in the event of the beneficiary's death, disability, retirement or forced departure (dismissal, non-renewal, departure following a change of control and occurring within twelve months of the said change of control or forced resignation). In the event of departure during the year, long-term remuneration is due and calculated pro rata temporis.

Performance Condition:

The Board of Directors may, where appropriate, on the recommendation of the Remuneration and Nomination Committee, decide that the definitive acquisition of the free shares is subject, up to a limit of 25% of the grant, to the satisfaction of performance conditions set by the Board at the time of the grant in line with the Company's objectives.

Obligation to hold:

---

The Deputy Chief Executive Officer is subject to an obligation to retain 10% of the free shares acquired, the duration of which is equal to the duration of his or her term of office.

#### Commitment not to use risk hedging transactions

For each allocation of free shares, the Chief Executive Officer will undertake not to use risk hedging operations on these shares.

The Deputy Chief Executive Officer is also eligible for the Company's profit-sharing plan.

#### **Compensation for loss of service**

The Deputy Chief Executive Officer is entitled to a severance payment in the event of forced departure, in particular in the event of dismissal, non-renewal of the term of office or departure following a change of control.

By way of exception, no compensation is due to the director concerned in the event of forced departure resulting from serious or gross misconduct, a change of position at his or her initiative to take up a new position or in the event of retirement.

The purpose of this commitment made by the Company to its Deputy Chief Executive Officer is to secure the Company's interests through predefined departure conditions.

In accordance with recommendation no. 19 of the Middlednext Code, the maximum amount of the indemnity is capped at 200% of the gross annual reference remuneration (fixed and variable annual target). The annual reference remuneration is exclusively made up of the annual fixed remuneration received during the twelve rolling months preceding the notice date, to which is added the average of the annual variable remuneration due for the last three financial years closed before the date of departure or the start of the notice period, as the case may be.

The basis of the allowance will be assigned a coefficient (between 0 and 100%) according to the performance of the person concerned, measured by reference to the rate of achievement of the performance criteria relating to the annual variable part of his or her remuneration during the last two years of his or her mandate. It will be up to the Board of Directors to determine whether these performance criteria have been met.

It is specified that the Deputy Chief Executive Officer is not subject to a non-competition clause in the event of termination of his functions.

#### **Remuneration for the term of office of director**

The Deputy Chief Executive Officer does not receive any remuneration (ex-directors' fees) in respect of his functions as a director of the Company.

#### **Benefits in kind**

In his capacity, the Deputy Chief Executive Officer benefits from a social guarantee for corporate officers and the provision of a company car.

#### **Supplementary pension scheme**

The Deputy Chief Executive Officer does not benefit from a supplementary pension scheme. He receives end-of-career benefits under the defined benefit pension scheme of the Company, under which the Company's commitment is limited to the payment of contributions. In the 2023 financial year, an increase in the discount

factor resulted in a decrease in the pension obligation. For the 2023 financial year, an expense of EUR 22,106 is recorded. For the 2022 financial year, income of EUR 1218 is recorded for Mr. Frederic Broqua.

Below you will find a table summarizing the components of the total remuneration and benefits of all kind mentioned in Articles L. 22-10-8 and R. 22-10-14 of the French Commercial Code.

**Principles of remuneration of the Deputy Chief Executive Officer**

The following elements will be proposed to the general meeting on December 11, 2024:

Remuneration items for the 2024 financial year	Mr. Pierre BROQUA Deputy Chief Executive Officer
Remuneration for the director's office (ex-directors' fees)	None.
Annual fixed remuneration	EUR 249 712, payable monthly in thirteen equal instalments of a gross amount of EUR 19 209.  The thirteenth month will be paid in two instalments, half of the payment of the June remuneration and the balance when the December remuneration is paid
Annual variable remuneration	55% of the annual fixed remuneration for 2024 (excluding benefits in kind) in the event of 100% of the 2024 Objectives being achieved, i.e. EUR 137,342. It is specified that these objectives are, for the 2024 financial year, those set to the Deputy Chief Executive Officer at the meeting of the Board of Directors on March 25, 2024, which apply without modification of any kind.  Variable remuneration is determined each year based on the achievement of objectives set at the beginning of the financial year by the Board of Directors, in the light of the recommendations made by the Remuneration and Nomination Committee. Performance criteria, which are qualitative in nature, are related to product development, the results of clinical studies, the regulatory approval of certain products, as well as the Company's commercial strategy and financial visibility. The expected numerical target for each of the qualitative criteria was reviewed by the Remuneration and Nomination Committee on December 19, 2023, January 19, 2024 and March 22, 2024. The Remuneration and Nomination Committee presented its recommendations to the Board of Directors on March 25, 2024, with a view to the Annual General Meeting on June 20, 2024. For reasons of confidentiality, the expected level of results and the criteria set are not made public.
Multi-year variable remuneration	N/A  (see, however, the reference to "profit-sharing plan" in the section " <i>Any other element of remuneration attributable by reason of the mandate</i> ", in the section " <i>Long-term remuneration</i> " and in the section " <i>Remuneration, indemnities or benefits due or likely to be due by reason of the termination or change of these</i>



Remuneration items for the 2024 financial year	Mr. Pierre BROQUA Deputy Chief Executive Officer
	<i>functions, or subsequent to them, or defined benefit pension commitments" below)</i>
Long-term remuneration	An annual allocation of free shares is granted to the Deputy Chief Executive Officer. Subject to the adoption of an authorization to be given to the Board of Directors to allocate shares free of charge to members of the salaried staff and/or to certain corporate officers (60th resolution of the Shareholders' Meeting of December 11, 2024), the Board of Directors will allocate to the Deputy Chief Executive Officer, under the conditions referred to above (see the reference to the 2024 AGMs above), 800,000 free shares.
Stock option grants	N/A
Exceptional remuneration	N/A
Remuneration, allowances or benefits due or likely to be due by reason of taking up the post	N/A
Remuneration, allowances or benefits due or likely to be due by reason of or subsequent to the termination or change of such functions or defined benefit pension liabilities	Indemnity that may be paid in certain cases of forced departure, the amount of which is capped at 200% of the gross annual reference remuneration (fixed and variable annual target) and the basis of which is assigned a coefficient (between 0 and 100%) depending on the performance of the person concerned, measured by reference to the rate of achievement of the performance criteria relating to the annual variable part of his remuneration during the last two financial years of the year. its mandate. (for more details see the reference to "Indemnities in the event of loss of function" in the "Remuneration policy for executive officers" section above)  (see also GSC in the " <i>Benefits in kind</i> " section below)
Commitments corresponding to indemnities in return for a clause prohibiting the beneficiary, after the termination of his or her duties in the Company, from exercising a competing professional activity that harms the interests of the Company	N/A
Any other remuneration attributable to the mandate	N/A
Benefits in kind	Estimated at EUR 17,653, corresponding to: <ul style="list-style-type: none"> <li>- Social guarantee agreement for heads and directors of companies ("<b>GSC</b>");</li> <li>- Company car.</li> </ul>
Variable or exceptional remuneration items the payment of which has been subject to the approval of the Ordinary	N/A

<b>Remuneration items for the 2024 financial year</b>	<b>Mr. Pierre BROQUA</b> <b>Deputy Chief Executive Officer</b>
General Meeting, under the conditions provided for in the same Articles L. 22-10-8 or L. 22-10-26, awarded in respect of the past financial year	
Remuneration for the transfer of rights to R&D work	The Deputy Chief Executive Officer may receive remuneration for the transfer and communication to the Company of his know-how and the results of his research work, in relation to certain patents of which he is the inventor or co-inventor, it being specified that in any event the procedure for regulated agreements under Articles L. 225-38 et seq. of the French Commercial Code will be applied.

**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 870 776,95 €  
537 530 255 R.C.S DIJON

**ASSEMBLÉE GÉNÉRALE MIXTE**  
**Mercredi 11 Décembre 2024 à 9h00**

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

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
Cf. au verso (2) - See reverse (2)

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

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

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.....

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3)

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

**JE DONNE POUVOIR À** : Cf. au verso (4) pour me représenter à l'Assemblée  
**I HEREBY APPOINT**: See reverse (4) to represent me at the above mentioned Meeting  
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION** : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION**: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

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

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

sur 1<sup>ère</sup> convocation / on 1st notification sur 2<sup>ème</sup> convocation / on 2nd notification  
 06 décembre 2024 / December 06, 2024

à la banque / to the bank

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.</b>  <b>QUELLE QUE SOIT L'OPTION CHOISIE :</b>                  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).                  Pour les personnes morales, le signataire doit renseigner ses nom, prénom et qualité.                  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.                  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).                  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).                  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>  <b>La version française de ce document fait foi.</b></p>	<p><b>(3) POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE</b>  <b>Article L. 225-106 du Code de Commerce (extrait) :</b>                  "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 :                  1° Contrôlé, au sens de l'article L. 233-3, la société dont l'assemblée est appelée à se réunir ;                  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 ;                  3° Est employé par cette société ou par une personne qui la contrôle au sens de l'article L. 233-3 ;                  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>  <b>Article L. 225-107 du Code de Commerce (extrait) :</b>                  "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.                  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. <b>Les formulaires ne donnant aucun sens de vote ou exprimant une abstention ne sont pas considérés comme des votes exprimés</b>".                  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).                  Si vous votez par correspondance : vous devez obligatoirement noircir la case "Je vote par correspondance" au recto.                  1 - Il vous est demandé pour chaque résolution en noircissant individuellement les cases correspondantes :                  - soit de voter "Oui" (vote exprimé par défaut pour les projets de résolutions présentés ou agréés, en l'absence d'un autre choix);                  - soit de voter "Non";                  - soit de voter "Abstenu" en noircissant individuellement les cases correspondantes.                  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 (PERSONNE PHYSIQUE OU MORALE)</b>  <b>Article L. 225-106 du Code de Commerce (extrait) :</b>                  "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.                  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.                  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.                  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 plusieurs 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.                  Les clauses contraires aux dispositions des alinéas précédents sont réputées non écrites."  <b>Article L. 22-10-39 du Code de Commerce :</b>                  "Outre les personnes mentionnées au I de l'article L. 225-106, un actionnaire peut se faire représenter par toute autre personne physique ou morale de son choix lorsque les actions de la société sont admises aux négociations sur un marché réglementé ou sur un système multilatéral de négociation soumis aux dispositions du II de l'article L. 433-3 du code de commerce et financier dans les conditions prévues par le règlement général de l'Autorité des marchés financiers, figurant sur une liste établie par l'autorité dans des conditions fixées par son règlement général, à condition dans cette seconde hypothèse, que les statuts le permettent.                  Les clauses contraires aux dispositions du précédent alinéa sont réputées non écrites."  <b>Article L. 22-10-40 du Code de Commerce :</b>                  "Lorsque, dans le cas prévu au premier alinéa du I de l'article L. 22-10-39, l'actionnaire se fait représenter par une personne autre que son conjoint ou le partenaire avec lequel il a conclu un pacte civil de solidarité, il est formé un conseil mandataire de tout fait lui permettant de mesurer le risque que ce dernier poursuive un intérêt autre que le sien."</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°.                  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.                  La caducité du mandat est notifiée sans délai par le mandataire à la société.                  Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."  <b>Article L. 22-10-41 du Code de commerce :</b>                  "Toute personne qui procède à une sollicitation active de mandats, en proposant directement ou indirectement à un ou plusieurs actionnaires, sous quelque forme et par quelque moyen que ce soit, de recevoir procuration pour les représenter à l'assemblée d'une société mentionnée au premier alinéa de l'article L. 22-10-39, rend publique sa politique de vote.                  Elle peut également rendre publiques ses intentions de vote sur les projets de résolution présentés à l'assemblée. Elle exerce alors, pour toute procuration reçue sans instructions de vote, un vote conforme aux intentions de vote ainsi rendues publiques. Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."  <b>Article L. 22-10-42 du Code de commerce :</b>                  "Le tribunal de commerce dans le ressort duquel la société a son siège social peut, à la demande du mandant et pour une durée qui ne saurait excéder trois ans, priver le mandataire du droit de participer en cette qualité à toute assemblée de la société concernée en cas de non-respect de l'obligation d'information prévue aux troisième à septième alinéas de l'article L. 22-10-40 ou des dispositions de l'article L. 22-10-41. Le tribunal peut décider la publication de cette décision aux frais du mandataire. Le tribunal peut prononcer les mêmes sanctions à l'égard du mandataire sur demande de la société en cas de non-respect des dispositions de l'article L. 22-10-41."</p>
<p style="text-align: center;">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</b>  <b>WHICHEVER OPTION IS USED:</b>                  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).                  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.                  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.                  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).                  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).                  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>  <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>  <b>Article L. 225-106 du Code de Commerce (extrait) :</b>                  "In case of any power of representation given to the 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, in the case mentioned above, 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:                  1° Controls, within the meaning of article L. 233-3, the company whose general meeting has to meet;                  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;                  3° Is employed by the company or a person which controls it within the meaning of article L. 233-3;                  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>  <b>Article L. 225-107 du Code de Commerce (extrait) :</b>                  "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.                  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. <b>The forms giving no voting direction or indicating abstention shall not be considered as votes cast.</b>"                  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).                  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".                  1 - In such event, please comply for each resolution the following instructions by shading boxes of your choice:                  - either vote "Yes" (in absence of choice, vote expressed by default for the approved draft resolutions),                  - or vote "No",                  - or vote "Abstention" by shading boxes of your choice.                  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>  <b>Article L. 225-106 du Code de Commerce (extrait) :</b>                  "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.                  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 defines the implementation of the present paragraph.                  III - Before every general meeting, the chairman of the board of directors or the management board, as the case may be, may organize 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.                  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, to the management board, to 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.                  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.                  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.                  The termination of the proxy is notified without delay by the proxy to the company.                  The conditions of application of this article are determined by a Conseil d'Etat decree."  <b>Article L. 22-10-41 du Code de commerce :</b>                  "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.                  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."  <b>Article L. 22-10-42 du Code de commerce :</b>                  "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.                  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 style="text-align: center;">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>		

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*



50, rue de Dijon  
21121 Daix

Société anonyme au capital de 870 776,95 €  
537 530 255 R.C.S DIJON

**ASSEMBLÉE GÉNÉRALE  
MIXTE**  
Mercredi 11 Décembre 2024 à 9h00

Hôtel Oceania Le Jura  
14 avenue Foch, 21000 Dijon

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

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif Registered

Porteur Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

Je vote <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.										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.	
51	52	53	54	55	56	57	58	59	60	L	M
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"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
61	62	63	64	65	66	67	68	69	70	N	O
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"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
71	72	73	74	75	76	77	78	79	80	P	Q
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"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
81	82	83	84	85	86	87	88	89	90	R	S
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"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
91	92	93	94	95	96	97	98	99	100	T	U
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"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>

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

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

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

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

sur 1<sup>ère</sup> convocation / on 1st notification      sur 2<sup>ème</sup> convocation / on 2nd notification

à la banque / to the bank      06 décembre 2024 / December 06, 2024  
 à la société / to the company

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.</b>  <b>QUELLE QUE SOIT L'OPTION CHOISIE :</b>          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).          Pour les personnes morales, le signataire doit renseigner ses nom, prénom et qualité.          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.          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).          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).          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>  <b>La version française de ce document fait foi.</b></p>	<p><b>(3) POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE</b>  <u>Article L. 225-106 du Code de Commerce (extrait) :</u>          "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 :          1° Contrôlé, au sens de l'article L. 233-3, la société dont l'assemblée est appelée à se réunir ;          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 ;          3° Est employé par cette société ou par une personne qui la contrôle au sens de l'article L. 233-3 ;          4° Est contrôlé ou exerce l'une des fonctions mentionnées au 2° ou au 3° dans une personne ou une entité contrôlée par une personne qui contrôle la société, au sens de l'article L. 233-3.</p>
<p><b>(2) VOTE PAR CORRESPONDANCE</b>  <u>Article L. 225-107 du Code de Commerce (extrait) :</u>          "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.          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. <b>Les formulaires ne donnant aucun sens de vote ou exprimant une abstention ne sont pas considérés comme des votes exprimés</b>".          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).          Si vous votez par correspondance : vous devez obligatoirement noircir la case "Je vote par correspondance" au recto.          1 - Il vous est demandé pour chaque résolution en noircissant individuellement les cases correspondantes :          - soit de voter "Oui" (vote exprimé par défaut pour les projets de résolutions présentés ou agréés, en l'absence d'un autre choix);          - soit de voter "Non";          - soit de voter "Abstenu" en noircissant individuellement les cases correspondantes.          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 (PERSONNE PHYSIQUE OU MORALE)</b>  <u>Article L. 225-106 du Code de Commerce (extrait) :</u>          "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.          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.          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.          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 plusieurs 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.          Les clauses contraires aux dispositions des alinéas précédents sont réputées non écrites."  <u>Article L. 22-10-39 du Code de Commerce :</u>          "Outre les personnes mentionnées au I de l'article L. 225-106, un actionnaire peut se faire représenter par toute autre personne physique ou morale de son choix lorsque les actions de la société sont admises aux négociations sur un marché réglementé ou sur un système multilatéral de négociation soumis aux dispositions du II de l'article L. 433-3 du code de commerce et financier dans les conditions prévues par le règlement général de l'Autorité des marchés financiers, figurant sur une liste établie par l'autorité dans des conditions fixées par son règlement général, à condition dans cette seconde hypothèse, que les statuts le permettent.          Les clauses contraires aux dispositions du précédent alinéa sont réputées non écrites."  <u>Article L. 22-10-40 du Code de Commerce :</u>          "Lorsque, dans le cas prévu au premier alinéa du I de l'article L. 22-10-39, l'actionnaire se fait représenter par une personne autre que son conjoint ou le partenaire avec lequel il a conclu un pacte civil de solidarité, il est formé par son mandataire de tout fait lui permettant de mesurer le risque que ce dernier poursuive un intérêt autre que le sien."</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°.          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.          La caducité du mandat est notifiée sans délai par le mandataire à la société.          Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."  <u>Article L. 22-10-41 du Code de commerce :</u>          "Toute personne qui procède à une sollicitation active de mandats, en proposant directement ou indirectement à un ou plusieurs actionnaires, sous quelque forme et par quelque moyen que ce soit, de recevoir procuration pour les représenter à l'assemblée d'une société mentionnée au premier alinéa de l'article L. 22-10-39, rend publique sa politique de vote.          Elle peut également rendre publiques ses intentions de vote sur les projets de résolution présentés à l'assemblée. Elle exerce alors, pour toute procuration reçue sans instructions de vote, un vote conforme aux intentions de vote ainsi rendues publiques. Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."  <u>Article L. 22-10-42 du Code de commerce :</u>          "Le tribunal de commerce dans le ressort duquel la société a son siège social peut, à la demande du mandant et pour une durée qui ne saurait excéder trois ans, priver le mandataire du droit de participer en cette qualité à toute assemblée de la société concernée en cas de non-respect de l'obligation d'information prévue aux troisième à septième alinéas de l'article L. 22-10-40 ou des dispositions de l'article L. 22-10-41. Le tribunal peut décider la publication de cette décision aux frais du mandataire. Le tribunal peut prononcer les mêmes sanctions à l'égard du mandataire sur demande de la société en cas de non-respect des dispositions de l'article L. 22-10-41."</p>
<p style="text-align: center;">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 WHICH EVER OPTION IS USED:</b>          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).          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.          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.          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).          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).          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>  <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 (extrait) :</u>          "In case of any power of representation given to the 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, in the case mentioned above, 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:          1° Controls, within the meaning of article L. 233-3, the company whose general meeting has to meet;          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;          3° Is employed by the company or a person which controls it within the meaning of article L. 233-3;          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 (extrait) :</u>          "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.          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. <b>The forms giving no voting direction or indicating abstention shall not be considered as votes cast.</b>"          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).          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".          1 - In such event, please comply for each resolution the following instructions by shading boxes of your choice:          - either vote "Yes" (in absence of choice, vote expressed by default for the approved draft resolutions),          - or vote "No",          - or vote "Abstention" by shading boxes of your choice.          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 FOR A MENTIONED PERSON (INDIVIDUAL OR LEGAL ENTITY)</b>  <u>Article L. 225-106 du Code de Commerce (extrait) :</u>          "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.          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.          III - Before every general meeting, the chairman of the board of directors or the management board, as the case may be, may organize 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.          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, to 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.          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.          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.          The termination of the proxy is notified without delay by the proxy to the company.          The conditions of application of this article are determined by a Conseil d'Etat decree."  <u>Article L. 22-10-41 du Code de commerce :</u>          "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.          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."  <u>Article L. 22-10-42 du Code de commerce :</u>          "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.          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 style="text-align: center;">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 DECEMBER 11, 2024**

---

### **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, December 9, 2024 (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, December 9, 2024;
- 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 Tuesday, June 18, 2024.

### **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 Commercial Code, 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 to the *Services des Assemblées* (SGSS/SBO/CIS/ISS/GMS) of Société Générale, CS 30812, 44308 Nantes Cedex; or
  - o by logging in on the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using their usual access codes or their login email (if they have already activated their Sharinbox by SG Markets account), together with the password they already have. The password to connect to the site was sent to them by post when they first contacted Société Générale Securities Services. It can be re-sent by clicking on "Obtain your codes" on the home page of the website. Once connected, they should follow the procedure described on the screen to access the VOTACCESS platform and request

their admission card; the registered shareholder who would not have received his/her admission card may spontaneously attend the General Meeting with an identification document.

- For holders of bearer shares:
  - o 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, December 9, 2024, 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
  - o 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 CHOOSING	YOU VOTE REMOTELY
<p>Check the second box of the form;</p> <ul style="list-style-type: none"> <li>- date and sign at the bottom of the form.</li> </ul> <p>Send your request by postal mail directly to the <i>Services des Assemblées</i> of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3, <b>at the latest three days before the meeting, that is December 8, 2024.</b></p> <p>Your votes will be added to those of the President.</p> <p style="text-align: center;">✓ <b>You have voted.</b></p>	<p>Check the third box of the form;</p> <ul style="list-style-type: none"> <li>- specify the identity and complete contact information of the person who will represent you;</li> <li>- specify your last name, first name and address or check them if they are prefilled;</li> <li>- date and sign at the bottom of the form.</li> </ul> <p>Send your request by postal mail directly to the <i>Services des Assemblées</i> of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3, <b>at the latest three days before the meeting, that is December 8, 2024.</b></p> <p style="text-align: center;">✓ <b>You gave proxy.</b></p>	<p>Check the first box of the form;</p> <ul style="list-style-type: none"> <li>- specify your vote;</li> <li>- date and sign at the bottom of the form.</li> </ul> <p>You want to vote "in favor" of each resolution: do not blacken any box. You want to vote "against" a resolution or to "abstain": blacken the box "no" or "abs" that corresponds to the number of the resolution concerned.</p> <p>Send your request by postal mail directly to the <i>Services des Assemblées</i> of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3, <b>at the latest three days before the meeting, that is Friday, December 8, 2024.</b></p> <p style="text-align: center;">✓ <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 Commercial Code): 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 December 8, 2024).

2.3 How to fill your voting form

**HOW TO FILL OUT THE FORM?**

**TO VOTE BY POST**  
Blacken this box

If you do not wish to vote "YES" on the resolutions presented, blacken one of the two boxes (No or Abstention) for the resolutions concerned

Warning:

- if you do not blacken a box, the meaning of your vote will be counted as "Yes";
- any abstention expressed will not be considered as a vote.

		1	2	3	4	5	6	7	8	9	10	A		B	
Non	Yes	<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"/>
Abst.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non	No	<input type="checkbox"/>	<input type="checkbox"/>
												Abst.		<input type="checkbox"/>	<input type="checkbox"/>
Non	Yes	<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"/>
Abst.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non	No	<input type="checkbox"/>	<input type="checkbox"/>
												Abst.		<input type="checkbox"/>	<input type="checkbox"/>
Non	Yes	<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"/>
Abst.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non	No	<input type="checkbox"/>	<input type="checkbox"/>
												Abst.		<input type="checkbox"/>	<input type="checkbox"/>
Non	Yes	<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"/>
Abst.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non	No	<input type="checkbox"/>	<input type="checkbox"/>
												Abst.		<input type="checkbox"/>	<input type="checkbox"/>
Non	Yes	<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"/>
Abst.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non	No	<input type="checkbox"/>	<input type="checkbox"/>
												Abst.		<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON (oui) si je salue ou autre chose en fonction de cas correspondants  
 In case amendments or new resolutions are presented during the meeting, I vote NO (yes) if I salute or other choice by checking the corresponding box  
 Je salue le Président de l'Assemblée Générale de voter en son nom. I appoint the Chairman of the general meeting to vote on my behalf.  
 Je salue le Président de l'Assemblée Générale. I salute the Chairman of the general meeting.  
 I appoint the Chairman of the general meeting to vote on my behalf.  
 I salute the Chairman of the general meeting.

**TO GIVE PROXY TO THE CHAIRMAN OF THE MEETING**  
Blacken this box.

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING

**JE DONNE POUVOIR A :** Cf. au verso (E)  
**HEREBY APPOINT :** Cf. au verso (E)

**ATTENTION:** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

**NAME, ADDRESS OF THE SHAREHOLDER (Change regarding this information here if it is notified to relevant institution, no change can be made using the proxy form. See reverse (E)).**

**CHECK (OR, IF NECESSARY, WRITE)**

**DATE AND SIGNATURE**

**WHATEVER YOUR CHOICE IS, PLEASE DATE AND SIGN HERE**

Do not forget to blacken the box of your choice in case amendments or new resolutions are presented.

3. VOTING OR GIVING PROXY AT THE GENERAL MEETING VIA INTERNET

Inventiva provides its shareholders with the website *Votaccess* dedicated to Internet voting prior to the General Meeting. This site allows each shareholder to cast his or her vote by telecommunication means, prior to the General Meeting, under the conditions defined below. The secured platform *Votaccess*, allowing to vote on the resolutions

or to give proxy by Internet, will open as of Friday, November 22, 2024 at 9 a.m., Paris time, until Tuesday, December 10, 2024, at 3 p.m, Paris time.

Shareholder may also name or revoke a proxy by Internet, under the conditions set out below, prior to the General Meeting, on the *Votaccess* website or by e-mail at the following address : [agiva1122024@inventivapharma.com](mailto:agiva1122024@inventivapharma.com).

### **3.1 You hold registered Inventiva shares**

Login the *Votaccess* website via the website for the management of your registered shares ([www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com)), with your access code and password:

- **Access code:** it appears at the top of your statements;
- **Password:** it has been sent to you by mail when you first reached out to Société Général Securities Services. If you have lost or forgotten your password, go to the home page of the site and click on "Get your codes". You will then have to click on the name of the General Meeting under the heading "Current Operations" of the home page. You will then need to select the transaction, follow the instructions for the purpose of voting or giving a proxy. Click on "Vote" to access the voting site.

The possibility to vote via Internet before the General Meeting will end the day before the meeting, that is Tuesday, December 10, 2024 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 [agiva1122024@inventivapharma.com](mailto:agiva1122024@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 to be validly taken into account, they must reach the Company no later than December 8, 2024, as regards notification made by electronic means.

For any request, SGSS is available to shareholders from 9:30 a.m. to 6:00 p.m. on the following telephone number: + 33 (0)2 51 85 67 89.

### **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 Commercial Code according to the following procedures: by sending an email to [agiva1122024@inventivapharma.com](mailto:agiva1122024@inventivapharma.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 December 8, 2024, as regards notification made by electronic means.

INVENTIVA  
GENERAL MEETING OF DECEMBER 11, 2024  
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 December 11, 2024, 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 \_\_\_ / \_\_\_ / 2024

**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.