

ADOCIA

French Société anonyme with a share capital of € 806 036,20
Headquarters: 115 avenue Lacassagne - 69003 Lyon
487 647 737 R.C.S. Lyon

**ANNUAL COMBINED SHAREHOLDERS MEETING
ON JUNE 28, 2022**

Annual Shareholders' Meeting Agenda:

Reading of the auditors' reports on the annual and consolidated financial statements including corporate governance for the fiscal year closed December 31, 2021 and the agreements specified in Article L. 225-38 of the French Commercial Code,

Reading of the management report of the Board of Directors, to which is attached the Chairman's report on the corporate governance - presentation by the Board of the annual and consolidated financial statements for the fiscal year closed December 31, 2021,

- First resolution: approval of the annual financial statements for the fiscal year closed December 31, 2021,
- Second resolution: approval of the consolidated financial statements for the fiscal year closed December 31, 2021,
- Third resolution: allocation of income for the fiscal year closed December 31, 2021
- Fourth resolution: review of the agreements specified in Articles L. 225-38 and seq. of the French Commercial Code,
- Fifth resolution: approval of the amendment to the 2021 compensation policy for corporate officers (excluding executive directors) approved by the Shareholders' Meeting of May 28, 2021,
- Sixth resolution: vote on the information relating to the 2021 compensation of corporate officers (excluding executive corporate officers) mentioned in Article L. 22-10-9 of the French Commercial Code
- Seventh resolution: approval of the components of the compensation for the fiscal year closed December 31, 2021 due or awarded to Mr. Gérard Soula, as Chief Executive Officer
- Eighth resolution: approval of the components of the compensation for the fiscal year closed December 31, 2021 due or awarded to Mr. Olivier Soula, Deputy General Manager
- Ninth resolution: approval of the compensation policy for the corporate officers awarded for the 2022 fiscal year
- Tenth resolution: approval of the compensation policy that may be awarded to the Chief Executive Officer, for the 2022 fiscal year
- Eleventh resolution: approval of the compensation policy that may be awarded to the Deputy General Manager, for the 2022 fiscal year.
- Twelfth resolution: Renewal of the term of office of Mr. Olivier Soula
- Thirteenth resolution: Renewal of the term of office of Mrs. Ekaterina Smirnyagina,
- Fourteenth resolution: authorization to be given to the Board of Directors for the Company to purchase its own shares,

Extraordinary Shareholders' Meeting Agenda:

- Fifteenth resolution: consultation of shareholders, pursuant to Article L. 225-248 of the French Commercial Code, on the possible early dissolution of the Company following the recognition of accounting losses that reduce shareholders' equity to less than half the share capital,
- Sixteenth resolution: authorization to be granted to the Board of Directors to reduce stated capital by cancelling shares pursuant to the authorization for the Company to purchase its own shares,

- Seventeenth resolution: Delegation of authority to the Board of Directors to increase the share capital immediately or in the future by issuing ordinary shares and/or securities, with preferential subscription rights for shareholders,
- Eighteenth resolution: delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/or equity securities giving access to capital, without a preemptive subscription right for shareholders, in favor of a category of persons satisfying specified characteristics (investors active in the sector of biotechnologies) or health-strategic or financial partners
- Nineteenth resolution: delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/or equity securities giving access to capital, without a preemptive subscription right for shareholders, in favor of a category of persons satisfying specified characteristics (health-strategic or financial partners)
- Twentieth resolution: delegation of authority granted to the Board of Directors to increase capital by issuing common shares with or without a preemptive subscription right for shareholders as decided in the above-mentioned resolutions
- authorization to be granted to the Board to determine the issue price for up to 10% of stated capital, if shares or any equity securities are issued without a preemptive subscription right for shareholders, as set in the seventeenth and eighteenth resolutions,
- Twenty-first: aggregate limits on the issues completed pursuant to the delegations mentioned above
- Twenty-second resolution: delegation of authority to be granted to the Board of Directors to increase capital by issuing common shares and/or equity securities, without a preemptive subscription right for shareholders, in favor of a certain category of persons ensuring the underwriting of Company's equity securities within a specific equity or bond financing program,
- Twenty-third resolution: delegation of authority granted to the Board of Directors to issue and attribute warrants for shares, without a preemptive subscription right for shareholders, to the profit of (i) board members and advisors at the grant date of the warrants (ii) persons bond by a contract or by a consulting agreement to the Company or to any of its subsidiaries, (iii) members of a committee created or to be created by the board
- Twenty-fourth resolution: Authorization to be given to the Board of Directors to proceed with the free allocation of existing shares or shares to be issued, in accordance with the provisions of Articles L. 225-197-1 and seq. of the French Commercial Code, entailing the waiver by shareholders of their preferential subscription rights,
- Twenty-fifth resolution: aggregate limits on the amount of issues completed pursuant to the delegations mentioned above (twenty-third and twenty-fourth resolution)
- Twenty-sixth resolution: delegation to be granted to the Board to increase stated capital by issuing shares without a preemptive subscription right for shareholders in favor of the employees who participate in a corporate savings plan.
- Twenty-seventh resolution: delegation to be granted to the Board to increase the maximum nominal amount of shares that may be issued upon conversion of the bonds convertible into shares known as "OC1023" issued by the Company on October 26, 202.

RESOLUTIONS

RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY ANNUAL SHAREHOLDERS' MEETING

First resolution

Approval of the annual financial statements for the fiscal year closed December 31, 2021

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

having deliberated and reviewed the management report including the report on the Corporate governance of the Board of Directors and the Statutory Auditors' report,

approve the annual financial statements for the fiscal year closed December 31, 2021, as they have been presented thereto, as well as the transactions evidenced in said financial statements and summarized in said reports,

note that no extraordinary and non-deductible expenses specified in Article 39-4 of said French Tax Code are recorded and approved it.

Second resolution

Approval of the consolidated financial statements for the fiscal year closed December 31, 2021

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Directors and the Statutory Auditors' report, **approve** the consolidated financial statements for the fiscal year closed December 31, 2021, as they have been presented thereto, as well as the transactions evidenced in said financial statements and summarized in said reports,

Third resolution

Allocation of income for the fiscal year closed December 31, 2021

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Directors, noting that the loss for the fiscal year closed December 31, 2021 totaled € 21,382,669.19, **decide** to allocate said loss to the accounting items entitled "retained earnings".

Pursuant to the French General Tax Code, the General Shareholders' Meeting acknowledges that no dividend was distributed over the last three fiscal years.

Fourth resolution

Approval of the related-party transactions specified in Articles L. 225-38 and seq. of the French Commercial Code

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, and in Article L.225-38 of the French Commercial Code,

having deliberated and reviewed the special Statutory Auditors' report on the related-party transactions referred to in Articles L. 225-38 et seq. of the French Commercial Code,

note that no agreement specified in the articles mentioned above was concluded during the fiscal year just ended.

Fifth resolution

Approval of the amendment to the 2021 remuneration policy for corporate officers (excluding executive directors) approved by the Shareholders' Meeting of May 28, 2021

The shareholders, voting under the quorum and majority conditions required for ordinary general meetings

having considered the report of the Board of Directors and the amendment to the remuneration policy for corporate officers (excluding executive directors) approved by the General Meeting of Shareholders of May 28, 2021, decided by the Board of Directors at its meeting of December 16, 2021

approve the modification of the 2021 remuneration policy for corporate officers (excluding executive directors) decided by the Board of Directors at its meeting of December 16, 2021, under the terms set out in the report of the Board of Directors, and **notes** that the payment of the additional sums in respect of the modification of the remuneration policy is conditional on the adoption of this resolution by the General Meeting.

Sixth resolution

Vote on the information relating to the 2021 compensation of corporate officers (excluding executive corporate officers) mentioned in Article L. 22-10-9 of the French Commercial Code

The shareholders, ruling under the quorum and majority conditions required for ordinary general meetings, after having read the report of the board of directors,

approve, in application of Article L. 22-10-34 of the French Commercial Code, the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning corporate officers (excluding executive corporate officers), such that they appear in the Universal Registration Document (URD) 2021, chapter 3 “corporate governance - corporate governance report”, section 3.2.4.

Seventh resolution

Approval of the components of total compensation and benefits granted to the Chief Executive Officer, Mr. Soula Gérard for the fiscal year 2021.

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders’ meetings,

having deliberated and reviewed the management report of the Board of Directors,

pursuant to paragraph II of the Article L. 22-10-34 of the French Commercial Code,

approve the fixed, variable and extraordinary awarded or to be awarded for the 2021 fiscal year to the Chairman and Chief Executive Officer, as determined by the Board of directors in accordance with the principles and criteria approved by the shareholders at the Company Shareholders’ meeting of 20 May 2021 in the ninth resolution and detailed in the 2021 Universal Registration Document (URD), chapter 3 “Corporate Governance”, section 3.2.

Eighth resolution

Approval of the components of total compensation and benefits granted to the Deputy General Manager, Mr. Olivier Soula for the fiscal year 2021

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders’ meetings,

having deliberated and reviewed the management report of the Board of Directors,

pursuant to paragraph II of the Article L.22-10-34 of the French Commercial Code.

approve the fixed, variable and extraordinary awarded or to be awarded for the 2021 fiscal year to Deputy General Manager, Mr. Soula Olivier, as determined by the Board of directors in accordance with the principles and criteria approved by the shareholders at the Company Shareholders’ meeting of 20 May 2021 in the tenth resolution, and detailed in the 2021 Universal Registration Document (URD), chapter 3 “Corporate Governance”, section 3.2, sub-section 3.2.1 “Compensation paid to the Corporate Officers”.

Ninth resolution

Approval of the compensation policy to the corporate officers awarded for the 2022 fiscal year,

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders’ meetings,

having deliberated and reviewed the management report of the Board of Directors,

pursuant to Article L. 22-10-8 of the French Commercial Code.

approve the compensation policy for corporate officers awarded for the 2022 fiscal year as detailed in the 2021 Universal Registration Document (URD), chapter 3 “Corporate Governance”, section 3.3, sub-section 3.2.3 “compensation policy of the corporate officers”.

Tenth resolution

Approval of the compensation policy that may be awarded to the Chief Executive Officer for the 2022 fiscal year,

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders’ meetings,

having deliberated and reviewed the management report of the Board of Directors,

pursuant to Article L.22-10-8 of the French Commercial Code.

approve the compensation policy that may be awarded to the Chief Executive Officer for the 2022 fiscal year as detailed in the 2021 Universal Registration Document (URD), chapter 3 “Corporate Governance”, section 3.3, sub-

section 3.2.3 “compensation policy of the corporate officers”.

Eleventh resolution

Approval of the compensation policy that may be awarded to the Deputy General Manager for the 2022 fiscal year,

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders’ meetings,

having deliberated and reviewed the management report of the Board of Directors,

pursuant to Article L. 22-10-8 of the French Commercial Code.

approve the compensation policy that may be awarded to the Deputy General Manager for the 2022 fiscal year as detailed in the 2021 Universal Registration Document (URD), chapter 3 “Corporate Governance”, section 3.3, sub-section 3.2.3 “compensation policy of the corporate officers”.

Twelfth resolution

Renewal of the term of office of Mr. Olivier Soula

The shareholders, voting under the quorum and majority conditions required for ordinary meetings

having reviewed the report of the Board of Directors

noting that the term of office as Director of Mr. Olivier Soula expires at the close of this Meeting

decide to renew the term of office of Mr. Olivier Soula as director for a period of three (3) years expiring at the close of the annual ordinary shareholders' meeting called to approve the financial statements for the year ending December 31, 2024.

Mr. Olivier Soula has already accepted the renewal of his term of office.

Thirteenth resolution

Renewal of the term of office of Mrs. Ekaterina Smirnyagina

The shareholders, voting under the quorum and majority conditions required for ordinary meetings

having reviewed the report of the Board of Directors

noting that the term of office as Director of Mrs. Ekaterina Smirnyagina expires at the close of this Meeting

decide to renew the term of office of Mrs. Ekaterina Smirnyagina as director for a period of three (3) years expiring at the close of the annual ordinary shareholders' meeting called to approve the financial statements for the year ending December 31, 2024.

Mrs. Ekaterina Smirnyagina has already accepted the renewal of his term of office

Fourteenth resolution

Authorization to be given to the Board of Directors for the Company to purchase its own shares,

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders’ meetings,

having familiarized themselves with the report of the Board of Directors,

authorize the Board of Directors, with a right to further delegate as provided for by law, for eighteen (18) months after the date hereof, to purchase shares in the Company as specified in Articles L. 22-10-62 et seq. of the French Commercial Code and according to Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, of the Company's shares,

decide that these shares may be purchased, sold or transferred by any means, on one or more occasions, in particular, on a market or over the counter, including by block purchase or sale, public offerings, or using options or derivative mechanisms, as specified by market authorities and in accordance with applicable law,

decide that the authorization may be used to:

- ensure the liquidity of the Company's shares pursuant to a liquidity agreement concluded with an investment service provider in accordance with a code of ethics recognized by the French Financial Markets Authority,
- honor obligations related to share purchase option, no-cost share grant, corporate savings and other share allocation programs for employees and officers of the Company or its affiliates,
- provide shares when the rights attached to such equity securities are exercised,
- purchase shares for retention and subsequent provision in exchange or as payment in mergers or acquisitions,
- cancel some or all of the shares so purchased,
- and more generally, for any goal that would be later on approved by laws or for any market practice that would be later on authorized by market Authorities, being specified that, in such an assumption, the Company would inform its shareholders by press release.,

decide to set the maximum unit purchase price per share (excluding fees and commissions) at €50, with an aggregate ceiling of €2,500,000, provided, however, that this purchase price may be adjusted if necessary, to take capital transactions into consideration (in particular, in the event of the incorporation of reserves, of grant of free shares, or a share split or reverse split) which take place while this authorization is in effect,

formally acknowledge that the maximum number of shares that may be purchased pursuant to this resolution may not, at any time, exceed 10% of the total number of shares, provided, however, that when (i) the shares are purchased to enhance the liquidity of the Company's shares, the number of shares taken into consideration to calculate this limit will correspond to the number of shares purchased, after deduction of the number of shares resold throughout the term of the authorization, and (ii) they are purchased be retained and subsequently provided as payment or for an exchange in a merger, spin off or contribution transaction, the number of shares purchased may not exceed 5% of the total number of shares,

grant all authority to the Board, with a right to further delegate as provided for by law, to submit any stock exchange orders, sign any sale or transfer instruments, conclude any contracts, liquidity agreements, options contracts, file any statements, and complete any necessary formalities.

decide that this delegation cannot be used during a public offering of the shares of the Company.

This authorization terminates any prior authorization with the same purpose.

Resolutions to be submitted to the extraordinary shareholders' meeting.

Fifteenth resolution

Consultation of shareholders, pursuant to article L. 225-248 of the French Commercial Code, on the possible early dissolution of the Company following the recognition of accounting losses which render the shareholders' equity less than half the share capital

The shareholders, voting under the quorum and majority conditions required for extraordinary general meetings

having noted that, as a result of the losses recorded during the financial year ended December 31, 2021, the Company's shareholders' equity has fallen below half the share capital

decide that there are no grounds for early dissolution of the Company and, consequently

decide to continue the Company's activities.

Sixteenth resolution

Authorization to be given to the Board to reduce stated capital by cancelling shares pursuant to the authorization to purchase its own shares

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

subject to the adoption of the fifteenth resolution above,

authorize the Board, in accordance with Article L. 22-10-62 of the French Commercial Code, for a 18 months period after this meeting, to cancel, on one or more occasions, up to a maximum of 10% of stated capital per twenty-four(24) month period, some or all of the shares purchased by the Company and reduce stated capital by the same amount, provided, however, that this limit will apply to stated capital which, if appropriate, will be adjusted to take the transactions which are completed after the date of this meeting into account,

decide that any excess purchase price of the shares over their par value will be allocated to the issue, merger and contribution premiums account or to any available reserve account, including the legal reserve (up to 10% of the capital reduction completed),

grant all authority to the Board, with a right to further delegate as provided for by law, to complete all actions, formalities, or declarations to finalize the capital reductions which may be completed pursuant to this authorization and correspondingly amend the articles of incorporation and by-laws of the Company.

decide that this delegation cannot be used during a public offering of the shares of the Company.

This authorization will terminate any prior authorization with the same purpose.

Seventeenth resolution

Delegation of authority to be granted to the Board to increase capital by issuing common shares and/or equity securities, with a preemptive subscription right for shareholders

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Articles L.225-129 and following articles of the French commercial code, and especially, of the articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92 and L. 228-93,

delegate to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company and/or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation,

decide that the securities so issued may consist of debt securities, be associated with the issuance of such securities or allow the issuance of hybrid securities,

decide that the shareholders have, in proportion to the amount of their shares, a preemptive subscription right to the ordinary shares or transferable securities which will be, if applicable, issued under this delegation,

grant the board of directors the power to grant shareholders the right to subscribe, on a reducible basis, a higher number of shares or securities than they could subscribe on an irreducible basis, in proportion to the rights they have and, in any event, within the limit of their request,

decide to fix at 385.000 euros (or the equivalent of this amount in the event of issue in another currency) the maximum nominal amount of the capital increases likely to be carried out, immediately and / or in the long term, under the this resolution, it being specified that this ceiling is set independently and separately from the ceiling referred to in the twenty-first resolution below and that to this ceiling will be added, if necessary, the nominal value of the shares to be issued to preserve, in accordance to the law, and, where applicable, to the applicable contractual stipulations, the rights of holders of securities and other rights giving access to capital,

decide to fix at 50,000,000 euros (or the equivalent of this amount in the event of issue in another currency) the maximum nominal amount of debt securities that may be issued under this delegation, it being specified that:

- this amount will be increased, where applicable, by any reimbursement premium above par,

- this amount will be included in the aggregate ceiling specified referred to in the twenty-first resolution below,
- this ceiling does not apply to debt securities referred to in articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code whose issue would be decided or authorized by the board of administration under the conditions provided for by article L. 228-40 of the French Commercial Code, or in other cases, under the conditions that the Company would determine in accordance with the provisions of article L. 228-36- A of French Commercial Code

decide that, if the subscriptions have not absorbed the whole of such an issue, the board of directors may use, in the order it determines, one or the other of the following options:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely distribute all or part of the unsubscribed securities issued between the persons of its choice, and
- offer to the public, on the French or international market, all or part of the unsubscribed securities issued

decide that issues of the Company's share subscription warrants may be carried out by subscription offer, but also by free allocation to the owners of the old shares,

decide that in the event of the free allocation of warrants, the board of directors will have the power to decide that the fractional allocation rights will not be negotiable and that the corresponding securities will be sold,

acknowledge, as necessary, that this delegation automatically carries, for the benefit of the holders of the securities, if any, issued under this delegation, the shareholders' express waiver of their preferential subscription rights to the shares to which these securities will give right,

decide that the board of directors will have all powers, with the power to sub-delegate under the conditions provided for by law, to implement, under the conditions fixed by law and the articles of association, this delegation for the purpose in particular:

- to set the dates, conditions and terms of any issue as well as the form and characteristics of the shares or securities giving access to the capital to be issued, with or without premium,
- to fix the amounts to be issued, the date of possibly retroactive enjoyment of the shares or securities giving access to the capital to be issued, their method of payment as well as, if applicable, the procedures for exercising rights to exchange, conversion, redemption or allocation in any other way of capital securities or transferable securities giving access to capital,
- to make any adjustments required in application of legal or regulatory provisions and, where applicable, to the applicable contractual stipulations, to protect the rights of holders of securities and other rights giving access to the capital of the Company and
- to suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,

decide that the board of directors may:

- on its own initiative and when it deems it appropriate, charge the costs, rights and fees occasioned by the capital increases carried out by virtue of the delegation referred to in this resolution, to the amount of the premiums relating to these operations and deduct, on the amount of these premiums, the sums necessary to bring the legal reserve to one tenth of the new capital, after each transaction,
- take any decision with a view to the admission of the securities and securities thus issued to trading on the regulated market of Euronext in Paris and, more generally,
- take all measures, conclude all commitments and carry out all formalities necessary for the successful completion of the proposed issue, as well as for the purpose of finalizing the resulting capital increase, and making the corresponding changes to the articles.

Eighteen resolution

Delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/or equity securities, without a preemptive subscription right for shareholders, for the benefit of a category of persons that satisfy specified characteristics (investors active in the sector of biotechnologies)

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Articles L.225-129 and following articles of the French commercial code, and especially, of the articles L. 225-129-2, L. 225-135, L-225-138 et L. 228-91 and L. 22-10-49 and following,

delegate to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company and/or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation,

decide that the securities so issued may consist of debt securities, be associated with the issuance of such securities or allow the issuance of intermediate securities,

decide to cancel the preemptive subscription right of shareholders on the ordinary shares and/or securities and/or all debt securities of the Company to be issued to the following category of people, whether shareholder or not of the Company:

one or more natural or legal persons (including companies), trusts, and investment funds, or other investment vehicles, irrespective of their form (including, without limitation, any investment fund or investment company; venture capital, in particular any FPCI, FCPI or FIP), under French or foreign law, whether or not shareholders of the Company, investing on a regular basis in the health or biotechnology sector, and/or

formally acknowledge, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

decide that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed €144,000 (or the equivalent of said amount in the event of an issue in another currency), maximum amount to which may be added, if any, the additional amount of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, as the case may be, with the applicable contractual provisions, the rights of the holders of securities and other rights giving access to shares,

decide that the total nominal value of any increase in social capital that could be achieved in this way will be attributed to the overall ceiling planned in the twenty-first resolution below,

decide to set at 50,000,000 euros (or the equivalent of this amount in case of issue in another currency) the maximum nominal amount of the debt securities that may be issued pursuant to this delegation:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this amount will be included in the aggregate ceiling set in the twenty-fifth resolution below,
- this ceiling will not apply to the securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French commercial code, which issuance would have been issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code, or in other situations, under the conditions that the Company would have determined pursuant to article L. 228-36- A of the French commercial code.

decide that the issue price of the shares and securities that may be issued pursuant to this delegation shall be determined by the board and will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, a discount maximum of 20%, corrected in the event of a difference in effective date, provided, however, (i) that, in case of an issuance of securities giving access to the capital, the issue price of equity securities that should result from their exercise, their conversion or their exchange, will be, if appropriate, determined at the discretion of the Board, with a reference to a formula that he would have defined and

that will apply after the issuance of the said securities (for example when exercised, converted or exchanged), in which case the maximal said discount could be appreciated, if required by the Board, to the date of the application of the said formula (and not at the date of the determination of the issue price) (ii) the issue price of securities given access to the capital, if appropriate, issued as a result of the current resolution, will be such that, the total if appropriate received immediately by the Company, to which amount will be added the amount received when such securities would be exercised or converted, that is to say each share issued as a result of the issuance of these securities, would be at least equal to the amount defined above,

decide that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the amounts of the capital increase, the issue price (provided that it will be determined as detailed above) as well as the amount of the premium that could be, if appropriate, asked at the issuance,
- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued,
- to fix the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them,
- determine the list of the beneficiaries within the above-mentioned category of people and the number of securities to be attributed to each of them,
- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- notice the realization of each capital increase and proceed to the correlative changes of the by-laws,
- in general, take any agreement, in particular to finalize the envisaged issuances, reach any decision and take any measures necessary to the issuance, to the listing and financial services for the securities so issued as well as the exercise of the rights attached,
- take any decision to list shares and securities so issued on any market on which the shares would be admitted for transactions,

decide that this delegation cannot be used in during the public offer period of the company's shares.

specify that the delegation so granted to the Board will be valid for eighteen (18) months after this meeting and ends any previous delegation of powers for the same purpose.

acknowledges that, in the event that the board comes to use the delegation of authority conferred on it in this resolution, the board will report to the next ordinary general meeting, in accordance with law and regulations, the use made of the authorizations conferred in this current resolution.

Nineteenth resolution

Delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/or equity securities, without a preemptive subscription right for shareholders, for the benefit of a category of persons that satisfy specified characteristics (health-strategic or financial partners)

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Articles L.225-129 and following articles of the French Commercial Code, and especially, of the articles L. 225-129-2, L. 225-135, L-225-138 et L. 228-91 and L. 22-10-49 and following,

delegate to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company and/or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables

compensation,

decide that the securities so issued may consist of debt securities, be associated with the issuance of such securities or allow the issuance of intermediate securities,

decide to cancel the preemptive subscription right of shareholders on the ordinary shares and/or securities and/or all debt securities of the Company to be issued to the following category of people, whether shareholder or not of the Company:

one or more strategic or financial partners of the Company located in France or abroad, having concluded or to conclude one or more partnership contracts (development, co-development, distribution, manufacturing, etc.) commercial or financing with the Company (or a subsidiary), directly or through one or more controlled companies or by which they are controlled within the meaning of Article L. 233-3 of the French Commercial Code,

formally acknowledge, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

decide that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed 144,000 euros (or the equivalent of said amount in the event of an issue in another currency), maximum amount to which may be added, if any, the additional amount of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, as the case may be, with the applicable contractual provisions, the rights of the holders of securities and other rights giving access to shares,

decide that the total nominal value of any increase in social capital that could be achieved in this way will be attributed to the overall ceiling planned in the twenty-first resolution below,

decide to set at 50,000,000 euros (or the equivalent of this amount in case of issue in another currency) the maximum nominal amount of the debt securities that may be issued pursuant to this delegation:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this amount will be included in the aggregate ceiling set in the twenty-fifth resolution below,
- this ceiling will not apply to the securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French commercial code, which issuance would have been issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code, or in other situations, under the conditions that the Company would have determined pursuant to article L. 228-36- A of the French Commercial Code.

decide that the issue price of the shares and securities that may be issued pursuant to this delegation shall be determined by the board and will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, a discount maximum of 20%, corrected in the event of a difference in effective date, provided, however, (i) that, in case of an issuance of securities giving access to the capital, the issue price of equity securities that should result from their exercise, their conversion or their exchange, will be, if appropriate, determined at the discretion of the Board, with a reference to a formula that he would have defined and that will apply after the issuance of the said securities (for example when exercised, converted or exchanged), in which case the maximal said discount could be appreciated, if required by the Board, to the date of the application of the said formula (and not at the date of the determination of the issue price) (ii) the issue price of securities given access to the capital, if appropriate, issued as a result of the current resolution, will be such that, the total if appropriate received immediately by the Company, to which amount will be added the amount received when such securities would be exercised or converted, that is to say each share issued as a result of the issuance of these securities, would be at least equal to the amount defined above,

decide that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the amounts of the capital increase, the issue price (provided that it will be determined as detailed above) as well as the amount of the premium that could be, if appropriate, asked at the issuance,
- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued,
- to fix the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them,
- determine the list of the beneficiaries within the above-mentioned category of people and the number of

securities to be attributed to each of them,

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- notice the realization of each capital increase and proceed to the correlative changes of the by-laws,
- in general, take any agreement, in particular to finalize the envisaged issuances, reach any decision and take any measures necessary to the issuance, to the listing and financial services for the securities so issued as well as the exercise of the rights attached,
- take any decision to list shares and securities so issued on any market on which the shares would be admitted for transactions,

decide that this delegation cannot be used in during the public offer period of the company's shares.

specify that the delegation so granted to the Board will be valid for eighteen (18) months after this meeting and ends any previous delegation of powers for the same purpose.

acknowledges that, in the event that the board comes to use the delegation of authority conferred on it in this resolution, the board will report to the next ordinary general meeting, in accordance with law and regulations, the use made of the authorizations conferred in this current resolution.

Twentieth resolution

delegation of authority granted to the Board of Directors to increase capital by issuing common shares with or without a preemptive subscription right for shareholders as decided in the above-mentioned resolutions.

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

In accordance with the provisions of the articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-135-1 and following, L. 228-91 and L. 228-92 of the French Commercial Code,

delegate to the Board the jurisdiction to increase the number of shares or securities to be issued in the event of an over-subscription application in connection with capital increases of the Company without preferential subscription rights that would be decided under the above resolutions, under the terms of Section L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e. , to date, within thirty days of the closing of the subscription, at the same price as the original issue and within the limit of 15% of the initial issue), those shares confer the same rights as the old shares subject to their date of enjoyment,

specify that the nominal amount of any increase in social capital decided under this delegation in connection with capital increases of the Company without preferential subscription rights decided under this resolution will be charged on the overall ceiling under the twenty-first resolution below, to which, if any, the additional amount of shares or securities to be issued in addition to the , in accordance with the law and, where applicable contractual stipulations, the rights of holders of securities providing access to capital and other rights giving access to capital,

acknowledge that, should the Board of Directors use the delegation of jurisdiction conferred on it in this resolution, it will report back to the next ordinary general meeting, in accordance with the law and regulations.

decide that this delegation is given to the Board of Directors for a period of twenty-six (26) months from this meeting and terminates any previous delegation with the same purpose.

Twenty-first resolution

aggregate limits on the issues completed pursuant to the delegations mentioned above,

The shareholders, voting pursuant to the quorum and majority requirements for special shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the extraordinary auditors' report,

decide that:

- the maximum aggregate nominal value of the capital increases that may be completed pursuant to the delegations granted in the seventeenth to the twentieth resolutions above may not exceed €385,000, provided, however, that the additional value of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, if appropriate, applicable contractual provisions, the rights of the holders of securities granting access to the shares will be added to this ceiling,
- the maximum aggregate par value of debt securities that may be issued pursuant to the delegations granted under the resolutions mentioned above is set at €50,000,000 (or the equivalent on the issue date of this amount in foreign currency or an accounting unit calculated by reference to multiple currencies) being precised that this ceiling will not apply to the securities mentioned in the Articles L.228-40, or for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French Commercial Code.

Twenty-second resolution

Delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/or equity securities giving access to capital or giving access to securities representing receivables granting access to capital, without a preemptive subscription right for shareholders, in favor of a certain category of persons within a specific equity or bond financing program

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Articles L.225-129 and following articles of the French Commercial Code, and especially, of the articles L. 225-129-2, L. 225-135, L-225-138 and L. 228-91 and following, and article L. 22-10-49 of the French Commercial Code,

delegate to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares of the Company and/or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation,

decide that the securities so issued may consist of debt securities, be associated with the issuance of such securities (warrants for shares attached to bonds, including bonds) or allow the issuance of intermediate securities,

decide to cancel the preemptive subscription right of shareholders on the ordinary shares and/or securities and/or all debt securities of the Company to be issued to the following category of people:

- any credit institution, any investment service providers or member of an investment banking syndicate or any company or investment funds that undertakes to guarantee the completion of any capital increases or any other issue likely to result in a future capital increase that may be carried under this delegation in the context of setting up a line or equity or bond financing,

formally acknowledge, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

decide that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed €144,000 or, in any event, exceed the limits specified by applicable law as of the issue date, to which will be added any additional value of shares to be issued to preserve, in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares, it is specified that this ceiling is set independently and distinct from the ceiling referred to in the twenty-first resolution below,

decide that the total nominal value of the issues of securities representing receivables granting access to capital which might be so completed may not exceed €50,000,000 (or the equivalent of said amount in the event of an issue in another currency) provided that:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,

- this ceiling is set independently and distinct from the ceiling referred to in the twenty-first resolution below,
- this ceiling will not apply to the securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French commercial code, which issuance would have been issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code, or in other situations, under the conditions that the Company would have determined pursuant to article L. 228-36- A of the French Commercial Code,

decide that the issue price of the shares and securities that may be issued pursuant to this delegation shall be determined by the board and will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, a discount maximum of 20%, corrected in the event of a difference in effective date, provided, however, (i) that, in case of an issuance of securities giving access to the capital, the issue price of equity securities that should result from their exercise, their conversion or their exchange, will be, if appropriate, determined at the discretion of the Board, with a reference to a formula that he would have defined and that will apply after the issuance of the said securities (for example when exercised, converted or exchanged), in which case the maximal said discount could be appreciated, if required by the Board, to the date of the application of the said formula (and not at the date of the determination of the issue price) (ii) the issue price of securities given access to the capital, if appropriate, issued as a result of the current resolution, will be such that, the total if appropriate received immediately by the Company, to which amount will be added the amount received when such securities would be exercised or converted, that is to say each share issued as a result of the issuance of these securities, would be at least equal to the amount defined above,

decide that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the amounts of the capital increase, the issue price (provided that it will be determined as detailed above) as well as the amount of the premium that could be, if appropriate, asked at the issuance,
- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued,
- to fix the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them,
- determine the list of the beneficiaries within the above-mentioned category of people and the number of securities to be attributed to each of them,
- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- notice the realization of each capital increase and proceed to the correlative changes of the by-laws,
- in general, take any agreement, in particular to finalize the envisaged issuances, reach any decision and take any measures necessary to the issuance, to the listing and financial services for the securities so issued as well as the exercise of the rights attached,
- take any decision to list shares and securities so issued on any market on which the shares would be admitted for transactions,

decide that this delegation cannot be used in during the public offer period of the company's shares.

specify that the delegation so granted to the Board will be valid for eighteen (18) months after this meeting and will terminate any prior delegation with the same purpose,

acknowledge that, in the event this authorization is used by the Board, the Board will report to the next ordinary general meeting in accordance with the law and regulation, of the use made of this authorization in the current resolution.

Twenty-third resolution

delegation of authority granted to the Board of Directors to issue and attribute warrants for shares, without a preemptive subscription right for shareholders, to the profit of (i) board members and advisors at the grant date of the warrants (ii) persons bound by a contract or by a consulting agreement to the Company or to any of its subsidiaries or (iii) members of a committee created or to be created by the board

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board and the special report of the auditor,

delegate to the Board of Directors the power to allocate up to 200,000 common share purchase warrants (the "BSA"), each entitling the holder to subscribe for one common share of the Company with a par value of € 0.10 , being specified that the number of shares that may be issued upon the exercise of the warrants issued pursuant to this delegation will be deducted from the global ceiling provided in the twenty-eighth resolution mentioned above

decide that the issue price of a warrant will be determined by the Board on the day of issue of the said warrant based on the characteristics of the warrant and will be at least equal to 15% of the average weighted average price per share. the volumes of the last five (5) trading days on the regulated market of Euronext Paris preceding the date of allocation of said warrants by the Board,

decide to cancel, for these warrants, the shareholders' preemptive subscription right, said Warrants can only be attributed to the following category of beneficiaries: (i) members and censors of the Board of the Company in office at the date of allotment of warrants or (ii) persons who are bound by a service or consultant contract to the Company or to any other its subsidiaries or (iii) members of any committee set up by the board of directors or that the board of directors may put in place that does not have the status of employees or officers of the Company or the Company. one of its subsidiaries (the "Beneficiaries"),

decide pursuant to the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the board the task of drawing up the list of Beneficiaries and the portion of the BSA allocated to each beneficiary thus designated,

authorizes therefore the board, within the limits of the foregoing, to issue and allot the warrants, on one or more occasions for each beneficiary,

decide to delegate to the Board of Directors for each Beneficiary, the terms and conditions of exercise of the BSA and, in particular, the issue price of the BSA, the subscription price (issue premium included) of the share to which each BSA will be entitled (the "Exercise Price") as determined by the Board of Directors under the conditions specified below, and the timetable for the exercise of the BSA, it being specified that these will have to be exercised at later in the ten (10) years of their issue and that the BSA which would not have been exercised at the end of this period of ten (10) years will be automatically canceled,

decide, each BSA will be used to subscribe, on the terms hereinafter defined, one ordinary share with a par value of €0.10 at a subscription price determined by the board on the date of the allocation of the BSA. as follows:

as long as the shares of the Company are admitted to trading on a regulated market, the subscription price of one ordinary share of the Company on the exercise of a BSA, which will be determined by the board at the time of the allocation of the BSA, must be at least equal to the higher of the following two values:

- (a) the sale price of a closing share on this regulated market on the day preceding the decision of the board to allocate the BSA; and
- (b) the weighted average of the prices quoted during the twenty trading days preceding the day of the board's decision to award the BSA;

it being specified that, in order to determine the subscription price of a common share on exercise of a warrant, the board will not take into account the capital increases resulting from the exercise of warrants of companies, share subscription warrants or share subscription options, as well as the allocation of bonus shares,

decide that the ordinary shares thus subscribed shall be fully paid up at the time of their subscription, either by payment in cash, or by offsetting with liquid and payable debts,

decide that the new shares delivered to the beneficiary upon the exercise of its BSA will be subject to all the provisions of the bylaws and will take legal effect on the first day of the financial year in progress in which they are issued,

decide that the BSA will be tradable. They will be issued in registered form and will be registered in an account,

decide to issue 200,000 ordinary shares with a nominal value of up to € 0.10 to the exercise of the issued BSAs,

specify pursuant to the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision entails the waiver by the shareholders of their preemptive subscription rights for the ordinary shares to which the BSA give rights,

recall that pursuant to Article L. 228-98 of the French Commercial Code:

- in the event of a share capital reduction motivated by losses by reducing the number of shares, the rights of the holders of the warrants as to the number of shares to be received upon exercise of the warrants will be reduced accordingly as if said holders had been shareholders as of the date of issue of the BSA,
- in the event of a share capital reduction motivated by losses by way of a reduction in the nominal value of the shares, the subscription price of the shares to which the BSAs entitle them will remain unchanged, the share premium being increased by the amount of the decrease in the share capital. nominal value,

further decide that:

- in the event of a capital reduction not motivated by losses by reducing the par value of the shares, the subscription price of the shares to which the BSA give entitlement will be reduced accordingly,
- in case of capital reduction not motivated by losses by reducing the number of shares, holders of the BSA, if they exercise their BSA, may request the redemption of their shares under the same conditions as if they had been shareholders at the time of the repurchase by the Company of its own shares,

decide, as provided by Article L. 228-98 of the French Commercial Code, that the Company is authorized, without having to seek the authorization of the holders of the BSA to modify its corporate form and purpose,

decide pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company is authorized to modify the rules for distributing its profits, amortize its capital and create preference shares resulting in such a modification or such amortization subject to taking the necessary measures to maintain the rights of the holders of securities giving access to the capital under the conditions defined in Article L. 228-99 of the French Commercial Code; under these same reservations it can however create actions of preference,

authorizes the Company to require the holders of the BSA to redeem or refund their rights as provided for in Article L. 208-102 of the French Commercial Code,

decide that, in the event that it is necessary to make the adjustment provided for in Article L. 228-99 3 ° of the Commercial Code, the adjustment would be made by applying the method set out in Article R. 228 -91 of the French Commercial Code, it being specified that the value of the pre-emptive subscription right and the value of the share prior to secondment of the subscription right would, if need be, be determined by the Board of Directors according to the subscription price, exchange or sale per share used in the last transaction on the Company's share capital (capital increase, share transfer, sale of shares, etc.) during the six (6) months preceding the meeting of said advising, or failing such a transaction during this period, on the basis of any other financial parameters that will appear relevant to the Board of Directors (and which will be validated by the statutory auditors of the Company),

decides to give full powers to the Board to implement this delegation, and to the effect of:

- to issue and allot the Warrants and to set the subscription price, the exercise conditions and the final terms of the Warrants in accordance with the provisions of this resolution and within the limits set in this resolution,
- determine the identity of the beneficiaries of the warrants and the number of warrants to be allocated to each of them,
- to fix the price of the share that may be subscribed during the exercise of a BSA under the above-mentioned conditions,
- to record the number of ordinary shares issued as a result of the exercise of the warrants, to complete the formalities resulting from the corresponding capital increases and to amend the Articles of Association accordingly,
- take all necessary measures to protect the holders of Warrants in the event of a financial transaction involving the Company, in accordance with the legal and regulatory provisions in force,
- in general, to take any measure and carry out any formality useful to this issue,

set at eighteen (18) months the validity of this delegation from the present date and terminates any prior authorization with the same purpose.

Twenty-fourth resolution

Authorization to consent to the board to proceed to grant free existing shares or newly - issued shares

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders'

meetings,

having familiarized themselves with the report of the board and the special report of the auditor, pursuant to the dispositions of the articles L.225-197-1 and seq. of the French Commercial Code,

delegate to the board the authority to proceed, on one or more occasions, to grant, existing free shares or newly-issued by the Company, to the benefits of the salaried members of the Company or certain categories among them, and/or its corporate officers who fulfill to the conditions set in the article L.225-197-1, II of the French Commercial Code, as well to the benefit of the salaried employees of companies or groups with a vested economic interest, holding directly or indirectly at least 10% of the share capital or voting rights of the Company at the date of the grant date of the shares in question,

stipulate that the Board of Directors, as long as the Company's shares are admitted to trading on the regulated market of Euronext Paris, must be able to proceed to the free allocation of shares to corporate officers who meet the conditions set by Article L. 225-197-1, II of the French Commercial Code, to comply with the provisions of Article L. 225-197-6 of the French Commercial Code (to date, allocation of options or bonus shares) for the benefit of all employees of the Company and at least 90% of all employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and falling under Article L. 210-3 of the said code or set up by the company of a profit-sharing agreement or profit sharing of at least 90% of all the employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and falling under Article L. 210-3 of the said Code),

decide to set the total number of shares that may be allocated free of charge by the Board of Directors pursuant to this authorization to 200,000 shares with a par value of € 0.10, it being specified that the total number of shares awarded free of charge by the Board may never exceed the aggregate limit of 10% of the existing capital of the Company at the date of the decision to grant them, and that number will be deducted from the overall ceiling provided for in the twenty first resolution,

decide that the allocation of the shares to their beneficiaries will be final, subject to meeting any conditions or criteria that may be set by the Board, after a period of at least 1 year (the "Acquisition Period") and that the beneficiaries of these shares must, if necessary, retain them for a period of time fixed by the Board of Directors (the "Retention Period") which, together with that of the Acquisition Period, may not be less than 2 years,

decide, by derogation from the above, that the shares will be definitively allocated before the end of the Acquisition Period in the event of invalidity of the beneficiary corresponding to the classification in the second and third of the categories provided for in Article L. 341 -4 of the Social Security Code,

decide that the shares awarded will be freely tradable in the event of a grant application made by the heirs of a deceased beneficiary or in the event of invalidity of the beneficiary corresponding to their classification in the aforementioned categories of the Social Security Code,

decide that the terms of the Acquisition Period and the Retention Period will be set by the Board of Directors within the aforementioned limits,

note that, in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code, when the allocation relates to shares to be issued, this authorization automatically entails, for the benefit of the beneficiaries of the shares allotted free of charge. waiver by the shareholders of their preferential subscription rights to the new shares issued, the corresponding capital increase being definitively realized by the sole fact of the definitive allocation of the shares to the beneficiaries,

note that this decision entails, as and when necessary, the waiver by the shareholders in favor of the beneficiaries of bonus shares, of the part of the reserves, profits or bonuses which, if applicable, will be used in the event of the issue of shares at the end of the Acquisition Period, for the execution of which all powers are delegated to the Board,

delegate to the Board of Directors all authority to:

- ensure existing reserves are sufficient and transfer to a blocked reserve account upon each allocation, the amount required to necessary to pay for the new shares to be granted,
- determine the identity of the beneficiaries of the grants and the number of shares that may be allocated free of charge to each,
- set the conditions and, if necessary, the criteria for granting these shares,

if necessary:

- decide, when the time comes, the correlative capital increase (s) on the issue of any new shares granted free of charge,
- proceed with the acquisition of shares, if necessary, for the delivery of any existing shares granted free of charge,
- undertake all useful measures to ensure that beneficiaries comply with the obligation to hold their shares,
- and, generally, do everything that is required to implement the present authorization, in accordance with applicable regulations,

Set at thirty-eight (38) months the validity of this delegation from this present date,

specify that this authorization terminates the authorization granted under the terms of Resolution N°27 of the General Meeting held on May 16, 2019 to grant free shares of the Company.

Twenty-fifth resolution

aggregate limits on the amount of issues completed pursuant to the delegations mentioned above (resolutions twenty-third and twenty-fourth resolutions),

The shareholders, voting pursuant to the quorum and majority requirements for special shareholders' meetings, having familiarized themselves with the report of the Board of Directors and the extraordinary auditors' report,

decide that that the sum (i) of the shares likely to be issued on the exercise of the stock warrants that would be issued pursuant to the delegations granted in *virtue* of the twenty-sixth resolution mentioned above, and ii) of the shares likely to be issued or acquired on the exercise of the options in virtue of the twenty-seventh resolution mentioned above, may not exceed 300,000 shares, provided, however, that the additional amount of the shares to be issued, to preserve, in accordance with legal or regulatory provisions and, if appropriate, applicable contractual provisions, the rights of the holders of securities granting access to the shares, will be added to this ceiling,

Twenty-sixth resolution

Delegation to be granted to the Board to increase stated capital by issuing shares without a preemptive subscription right for shareholders in favor of the employees who participate in a corporate savings plan

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board and the special report of the auditor,

in accordance with, inter alia, first, the provisions of Articles L. 225-129 and seq. and L. 225-138-1 of the French Commercial Code and, second, of Articles L. 3332-1 and seq. of the French Labor Code,

delegate to the Board the authority to decide to issue, on one or more occasions, in the proportions and at the times that it determines, common shares in the Company reserved for participants in the corporate savings plan of the Company or, if appropriate, of the French or foreign companies which are affiliated with it as defined in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the "Adocia Group"),

decide that the total nominal value of the capital increases that may be completed pursuant to this resolution may not exceed €20,000, which maximum value will be added, if appropriate, the additional value of the shares to be issued to preserve the rights of the holders of securities granting access to the shares in accordance with legal or regulatory provisions and any applicable contractual provisions,

set at eighteen (18) months the validity of this delegation from the present date and terminates any prior authorization with the same purpose,

decide that the exercise price of the shares or securities giving access to the capital will be determined by the board of directors in the conditions planned in the article L. 3332-19 of the French commercial code and cannot be neither above the average of the twenty average trading days preceding the day of the decision of the board of directors to set the opening date of the subscription, nor below 20 % of this average or 30 % when the duration of unavailability planned by the plan in application of articles L. 3332-25 and L. 3332-26 of the commercial law is superior or equal to ten years,

decide to cancel the preemptive subscription right of shareholders for shares or securities granting access by any means, immediately and/or in the future, to the common shares to be issued in favor of participants in a corporate saving plan,

decide that the Board will have all authority to implement this delegation, with a right to further delegate as provided for by law and under the conditions specified above, to, in particular:

- decide that the subscriptions may be completed directly or through a corporate mutual fund (fonds communs de placement d'entreprise) or any other structure or entity allowed under applicable law or regulation,
- determine the dates, conditions and procedures for the issues which will be completed pursuant to this resolution, and, in particular, determine the subscription opening and closing dates, the effective dates, procedures to pay for the shares and other equity securities in the Company, and grant extensions for payment for the shares and, if appropriate, other equity securities in the Company,
- request that the securities created be listed on a stock exchange, formally acknowledge completion of the capital increases up to the value of the shares which are actually subscribed for and correspondingly amend the articles of incorporation and by-laws, complete, either itself or through an agent, all actions and formalities to finalize the capital increases, allocate, if appropriate, the expenses for capital increases to the premiums related to these increases and deduct from said amount the amounts necessary to increase the legal reserve to one tenth of the new stated capital after each increase.

Twenty-seventh resolution:

Delegation to be granted to the Board to increase the maximum nominal amount of shares that may be issued upon conversion of the bonds convertible into shares known as "OC1023" issued by the Company on October 26, 202.

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board and the special report of the auditor,

in accordance with the provisions of Articles L. 225-129 and seq. of the Commercial Code, and in particular Articles L. 225-129-2, L.225-135, L.225-138 and L.228-91 and seq.,

delegate to the Board of Directors the authority to decide to increase to 150,200.80 euros (instead of 126,200.80 euros) the maximum nominal amount of shares that may be issued in the event of conversion of the OCE 1023 issued by the Company's Chief Executive Officer on October 26, 2021, acting in accordance with the sub-delegation granted to him by the Board of Directors on October 7, 2021, itself acting by virtue of the delegation granted to it under the terms of the 20th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021, for the benefit of persons falling within the category defined by said resolution

The Board of Directors.