

UNOFFICIAL TRANSLATION – FOR INFORMATIONAL PURPOSES ONLY

SENSORION

S.A. Corporation with a Board of Directors with a capital of €5,856,305.20
Headquarters: 375, rue du Professeur Joseph Blayac
34080 MONTPELLIER
512 757 725 Trade and Companies Register (RCS) of MONTPELLIER
(the “*Company*”)

AGENDA AND TEXT OF PROPOSED RESOLUTIONS

**TO BE SUBMITTED TO THE ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS’ ASSEMBLY MEETING
OF MAY 20, 2020**

AGENDA

Within the Authority of the Ordinary General Assembly

1. Approval of the financial statements for the period ended December 31, 2019.
2. Allocation of earnings for the period ended December 31, 2019.
3. Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code.
4. Ratification of the provisional appointment of Health Opportunities as Director.
5. Ratification of the provisional appointment of Mr. John Furey as Director.
6. Renewal of BPI France Investissement as Director.
7. Renewal of Mrs. Nawal Ouzren as Director.
8. Renewal of Mr. Julien Miara as Director.
9. Renewal of Mr. Patrick Langlois as Director.
10. Authorization for the Board of Directors to allow the Company to purchase its own shares in accordance with article L. 225-209 of the French Commercial Code.

Within the Authority of the Extraordinary General Assembly

11. Authorization for the Board of Directors to reduce the Company’s share capital by canceling shares.
12. Delegation of authority to the Board of Directors to decide upon the issuance of shares and/or securities granting immediate or future rights to capital or granting a right to a debt security, with waiver of the shareholders’ preferential subscription rights in favor of categories of beneficiaries.
13. Delegation of authority to the Board of Directors to decide upon the issuance of shares and/or securities granting immediate or future rights to capital or granting a right to a debt security, with waiver of the shareholders’ preferential subscription rights, through an offering referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code.

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14. Authorization for the Board of Directors to increase the number of shares issued in accordance with the provisions of Article L.225-135-1 of the French Commercial Code, in the event of the implementation of the delegations of authority with maintenance or waiver of preferential subscription rights, as the case may be.
15. Determination of the overall cap amount of the applicable authorizations to issue shares and securities giving access to the capital and debt securities.
16. Delegation of authority to the Board of Directors to decide upon the issuance of common share warrants (*Bons de Souscription d'Actions ordinaires - "BSA 2020"*), with waiver of the preferential subscription rights in favor of a certain category of persons.
17. Delegation of authority to the Board of Directors to decide upon the issuance of founders' share warrants (*Bons de Souscription de Parts des Créateurs d'Entreprise - "BSPCE 2020"*), with waiver of the preferential subscription rights in favor of a certain category of persons.
18. Authorization for the Board of Directors to grant share subscription and/or purchase options ("*Options 2020*") in favor of employees and executive directors (*dirigeants-mandataires sociaux*).
19. Delegation of authority to the Board of Directors to decide, in accordance with the provisions of Article L.225-129-6 of the French Commercial Code, upon a share capital increase under the conditions provided for in articles L.3332-18 *et seq.* of the French Labour Code, with waiver of the shareholders' preferential subscription rights for the benefit of the Company's employees subscribers of a company savings plan to be instituted by the Company.

Within the Authority of the Ordinary General Assembly

20. Powers for formalities.

TEXT OF PROPOSED RESOLUTIONS

Within the Authority of the Ordinary General Assembly

FIRST RESOLUTION

Approval of the financial statements for the period ended December 31, 2019

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

having reviewed the management report of the Board of Directors and the report on the annual financial statements of the Statutory Auditor,

approves the annual financial statements for the period ended December 31, 2019, as they were presented to the General Assembly Meeting, which show a loss of €10,291,539, as well as the transactions evidenced in these statements and summarized in these reports,

acknowledges that the accounts for the past financial year do not include any expenses that are not deductible for tax purposes.

SECOND RESOLUTION

Allocation of earnings for the period ended December 31, 2019

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

having reviewed the management report of the Board of Directors,

decides to allocate the - €10,291,539 loss of the financial year in total to the "Share premiums" account, which reduces the loss from €21,361,349 to €11,069,810

acknowledges, pursuant to the provisions of Article 243 bis of the French General Tax Code, that no dividend was distributed over the last three fiscal years.

THIRD RESOLUTION

Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

having reviewed the Statutory Auditor's special report on the agreements covered by Article L. 225-38 of the French Commercial Code,

approves the agreements entered into during fiscal year 2019, the conclusion of which was authorized by the Board of Directors at its meeting on March 6, 2019.

FOURTH RESOLUTION

Ratification of the provisional appointment of Health Opportunities as Director

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

having reviewed the report of the Board of Directors, including the report on corporate governance,

ratifies the provisional appointment as Director of Health Opportunities GmbH, a limited liability company under Swiss law, headquartered at Aeschenvorstadt 71, 4051 Basel (Switzerland), registered in the Commercial Register of the Canton of Basel-Stadt under company number CHE-458.880.042, represented by its current executive director Mr. Eric Forquenot de la Fortelle, at the Board of Directors meeting on July 3, 2019, to replace Mr. Eric Forquenot de la Fortelle, who has resigned, for the remainder of the latter's term of office, i.e., until the end of the annual ordinary general assembly meeting to be held in 2021 to approve the financial statements for the financial year ending December 31, 2020.

FIFTH RESOLUTION

Ratification of the provisional appointment of Mr. John Furey as Director

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

having reviewed the report of the Board of Directors, including the report on corporate governance,

ratifies the provisional appointment as Director of Mr. John Furey, residing at 446, Boxwood Road, Bryn Mawr, PA 19010 (United States), at the Board of Directors meeting on July 3, 2019, to replace Mrs. Catherine Leveau, who has resigned, for the remainder of the latter's term of office, i.e. until the end of the annual ordinary general assembly meeting to be held in 2022 to approve the financial statements for the year ended December 31, 2021.

SIXTH RESOLUTION

Renewal of BPI France Investissement as Director

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

having reviewed the report of the Board of Directors, including the report on corporate governance,

and noting that the term of office as director of BPI France Investissement expires at the end of this meeting,

decides to renew it for a period of three (3) years, i.e. until the end of the annual general assembly meeting to be held in 2023 to approve the financial statements for the financial year ending December 31, 2022.

SEVENTH RESOLUTION

Renewal of Mrs. Nawal Ouzren as Director

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

having reviewed the report of the Board of Directors, including the report on corporate governance,

and noting that the term of office as director of Mrs. Nawal Ouzren expires at the end of this meeting,

decides to renew it for a period of three (3) years, i.e. until the end of the annual general assembly meeting to be held in 2023 to approve the financial statements for the financial year ending December 31, 2022.

EIGHTH RESOLUTION

Renewal of Mr. Julien Miara as Director

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

having reviewed the report of the Board of Directors, including the report on corporate governance,

and noting that the term of office as director of Mr. Julien Miara expires at the end of this meeting,

decides to renew it for a period of three (3) years, i.e. until the end of the annual general assembly meeting to be held in 2023 to approve the financial statements for the financial year ending December 31, 2022.

NINTH RESOLUTION

Renewal of Mr. Patrick Langlois as Director

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

having reviewed the report of the Board of Directors, including the report on corporate governance,

and noting that the term of office as director of Mr. Patrick Langlois expires at the end of this meeting,

decides to renew it for a period of three (3) years, i.e. until the end of the annual general assembly meeting to be held in 2023 to approve the financial statements for the financial year ending December 31, 2022.

TENTH RESOLUTION

Authorization for the Board of Directors to allow the Company to purchase its own shares in accordance

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with article L. 225-209 of the French Commercial Code

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

having reviewed the report of the Board of Directors,

in accordance with the provisions of the general regulations of the French Financial Markets Authority (AMF) and Article L. 225-209 of the French Commercial Code,

authorizes the Board of Directors, with the power to sub-delegate, to purchase or arrange for the purchase, on one or more occasions, of its own shares, for a number of shares not exceeding 10% of the Company's share capital (at any given time, this percentage applies to a share capital adjusted to reflect subsequent transactions affecting it),

decides that these acquisitions will be intended to enable the Company to pursue the following objectives:

- to favor the liquidity of shares and the regularity of trading in the Company's shares or to avoid price discrepancies not justified by market trends, under a liquidity contract entered into with an investment services provider, in accordance with the Code of Ethics approved by the AMF;
- honor obligations related to stock option programs, free share allocations, employee savings schemes or other allocations of shares to employees of the Company or of related companies or enterprises, including (i) the implementation of any Company stock option plan in accordance with Articles L. 225-177 *et seq.* of the French Commercial Code, (ii) the allocation of shares to employees resulting from the expansion of the company and the implementation of any company savings plan under the conditions provided for by law, in particular Articles L. 225-177 *et seq.* 3332-1 to L. 3332-8 *et seq.* of the French Labor Code or (iii) the allocation of free shares under the provisions of Articles L. 225-197-1 *et seq.* of the French Commercial Code;
- deliver the shares upon the exercise of rights attached to securities giving immediate or future rights, by redemption, conversion, exchange, presentation of a warrant or in any other manner, to the allocation of shares in the Company, as well as carry out all hedging transactions with regard to the issuance of such securities, under the conditions provided for by the market authorities and at the times that the Board of Directors shall decide;
- retain the shares and subsequently remit them as payment or exchange in the context of any external growth, merger, demerger or contribution, in accordance with market practices accepted by the AMF;
- cancel all or part of the shares by way of a reduction in share capital (in particular to optimize cash management, return on equity or earnings per share), subject to the adoption by this assembly meeting of the 9th resolution below.

The maximum amount of funds allocated to the share repurchase program is €1,000,000. These purchase, sale, exchange or transfer transactions may be carried out by any means, i.e. on the market or over-the-counter. These transactions may take place at any time, in compliance with the regulations in force, including during a public offer period, subject to the legal and regulatory provisions in force.

It is specified (i) that a maximum amount of 5% of the shares comprising the Company's share capital may be allocated to their retention and subsequent remittance in payment or exchange in the context of a merger, demerger or contribution, and (ii) that in the event of an acquisition under a liquidity

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contract, the number of shares taken into account for the calculation of the limit of 10% of the amount of the share capital mentioned above corresponds to the number of shares purchased minus the number of shares resold during the authorization period.

The maximum purchase price per share by the Company of its own shares may not exceed 125% of the volume-weighted average of the last ten (10) trading days preceding the date of acquisition, excluding acquisition costs. It is specified that in the event of transactions affecting the share capital, in particular by incorporation of reserves and/or division or regrouping of shares, this price will be adjusted by a multiplying coefficient equal to the ratio between the number of shares constituting the share capital before the transaction and this number after the transaction.

delegates to the Board of Directors, in the event of a change in the par value of the share, an increase in capital by incorporation of reserves, a stock split, consolidation of shares and distribution of reserves or any other assets, amortization of capital or any other transaction affecting shareholders' equity, the power to adjust the aforementioned purchase and sale prices in order to take into account the impact of such transactions on the value of the share,

grants full powers to the Board of Directors, subject to strict compliance with legal and regulatory texts, with the power to sub-delegate in order to:

- assess the opportunity to launch a repurchase program;
- determine the terms and conditions of the repurchase program, including in particular the price of the shares purchased;
- to carry out by any means the acquisition, disposal or transfer of these shares, to place all orders on the stock exchange;
- allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal and regulatory conditions;
- to enter into any agreement in particular to keep registers of purchases and sales of shares, to make any declarations to the AMF and any other body, and to carry out any formalities;
- to prepare and publish the information press release relating to the implementation of the repurchase program;
- in general, take any necessary action to execute and implement this decision.

decides that the authorization shall be valid for a maximum period of 18 months from the date of this decision,

decides that this authorization voids any previous delegation having the same purpose (*8th Resolution of the General Assembly Meeting of May 28, 2019*).

Within the Authority of the Extraordinary General Assembly Meeting

ELEVENTH RESOLUTION

Authorization for the Board of Directors to reduce the Company's share capital by canceling shares

The General Assembly, acting under the conditions of quorum and majority required for extraordinary general assemblies' meetings,

having reviewed the report of the Executive Board and the special report of the Statutory Auditor,

in accordance with the provisions of Article L. 225-209 of the French Commercial Code,

authorizes the Board of Directors to cancel, on one or more occasions at the times it deems appropriate, for a period of eighteen (18) months from the date of this annual general assembly meeting, the shares acquired by the Company pursuant to the implementation of the authorization granted in the 10th resolution or any resolution having the same purpose and legal basis, within the limit of 10% of the Company's share capital per twenty-four (24) month period, and reduce the share capital accordingly, this percentage applying to a capital adjusted in accordance with transactions affecting it subsequent to this meeting,

authorizes the Board of Directors to charge the difference between the repurchase value of the canceled shares and their par value to the "share premium" account or to any other available reserve account, including the legal reserve, up to a limit of 10% of the capital reduction carried out,

grants full powers to the Board of Directors, subject to strict compliance with legal and regulatory texts, in order to:

- carry out this or these share cancellation and capital reduction operations;
- determine the final amount of the capital reduction;
- set the terms and conditions;
- acknowledge the completion;
- carry out the corresponding amendments to the Company's bylaws;
- carry out all the formalities and declarations to all organizations;
- and in general, take any necessary action for the implementation of this authorization.

decides that this authorization voids any previous delegation having the same purpose (*9th Resolution of the General Assembly Meeting of May 28, 2019*).

TWELFTH RESOLUTION

Delegation of authority to the Board of Directors to decide upon the issuance of shares and/or securities granting immediate or future rights to capital or granting a right to a debt security, with waiver of the shareholders' preferential subscription rights in favor of categories of beneficiaries

The General Assembly, acting under the conditions of quorum and majority required for extraordinary general assemblies' meetings,

having reviewed the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Articles L.225-129 *et seq.* of the French Commercial Code, and in particular Articles L.225-129-2, L. 225-129-4, L.225-135, L.225-138, L.228-91 to L.228-93 of the said

Commercial Code,

delegates to the Board of Directors its authority, with the power to sub-delegate such authority in accordance with the law and regulations, to issue, on one or more occasions, in the proportions, at the times and on the terms that it sees fit, with waiver of the shareholders' preferential subscription rights, new shares in the Company and/or any other securities giving immediate or future access to the Company's share capital or giving right to a debt security or any other securities of any kind;

decides that the securities giving access to equity securities of the Company or giving right to a debt security, by subscription either in cash or by offsetting debts, conversion, exchange, redemption, presentation of a warrant or in any other way, thus issued may consist of debt securities or be associated with the issuance of such securities, or allow their issuance as intermediary securities;

decides to set the following limits on the numbers of the issues authorized in the event that the Board of Directors exercises this authorization:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future in accordance with this delegation is set at €4,000,000, it being specified that the total nominal amount of these capital increases will be deducted from the amount of the overall cap amount provided for in the 15th resolution of this General Assembly Meeting. To this cap amount shall be added, where applicable, the nominal amount of additional shares to be issued to preserve the rights of holders of securities giving access to the Company's shares in accordance with the law and applicable contractual provisions;
- the total nominal amount of the issues of debt securities giving access to the capital or giving the right to a debt security, by subscription either in cash or by offsetting claims, conversion, exchange, redemption, presentation of a warrant or in any other way that may be issued pursuant to this delegation may not exceed an amount of €20,000,000, it being specified that:
 - this amount will be deducted from the overall cap amount set by the 15th resolution of this General Assembly Meeting;
 - this cap amount will be increased, if necessary, by any redemption premium above par;
 - this cap amount does not apply to debt securities whose issue would be decided or authorized by the Board of Directors in accordance with article L. 228-40 of the French Commercial Code;

acknowledges and decides, as required, that this delegation of authority automatically implies, for the benefit of holders of securities giving immediate or future access to the Company's share capital, express waiver by shareholders of their preferential subscription right to the shares that these securities grant rights over, in accordance with the provisions of Article L.225-132 of the French Commercial Code,

decides that this delegation of authority is granted to the Board of Directors for a period of eighteen (18) months from the date of this assembly meeting,

decides to cancel shareholders' preferential subscription rights to the shares, other securities and debt instruments that may be issued pursuant to this resolution, for the benefit of categories of beneficiaries of the shares or securities to be issued, namely:

- individuals who wish to invest in a company to benefit from a reduction in income tax under article 199 terdecies-0 A, for a minimum individual subscription amount in the Company of €100,000 per transaction;

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- companies which habitually invest in small and medium-sized companies which wish to invest in a company in order to enable their shareholders or associates to benefit from a reduction in income tax under article 199 terdecies-0 A, for a minimum individual subscription amount in the Company of €100,000 per operation;
- investment companies and investment funds investing on a regular basis in growth companies (i.e. unlisted companies or companies whose market capitalization does not exceed €500 million when listed) having their headquarter or their management company in the European Union, Israel, Norway, the United States of America or Switzerland (including, in particular, any FCPR – subprime mutual funds, FCPI - Mutual Funds for Investment in Innovation, or FIP – Local Investment Funds) for a minimum individual subscription amount of €50,000 (share premium included);
- natural or legal persons, companies, organizations, institutions or entities of any form, French or foreign, investing in the pharmaceutical, biotechnological, medical technology or research fields;
- companies, institutions or entities of any form, French or foreign, exercising a significant part of their activity in these sectors;
- French or foreign investment service providers, or any foreign institution with equivalent status, that can guarantee the completion of issuance intended to be placed with the persons referred to above and, in this context, to subscribe to the securities issued.

The Board of Directors will determine the precise list of beneficiaries of this or these capital increases and/or issues of reserved securities within this or these categories of persons and the number of securities to be allocated to each of them.

decides that:

- for capital increases, the issuance price of the new shares (which will be treated in the same way as existing shares, as specified in the paragraph below) will be set by the Board of Directors, in accordance with the provisions of Articles L.225-138-II and R.225-114 of the French Commercial Code and must be at least equal to either (i) the weighted average share price on the day preceding the date on which the issuance price is set, minus a maximum discount of 20%, if applicable, or (ii) the volume-weighted average share price over the last twenty (20) trading days preceding the date on which the issuance price is set, minus a maximum discount of 20%, or (iii) the average of 5 consecutive listed prices (either the closing price or the weighted average price, for the 5 consecutive prices) of the share chosen from among the last 30 trading days preceding the setting of the issuance price, potentially reduced by a maximum discount of 20%;
- for securities giving access to the share capital, the issuance price shall be set by the Board of Directors in such a way that the sums immediately received by the Company at the time of issuance of the securities in question, increased by the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, shall be at least equal to the minimum price provided for above,

It is specified, however, that in the event that the Company's shares are admitted to trading on a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price provided for by the legal and regulatory provisions in force applicable to companies whose shares are admitted to trading on a regulated market.

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decides that the new shares issued in respect of the capital increases will be fully assimilated to the old shares and subject to all the provisions of the bylaws and the decisions of the General Assemblies' Meetings,

decides that the Board of Directors shall have full powers, with power to sub-delegate such powers in accordance with the law and regulations, to implement or not to implement this delegation, as well as the power to postpone its implementation, as the case may be, in accordance with the law and within the limits and under the conditions specified above, in particular for the purpose of:

- deciding on the capital increase and determining the securities to be issued, deciding on the issuance of securities giving access to debt securities and, more generally, deciding on issues under this delegation;
- deciding the amount of the capital increase and more generally the amount of the issuance in the event of the issuance of securities giving access to debt securities, the issuance price and the amount of the premium that may, if applicable, be requested at the time of the issuance;
- setting the issuance price as well as the amount of the premium that may, if applicable, be requested at the time of issuance, within the limits set by this resolution,
- determining the dates and terms and conditions of the capital increase, the nature and characteristics of the securities to be created, deciding, in addition, in the case of the issuance of securities representing debt securities, whether they are subordinated or not (and, if so, their subordination rank in accordance with the provisions of Article L.228-97 of the French Commercial Code), setting their interest rate (in particular fixed or variable rate interest or zero coupon or indexed interest), their term (fixed or indefinite), and the other terms of issuance (including the granting of guarantees or securities) and amortization; these securities may be accompanied by warrants giving the right to the allotment, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modifying, during the term of these securities, the terms and conditions referred to above, in compliance with the applicable formalities;
- deciding, in the event that the subscriptions have not exhausted the total amount of issuance, to limit the amount of the capital increase to the amount of the subscriptions received, provided that this amount reaches at least three quarters of the issuance decided,
- determining the method of paying up the shares, securities giving access to the capital to be issued or securities to be issued,
- setting, if applicable, the terms and conditions for exercising the rights attached to the shares or securities to be issued and, in particular, setting the date, even retroactively, from which the new shares (i.e., any underlying securities) will carry dividend rights, determining the terms and conditions for exercising the rights, if applicable, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as any other terms and conditions for carrying out the capital increase,
- allowing for the possibility of suspending the exercise of the rights attached to these securities in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole initiative, charging the costs of the capital increase against the amount of the related premiums and deducting from this amount the sums necessary to increase the legal reserve to one tenth of the new capital after each capital increase,

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- setting, and making any adjustments to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, capital increase by capitalization of reserves, free allocation of shares, stock split or reverse stock split, distribution of reserves or any other assets, depreciation of capital, or any other transaction affecting shareholders' equity, and setting the terms and conditions according to which the rights of holders of securities giving access to the capital will be preserved, where applicable,
- recording the completion of each capital increase and making the corresponding amendments to the bylaws,
- in general, entering into any agreement, in particular to preserve the rights of any holders of securities giving immediate or future right to a portion of the share capital, taking all measures and carrying out all formalities necessary for the issuance, registration and financial servicing of the securities issued pursuant to this delegation and the exercise of the rights attached thereto, carrying out all formalities and declarations, applying for any authorizations that may prove necessary for the completion and proper performance of this issue and, in general, taking any necessary actions.

The final terms and conditions of the transaction will be the subject of an additional report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will prepare when it makes use of the delegation of authority granted to it by this assembly meeting. The Statutory Auditor will also prepare a supplementary report on this occasion.

decides that this authorization voids any previous delegation having the same purpose (*7th Resolution of the General Assembly Meeting of July 29, 2019*).

THIRTEENTH RESOLUTION

Delegation of authority to the Board of Directors to decide upon the issuance of shares and/or securities granting immediate or future rights to capital or granting a right to a debt security, with waiver of the shareholders' preferential subscription rights, through an offering referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code

The General Assembly, acting under the conditions of quorum and majority required for extraordinary general assemblies' meetings,

having reviewed the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Articles L.225-129 *et seq.* of the French Commercial Code, and in particular Articles L.225-129-2, L. 225-129-4, L.225-135, L.225-136 and L.228-91 *et seq.* of the French Commercial Code and 1° of Article 411-2 of the French Monetary and Financial Code,

delegates its competence to the Board of Directors, with the power of sub-delegation under the legal and regulatory conditions, for the purpose of issuing, on one or more occasions, in France or abroad, in the proportion and at the times it deems appropriate at the time of issuance, through an offering referred to in paragraph 1 of Article L.411-2 of the French Monetary and Financial Code, with waiver of preferential subscription rights without indication of beneficiaries, in euros or in foreign currency or in any other monetary unit established by reference to several currencies, of common shares of the Company and/or any other securities including subscription warrants or share warrants issued autonomously, giving access immediately or in the future, at any time or on a fixed date, to the Company's share capital (whether new or existing shares), issued for valuable consideration or free of charge, or of companies in which it directly or indirectly owns more than half of the share capital, or of companies in which it directly or indirectly owns more than half of the share capital, or giving right to a debt security, by subscription either in cash or by offsetting debts, conversion, exchange,

redemption, presentation of a warrant or in any other manner,

it being specified that the issuance of preference shares and securities granting right to preference shares is strictly excluded from this delegation,

decides that the securities giving access to equity securities of the Company or of companies that directly or indirectly own more than half of its capital or of companies of which it directly or indirectly owns more than half of the capital, or giving the right to a debt security, by subscription either in cash or by offsetting debts, conversion, exchange, redemption, presentation of a warrant or in any other way, thus issued may consist of debt securities or be associated with the issue of such securities, or allow their issue as intermediary securities

decides to set the following limits on the numbers of the issuance authorized in the event that the Board of Directors exercises this authorization:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is set at €4,000,000 or its equivalent in foreign currencies on the issue date, it being specified that the total nominal amount of these capital increases (i) will be limited to 20% of the capital per year (assessed on the date of the implementation of the delegation) and (ii) will be deducted from the amount of the overall cap amount provided for in the 15th resolution of this General Assembly Meeting. To this cap amount shall be added, where applicable, the nominal amount of additional shares to be issued to preserve, in accordance with the law and applicable contractual provisions, the securities' holder rights, giving access to Company shares;
- the total nominal amount of the issues of securities representing debt securities giving access to the share capital or giving the right to a debt security, by subscription either in cash or by offsetting debts, conversion, exchange, redemption, presentation of a warrant or in any other way likely to be issued pursuant to this delegation may not exceed an amount of €20,000,000 (or its equivalent in foreign currencies or in a unit of account established by reference to several currencies on the issuance date), it being specified that:
 - this amount will be deducted from the overall cap amount set by the 15th resolution of this General Assembly Meeting;
 - this cap amount will be increased, if necessary, by any redemption premium above par;
 - this cap amount does not apply to debt securities whose issue would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code;

decides to suppress, without specifying the beneficiaries, the shareholders' preferential subscription rights to the shares, other securities or debt instruments that may be issued pursuant to this resolution,

decides that the issues likely to be carried out pursuant to this resolution may be carried out through an offering as referred to in 1 ° of Article L. 411-2 of the French Monetary and Financial Code,

acknowledges and decides, as required, that this delegation of authority automatically implies, for the benefit of holders of securities giving immediate or future access to the Company's share capital, the waiver of the shareholders' preferential subscription rights to the shares that these securities grant rights over, in accordance with the provisions of Article L.225-132 of the French Commercial Code,

decides that this delegation of authority is granted to the Board of Directors for a period of twenty-six (26) months from the date of this assembly meeting,

decides that:

- for capital increases, the issue price of the new shares (which will be treated in the same way as existing shares, as specified in the paragraph below) will be set by the Board of Directors, in accordance with the provisions of Articles L.225-138-II and R.225-114 of the French Commercial Code and must be at least equal to either (i) the weighted average share price on the day preceding the date on which the issuance price is set, minus a maximum discount of 20%, if applicable, or (ii) the volume-weighted average share price over the last twenty (20) trading days preceding the date on which the issuance price is set, minus a maximum discount of 20%, or (iii) the average of 5 consecutive listed prices (either the closing price or the weighted average price, for the 5 consecutive prices) of the share chosen from among the last 30 trading days preceding the setting of the issuance price, potentially reduced by a maximum discount of 20%;
- for securities giving access to the share capital, the issuance price shall be set by the Board of Directors in such a way that the sums immediately received by the Company at the time of issuance of the securities in question, increased by the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, shall be at least equal to the minimum price provided for above.

It is specified, however, that in the event that the Company's shares are admitted to trading on a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price provided for by the legal and regulatory provisions in force applicable to companies whose shares are admitted to trading on a regulated market.

decides that the new shares issued in respect of the capital increases will be fully assimilated to the old common shares and subject to all the provisions of the bylaws and the decisions of the General Assemblies' Meetings;

specifies that the transactions referred to in this resolution may be carried out at any time, including in the event of a public offer for the Company's securities, in compliance with legal and regulatory provisions;

decides that the Board of Directors shall have full powers, with the power to sub-delegate such powers in accordance with the law and regulations, to implement or not implement this delegation of authority in accordance with the law, as well as the power to postpone the implementation of this delegation of authority, where applicable, and within the limits and under the conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued, decide on the issuance of securities giving access to debt securities and, more generally, decide on issuance under this delegation;
- decide the amount of the capital increase and more generally the amount of the issuance in the event of the issuance of securities giving access to debt securities, the issuance price and the amount of the premium that may, if applicable, be requested at the time of the issuance;
- set the issuance price as well as the amount of the premium that may, if applicable, be requested at the time of issuance, within the limits set by this resolution;
- determine the dates and terms and conditions of the capital increase, the nature and characteristics of the securities to be created, decide, in addition, in the case of the issuance of securities representing debt securities, whether they are subordinated or not (and, if so,

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their subordination rank in accordance with the provisions of Article L.228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable rate interest or zero coupon or indexed interest), their term (fixed or indefinite), and the other terms of issuance (including the granting of guarantees or securities) and amortization; these securities may be accompanied by warrants giving the right to the allotment, acquisition or subscription of bonds or other securities representing debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the term of these securities, the terms and conditions referred to above, in compliance with the applicable formalities;

- decide, in the event that the subscriptions have not exhausted the entire issuance, to limit the amount of the capital increase to the amount of the subscriptions received, provided that this amount reaches at least three quarters of the issuance decided;
- determine the method for paying up the shares or securities giving access to the capital to be issued or the securities to be issued;
- set, if applicable, the terms and conditions for exercising the rights attached to the shares or securities to be issued and, in particular, set the date, even retroactively, from which the new shares (i.e. any underlying securities) will carry dividend rights, determine the terms and conditions for exercising any conversion, exchange or redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company, as well as any other terms and conditions for carrying out the capital increase;
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with legal and regulatory provisions for a maximum period of three (3) months;
- at its sole initiative, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new capital after each capital increase;
- set and make all adjustments to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by capitalization of reserves, free allocation of shares, stock split or reverse stock split, distribution of reserves or any other assets, depreciation of capital, or any other transaction affecting shareholders' equity, and set the terms on which the rights of holders of securities giving access to the capital will be preserved, where applicable;
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any and all agreements, in particular in order to successfully complete the planned issuance, take all measures and carry out all formalities necessary for the issuance, listing and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto.

The final terms and conditions of the transaction will be the subject of an additional report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will prepare when it exercises the delegation of authority granted to it by this assembly meeting. The Statutory Auditor will also prepare a supplementary report on this occasion.

decides that this authorization voids any previous delegation having the same purpose (*12th Resolution of the General Assembly Meeting of May 31, 2018*).

FOURTEENTH RESOLUTION

Authorization for the Board of Directors to increase the number of shares issued in accordance with the provisions of Article L.225-135-1 of the French Commercial Code, in the event of the implementation of the delegations of authority with maintenance or waiver of preferential subscription rights, as the case may be.

The General Assembly, acting under the conditions of quorum and majority required for extraordinary general assemblies' meetings,

having reviewed the report of the Board of Directors, in accordance with the provisions of Article L.225-135-1 of the French Commercial Code,

authorizes the Board of Directors to (i) increase the number of securities to be issued in order to cover any over-allotments and to stabilize the share price in the context of issuance, with or without maintaining preferential subscription rights, of common shares and/or any other securities giving immediate or future access to the Company's share capital or giving right to a debt security, by subscription either in cash or by offsetting debts, conversion, exchange, redemption, presentation of a warrant or in any other manner, pursuant to the 12th and 13th resolutions of this meeting and the 11th and 13th resolutions of the General Assembly Meeting of May 28, 2019, and (ii) to carry out the corresponding issuance at the same price used for the initial issuance and within the limit of 15% of the latter, in accordance with the provisions of Article R. 225-118 of the Commercial Code or any other applicable provision;

decides that this authorization, granted to the Board of Directors for a period of twenty-six (26) months from the date of this assembly meeting, shall be implemented within thirty (30) days of the closing of the subscription of the initial issuance in question; if the Board of Directors has not exercised this authorization within this 30-day period, it will be considered null and void with respect to the issuance in question;

decides that the nominal amount of the corresponding issuance will not be deducted from the amount of the overall cap amount provided for in the 15th resolution;

acknowledges that, in the event of issuance with or without retention of preferential subscription rights, the limit provided for in 1 ° of I of Article L.225-134 of the French Commercial Code will be increased in the same proportions;

decides that this authorization voids any previous delegation having the same purpose (*8th Resolution of the General Assembly Meeting of July 29, 2019*).

FIFTEENTH RESOLUTION

Determination of the overall cap amount of the applicable authorizations to issue shares and securities giving access to the capital and securities representing debt securities.

The General Assembly, acting under the conditions of quorum and majority required for extraordinary general assemblies' meetings,

having reviewed the report of the Board of Directors,

decides to set at €4,000,000 the maximum nominal amount of the share capital increases, either

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immediate or deferred, that may be carried out pursuant to the delegations of authority granted by the 12th and 13th resolutions of this meeting and the 11th and 13th resolutions of the General Assembly Meeting of 28 May 2019, it being specified that to this nominal amount shall be added, where applicable, the nominal amount of any additional shares to be issued to preserve the rights of the holders of securities giving access to the Company's share capital in accordance with the law;

also decides to set at €20,000,000 the maximum nominal amount of securities representing claims on the Company that may be issued pursuant to the delegations of authority granted by the aforementioned resolutions;

decides that this resolution voids the cap amount as set by the 9th resolution of the General Assembly Meeting of July 29, 2019.

SIXTEENTH RESOLUTION

Delegation of authority to the Board of Directors to decide upon the issuance of common share warrants ("BSA 2020"), with waiver of the preferential subscription rights in favor of a category of persons.

The General Assembly, acting under the conditions of quorum and majority required for extraordinary general assemblies' meetings,

Having reviewed the Board of Directors' report and the Statutory Auditor's special report and in accordance with Articles L. 225-138, L. 225-129-2, L. 228-91 and L. 228-92 of the French Commercial Code,

delegates its authority to the Board of Directors for the purpose of issuing, on one or more occasions, a maximum number of 1,000,000 common share subscription warrants (hereinafter the "**BSA 2020**"), with waiver of the shareholders' preferential subscription rights to the said BSA 2020, each BSA 2020 giving the right to subscribe for one (1) new common share of the Company with a par value of €0.10,

decides, as a consequence, that the nominal amount of the capital increases likely to be carried out in the future pursuant to this delegation will be 100,000 euros, to which may be added the nominal amount of the shares to be issued in order to preserve the rights of the holders of the BSA 2020, should this reservation be necessary, it being specified:

- that the use of this delegation may not result in the total number of shares resulting from the exercise of BSPCEs, BSAs, share subscription or purchase options and free shares held by the Company's employees, directors, corporate officers (*mandataires sociaux*) and consultants representing more than 10% of the share capital on a fully diluted basis, it being specified that this percentage is and will be calculated by taking into account the capital existing on the date hereof, increased by the shares to be issued:
 - (i) on the exercise of securities giving access to the share capital that are currently valid,
 - (ii) pursuant to the use of this delegation,
 - (iii) pursuant to the use of the delegations granted by the 12th, 13th, 17th and 18th resolutions of this meeting,
 - (iv) pursuant to the use of the delegations granted by the 11th, 13th, 18th and 19th resolutions of the General Assembly Meeting of May 28, 2019.
- and that this cap amount (i) will not be deducted from the amount of the overall cap amount provided for in the 15th resolution of this Assembly Meeting or any other authorization set at a later date, and (ii) will be common to the BSPCE 2020 covered by the 17th resolution of this

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Assembly Meeting and the Options 2020 covered by the 18th resolution of this Assembly Meeting, without taking into account the nominal amount of the shares or shares to be issued in order to preserve the rights of the holders;

decides to waive the shareholders' preferential subscription rights to the BSA 2020 and to reserve the subscription of the said BSA 2020 for individuals or legal entities meeting one of the following characteristics:

- (i) persons holding a seat on the Board of Directors or member of any other supervisory or control body or study committee or exercising the functions of a censor within the Company;
- (ii) consultants or directors or partners of companies providing services to the Company that have entered into a consulting or service provision agreement with the Company in force at the time this delegation is used by the Board of Directors;
- (iii) any employee and/or director of the Company;
- (iv) any person participating significantly in the scientific or economic development of the company at the time of use of this delegation by the Board of Directors;

(the "**Beneficiaries**"),

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 the BSA 2020, the waiver by the shareholders of their preferential subscription right to the common shares to which the BSA 2020 give right,

decides that this delegation of authority is granted to the Board of Directors for a period of eighteen (18) months from the date of this assembly meeting,

decides that this delegation may be used at any time during this period, including, within the limits permitted by applicable regulations, during a public offer for the Company's securities;

decides that:

- the BSA 2020 will not be the subject of a request for admission to any market and, moreover, will be non-transferable except to the benefit of the Company. They will be issued in nominative form and will be the subject of an account registration;
- the BSA 2020 must be exercised within 7 years of their issue and the BSA 2020 that have not been exercised at the end of this period will automatically become null and void;
- the issuance price of a BSA 2020 will be determined by the Board of Directors on the date of issuance of the said BSA 2020 according to the characteristics of the latter and will in any event be at least equal to 10% of the subscription price (share premium included) of the share to which the BSA 2020 will entitle the holder (the "*Exercise Price*") as set by the Board of Directors under the conditions specified below, it being specified that the issuance price of the BSA 2020 must be paid up in full upon the subscription, by a cash payment or by offsetting against liquid receivables due from the Company;
- the Exercise Price, which will be determined by the Board at the time of allocation of the BSA 2020, must be at least equal to the volume-weighted average share price for the last 20 trading days preceding the date of allocation of the said BSA 2020 by the Board of Directors as long as the Company's shares are admitted to trading on a market or stock exchange,
- the common shares subscribed in this way must be fully paid up at the time of the subscription, either by cash payment or by offsetting against liquid and payable debts;

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decides that in the event that, as long as the BSA 2020 have not been fully exercised, the Company will proceed with one of the operations mentioned below:

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

the rights of the holders of the BSA 2020 would be reserved under the conditions provided for in Article L.228-98 of the French Commercial Code;

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,

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

- in the event of a capital reduction motivated by losses through a reduction in the number of shares, the rights of the holders of the BSA 2020 as to the number of shares to be received upon exercise of the BSA 2020 will be reduced accordingly as if the said holders had been shareholders from the date of issue of the BSA 2020;
- in the event of a capital reduction motivated by losses through a reduction in the nominal value of the shares, the subscription price of the shares to which the BSA 2020 entitle the holder will remain unchanged, the share premium being increased by the amount of the reduction in nominal value;

further decides that:

- in the event of a capital reduction not motivated by losses by way of a reduction in the nominal value of the shares, the subscription price of the shares to which the BSA 2020 entitle the holder will be reduced by the same amount;
- in the event of a capital reduction not motivated by losses through a reduction in the number of shares, the holders of the BSA 2020, if they exercise their BSA 2020, will be able to request the repurchase 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,

authorizes the Company to require the holders of the BSA 2020 to repurchase or redeem their rights as provided for in Article L.208-102 of the French Commercial Code.

decides to give full powers to the Board of Directors, with the power to sub-delegate such powers in accordance with the law and regulations, to implement this delegation, and for the purpose of:

- determining the list of beneficiaries among the persons fulfilling the characteristics specified above and set the number of BSA 2020 allocated to each of them;
- issuing and allocating the BSA 2020 and determining the subscription price, the exercise conditions and the final terms and conditions of the BSA 2020, in particular the exercise schedule and the cases of accelerated exercise conditions in accordance with the provisions of this resolution and within the limits set in this resolution;
- setting the price of the common share that may be subscribed for upon exercise of a BSA 2020 under the aforementioned conditions;

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- determining the dates and terms and conditions of the issuance of common shares to be carried out pursuant to this delegation in accordance with the legal and statutory requirements;
- receiving the subscription to the said BSA 2020 and acknowledging the completion of the final issue of the BSA 2020 under the conditions set out above and their allocation;
- recording the number of common shares issued as a result of the exercise of the BSA 2020, carrying out the formalities following the corresponding capital increases and making the corresponding amendments to the bylaws;
- taking all measures to ensure the protection of the holders of the BSA 2020 in the event of a financial transaction concerning the Company, in accordance with the legal and regulatory provisions in force;
- in general, taking any measure and carrying out any formality useful to this issuance.

The final terms and conditions of the transaction will be the subject of an additional report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will prepare when it exercises the delegation of authority granted to it by this meeting. The Statutory Auditor will also prepare a supplementary report on this occasion.

decides that this authorization voids any previous delegation having the same purpose (*10th Resolution of the Meeting of July 29, 2019*).

SEVENTEENTH RESOLUTION

Delegation of authority to the Board of Directors to decide upon the issuance of founders' share subscription warrants ("BSPCE 2020"), with waiver of the preferential subscription rights in favor of a category of persons

The General Assembly, acting under the conditions of quorum and majority required for extraordinary general assemblies' meetings,

having reviewed the report of the Board of Directors and the Statutory Auditor's special report and in accordance with Articles 163 bis G of the French General Tax Code and L. 225-138, L. 225-129-2, L. 228-91 and L. 228-92 of the French Commercial Code,

delegates its authority to the Board of Directors for the purpose of issuing, on one or more occasions, a maximum number of 1,000,000 warrants to subscribe for shares of founders (hereinafter the "**BSPCE 2020**"), with cancellation of the shareholders' preferential subscription rights to the said BSPCE 2020, each BSPCE 2020 giving the right to subscribe for one new common share with a par value of €0.10 of the Company,

decides, as a consequence, that the nominal amount of the capital increases likely to be carried out in the future pursuant to this delegation will be 100.000 euros, 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 BSPCE 2020, should this reservation be necessary, it being specified:

- that the use of this delegation may not result in the total number of shares resulting from the exercise of BSPCEs, BSAs, share subscription or purchase options and free shares held by the

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Company's employees, directors, corporate officers (*mandataires sociaux*) and consultants representing more than 10% of the share capital on a fully diluted basis, it being specified that this percentage is and will be calculated by taking into account the capital existing on the date hereof, increased by the shares to be issued:

- (i) on the exercise of securities giving access to the share capital that are currently valid,
 - (ii) pursuant to the use of this delegation,
 - (iii) pursuant to the use of the delegations granted by the 12th, 13th, 16th and 18th resolutions of this meeting,
 - (iv) pursuant to the use of the delegations granted by the 11th, 13th, 18th and 19th resolutions of the General Assembly Meeting of May 28, 2019.
- and that this cap amount (i) will not be deducted from the amount of the overall cap amount provided for in the 15th resolution of this Meeting or any other authorization set at a later date and (ii) will be common to the BSA 2020 covered by the 16th resolution of this Meeting and the Options 2020 covered by the 18th resolution of this Meeting, not taking into account the nominal amount of the shares or shares to be issued in order to preserve the rights of the holders;

decides to waive the shareholders' preferential subscription rights to the BSPCE 2020 and to reserve the subscription of said BSPCE 2020 for the benefit of the Company's employees, corporate directors subject to the employee tax regime (Chairman of the Board of Directors, Chief Executive Officer and Deputy Chief Executive Officer) of the Company and members of the Board of Directors of the Company (the "**Beneficiaries**"),

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 the BSPCE 2020, the waiver by the shareholders of their preferential subscription right to the common shares to which the BSPCE 2020 give right,

decides that this delegation of authority is granted to the Board of Directors for a period of eighteen (18) months from the date of this assembly meeting; in any event, this delegation will expire on the date on which the Company no longer meets the conditions of Article 163 bis G of the French General Tax Code for allocating BSPCEs,

decides that the present delegation will end at the earliest of the following dates: (i) the expiry of a period of eighteen (18) months from the date of this General Assembly Meeting, or (ii) the date on which the conditions provided for in Article 163 bis G of the French General Tax Code cease to be met,

notes that, in any event, the Board of Directors may only use this delegation if, at the time of allocation of the BSPCE 2020, the Company fulfills all the conditions required for the issue of warrants for founder shares under the conditions provided for in Article 163 bis G of the French General Tax Code,

decides that this delegation may be used at any time during this period, including, within the limits permitted by applicable regulations, during a public offer for the Company's securities;

decides that:

- the BSPCE 2020 will be non-transferable in accordance with Article 163 bis G of the French General Tax Code. They will be issued in nominative form and will be the subject of an account registration;
- the BSPCE 2020 must be exercised within 7 years of their issue and the BSPCE 2020 that have not been exercised at the end of this period will automatically become null and void;
- the BSPCE 2020 will be issued free of charge;

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- each BSPCE 2020 will allow the subscription, under the conditions of Article 163 bis G of the French General Tax Code, of one common share of the Company with a nominal value of €0.10, at a price per share set by the Board of Directors at the time it allocates the said warrants, it being specified that this price will be at least equal:
 - (i) in the event of the completion of one or more capital increases in the six months prior to the implementation of this delegation by the Board of Directors, to the subscription price of the common share retained at the time of the most recent of said capital increases assessed on the date of allocation of each BSPCE 2020, provided that the common shares to be issued at the time of exercise of the BSPCE 2020 confer rights equivalent to those issued in the context of the capital increase,

it being specified that, in order to determine the subscription price of a common share upon exercise of a BSPCE 2020, the Board of Directors will not take into account capital increases resulting from the exercise of founder warrants, share warrants or stock options as well as the allocation of free shares,
 - (ii) for any allocation that would take place outside the hypothesis referred to in (i) above, to the volume-weighted average share price for the last 20 trading days preceding the date of allocation of the said BSPCE 2020 by the Board of Directors (minus a maximum discount of 20% if applicable) for as long as the Company's shares are admitted to trading on a market or stock exchange,
- the common shares subscribed in this way must be fully paid up at the time of the subscription, either by cash payment or by offsetting against liquid and payable debts;

decides that in the event that, as long as the BSPCE 2020 have not been fully exercised, the Company would proceed with one of the operations mentioned below:

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

the rights of the holders of the BSPCE 2020 would be reserved under the conditions provided for in Article L.228-98 of the French Commercial Code;

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,

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

- in the event of a capital reduction motivated by losses through a reduction in the number of shares, the rights of the holders of the BSPCE 2020 as to the number of shares to be received upon exercise of the BSPCE 2020 will be reduced accordingly as if the said holders had been shareholders from the date of issue of the BSPCE 2020;
- in the event of a capital reduction motivated by losses through a reduction in the nominal value of the shares, the subscription price of the shares to which the BSPCE 2020 give right to the holder will remain unchanged, the share premium being increased by the amount of the reduction in nominal value;

further decides that:

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- in the event of a capital reduction not motivated by losses by way of a reduction in the nominal value of the shares, the subscription price of the shares to which the BSPCE 2020 give right to the holder will be reduced by the same amount;
- in the event of a capital reduction not motivated by losses through a reduction in the number of shares, the holders of the BSPCE 2020, if they exercise their BSPCE 2020, will be able to request the repurchase 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,

authorizes the Company to require holders of the BSPCE 2020 to redeem their rights as provided for in Article L.208-102 of the French Commercial Code.

decides to give full powers to the Board of Directors, with the power to sub-delegate such powers in accordance with the law and regulations, to implement this delegation, and for the purpose of:

- determining the list of beneficiaries among the persons fulfilling the characteristics specified above and setting the number of 2020 BSCPEs allocated to each of them;
- issuing and allotting the BSPCE 2020 and determining the terms and conditions of exercise and the final terms and conditions of the BSPCE 2020, in particular the timetable for exercise and cases of the acceleration of the terms and conditions of exercise in accordance with the provisions of this resolution and within the limits set out in this resolution;
- setting the price of the common share that may be subscribed for upon exercise of a BSPCE 2020 under the aforementioned conditions;
- determining the dates and terms and conditions of the issuance of common shares to be carried out pursuant to this delegation in accordance with the legal and statutory requirements;
- receiving the subscription to the said BSPCE 2020 and acknowledging the completion of the final issue of the BSPCE 2020 under the conditions set out above and their allocation;
- recording the number of common shares issued as a result of the exercise of the BSPCE 2020, carrying out the formalities following the corresponding capital increases and making the corresponding amendments to the bylaws;
- taking all measures to ensure the protection of holders of BSPCE 2020 in the event of a financial transaction involving the Company, in accordance with the legal and regulatory provisions in force;
- in general, taking any measure and carrying out any formality useful to this issuance.

The final terms and conditions of the transaction will be the subject of an additional report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will prepare when it exercises the delegation of authority granted to it by this meeting. The Statutory Auditor will also prepare a supplementary report on this occasion.

decides that this authorization voids any previous delegation having the same purpose (*11th Resolution of the General Assembly Meeting of July 29, 2019*).

EIGHTEENTH RESOLUTION

Authorization for the Board of Directors to grant share subscription and/or purchase options (“Options 2020”) in favor of employees and executive directors (dirigeants-mandataires sociaux).

The General Assembly, acting under the conditions of quorum and majority required for extraordinary general assemblies’ meetings,

having reviewed the Board of Directors’ report and the Statutory Auditor’s special report, in accordance with the provisions of Article L.225-177 of the French Commercial Code,

authorizes the Board of Directors, within the framework of the provisions of articles L.225-177 to L.225-186-1 of the French Commercial Code, to grant, on one or more occasions, to the benefit of (i) the members or some of the employees of the Company and of the companies related to it under the conditions set forth in article L.225-180 I of the French Commercial Code and (ii) the Company’s corporate officers (*mandataires sociaux*), options giving the right to subscribe for new common shares to be issued as part of a capital increase, as well as options giving the right to purchase common shares resulting from repurchases made by the Company under the conditions provided for by law (hereinafter the **“Options 2020”**) ;

decides that the subscription options and purchase options granted under this authorization may not give right upon their exercise to a total number of common shares exceeding 1,000,000, it being specified:

- that the use of this delegation may not result in the total number of shares resulting from the exercise of BSPCEs, BSAs, share subscription or purchase options and free shares held by the Company’s employees, directors, corporate officers (*mandataires sociaux*) and consultants representing more than 10% of the share capital on a fully diluted basis, it being specified that this percentage is and will be calculated by taking into account the capital existing on the date hereof, increased by the shares to be issued:
 - (i) on the exercise of securities giving access to the share capital that are currently valid,
 - (ii) pursuant to the use of this delegation,
 - (iii) pursuant to the use of the delegations granted by the 12th, 13th, 16th and 17th resolutions of this meeting,
 - (iv) pursuant to the use of the delegations granted by the 11th, 13th, 18th and 19th resolutions of the General Assembly Meeting of May 28, 2019.
- and that this cap amount (i) will not be deducted from the amount of the overall cap amount provided for in the 15th resolution of this General Assembly Meeting or any other authorization set at a later date and (ii) will be common to the BSA 2020 covered by the 16th resolution of this Meeting and the BSPCE 2020 covered by the 17th resolution of this Meeting, not taking into account the nominal amount of the shares or shares to be issued in order to preserve the rights of the holders; the Board of Directors must, in any event, comply with the legal limit set by articles L.225-182 and R.225-143 of the French Commercial Code ;

decides, as a result, that the nominal amount of the capital increases likely to be carried out in the future pursuant to this delegation will be 100,000 euros;

decides that the Board of Directors will determine the identity of the beneficiaries of the options, the number of options granted to each of them and the rights and conditions attached to the exercise of the options;

decides that the subscription or purchase price upon exercise of the stock options, for as long as the

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shares are admitted to trading on Euronext Growth, will be determined in accordance with the provisions of Article L.225-177 of the French Commercial Code and will be set by the Board of Directors on the day the options are granted, in accordance with the provisions of Articles L.225-177 and L.225-179 of the French Commercial Code, it being specified that:

- in the case of options to subscribe for new shares, the price may not be less than 95% of the average of the prices quoted during the 20 trading days preceding the day on which the option is granted;
- in the case of options to purchase existing shares, the price may not be less than 95% of the average of the prices quoted on the 20 trading days preceding the day on which the option is granted, nor the average purchase price of the shares held by the Company on the day on which the option is granted under Articles L.225-208 and L.225-209 of the French Commercial Code;

notes that this authorization entails, in favor of the beneficiaries of the subscription options, the express waiver by the shareholders of their preferential subscription rights to the common shares that will be issued as and when the subscription options are exercised;

sets the duration of this authorization at thirty-eight (38) months from the date of this assembly meeting,

decides that each option must be exercised at the latest within 7 years from the date of allocation;

grants full powers to the Board of Directors to implement this authorization, in particular for the following purposes:

- to determine whether the options granted under this authorization will be options to subscribe for or purchase shares;
- to determine the list of beneficiaries of options and the number of options allocated to each of them in accordance with the terms of this authorization;
- to set the dates on which the options will be allocated in accordance with the legal conditions and limits; and
- to set the terms and conditions of the options, and in particular to determine, under the conditions and within the limits of the law, the terms and conditions of the options:
 - the conditions applicable to the exercise of the options by their beneficiaries (in particular presence and, where applicable, performance conditions);
 - the option exercise dates or periods, provided that the Board of Directors may anticipate the option exercise dates or periods, or change the dates or periods during which the Common Shares obtained through the exercise of the options may not be sold or delivered to the holder;
 - any clauses prohibiting the immediate resale of all or part of the common shares resulting from the exercise of the options, without the period imposed for the retention of the shares exceeding three (3) years from the exercise of the option;
- where applicable, to limit, suspend, restrict or prohibit the exercise of the options or the sale or transfer to the holder of the common shares obtained by the exercise of the options, during certain periods or as from certain events, and its decision may relate to all or part of the options or common shares or concern all or part of the beneficiaries;

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- where applicable, to make adjustments to the number and price of common shares to which the exercise of the options gives right to the holder in order to preserve the rights of the beneficiaries, depending on any transactions carried out on the Company's share capital, and;
- to set the dividend entitlement date, even retroactively, for new common shares resulting from the exercise of subscription options.

decides that the Board of Directors shall have full powers, with the power to sub-delegate such powers under the conditions provided for by law, to record the completion of the capital increases up to the amount of the common shares that will be effectively subscribed by the exercise of the subscription options, to amend the bylaws accordingly, and, if it sees fit, to do so at its sole discretion, charge the costs of the capital increases against the number of the premiums relating to these transactions and deduct from this amount the sums necessary to fund the legal reserve, and carry out all formalities necessary for the listing of the securities thus issued, make all declarations to all bodies and, in general, take all actions that would otherwise be necessary.

Each year, the Board of Directors shall inform the Ordinary General Assembly Meeting of the transactions carried out under this resolution, in accordance with the provisions of Article L.225-184 of the French Commercial Code.

decides that this authorization voids any previous delegation having the same purpose (*18th Resolution of the General Assembly Meeting of May 28, 2019*).

NINETEENTH RESOLUTION

Delegation of authority to the Board of Directors to decide, in accordance with the provisions of Article L.225-129-6 of the French Commercial Code, upon a share capital increase under the conditions provided for in articles L.3332-18 et seq. of the French Labour Code, with waiver of the shareholders' preferential subscription rights for the benefit of the Company's employees subscribers of a company savings plan to be instituted by the Company.

The General Assembly, acting under the conditions of quorum and majority required for extraordinary general assemblies' meetings,

having reviewed the report of the Board of Directors and the special report of the Statutory Auditor,

in accordance, in particular, with the provisions of Articles L. 225-129 *et seq.* and L. 225-138-1 of the French Commercial Code, on the one hand, and Articles L. 3332-1 *et seq.* of the French Labor Code, on the other hand,

delegates to the Board of Directors all powers for the purpose of deciding on the issue, on one or more occasions, in the proportions and at the times it sees fit, of common shares reserved for members of a company savings plan of the Company and, as the case may be, of French or foreign companies linked to it under the terms of article L. 225-180 of the French Commercial Code and article L. 3344-1 of the French Labour Code,

decides that the total nominal amount of the share capital increases that may be carried out pursuant to this resolution shall not exceed €20,000, to which shall be added, as the case may be, the additional number of shares to be issued in order to preserve, in accordance with legal or regulatory provisions and, as the case may be, applicable contractual stipulations, the rights of the holders of securities giving access to shares, it being specified that this cap amount is set independently and shall not be deducted

from the cap amount set in the 15th resolution,

sets at eighteen (18) months, as from the date of this assembly meeting, the period of validity of the delegation covered by this resolution,

decides that the issuance price of the shares will be determined by the Board of Directors under the conditions provided for in Articles L. 3332-19 to L. 3332-23 of the French Labour Code,

decides to suppress, in favor of members of a company savings plan, the shareholders' preferential subscription rights to the shares to be issued,

decides that the Board of Directors shall have full powers to implement this delegation, with the power to sub-delegate such powers in accordance with the law and subject to the conditions specified above, in particular for the following purposes:

- to decide that subscriptions could potentially be carried out directly or through corporate mutual funds or other structures or entities permitted by applicable legal or regulatory provisions,
- to determine the dates, terms and conditions of the issues to be carried out pursuant to this resolution, and, in particular, to set the opening and closing dates for subscriptions, the dates of entitlement to dividends, the terms and conditions for paying up the shares, and to grant time limits for paying up the shares,
- to record the completion of the capital increases up to the number of the shares that will actually be subscribed and to amend the bylaws accordingly, to carry out, directly or through an agent, all operations and formalities related to the share capital increases and, where applicable, to charge the costs of the capital increases against the number of the premiums relating to these increases and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase.

Within the Authority of the Ordinary General Assembly

TWENTIETH RESOLUTION

Powers for formalities

The General Assembly, acting under the conditions of quorum and majority required for ordinary general assemblies' meetings,

grants full powers to the holder of an original, copy or extract of this document for the purpose of carrying out all publications and completing any formalities provided for by the legislation in force.