

MaaT PHARMA
Limited company with a share capital of 988,886.50 euros
Registered office : 70 avenue Tony Garnier – 69007 Lyon
808 370 100 RCS Lyon

(hereinafter the “**Company**”)

REPORT OF THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING OF THE SHAREHOLDERS DATED MAY 31, 2022
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Dear shareholders,

We have convened you to the combined general meeting to be held on 31 May 2022 (the “**General Meeting**”) in order to submit for your approval decisions that fall within the competence of the ordinary general meeting, on the one hand, and the extraordinary general meeting, on the other.

The purpose of this report is to present to you the important matters of the draft resolutions and to give you, prior to their adoption at the General Meeting, the information required by the regulations in force.

You will therefore be called upon to decide on the following agenda:

On an ordinary basis:

- 1) Approval of the annual financial statements for the year ended on December 31, 2021;
- 2) Allocation of income for the year ended on December 31, 2021;
- 3) Allocation of the balance of the “Retained earnings” account to the “Share premium” account;
- 4) Special report of the statutory auditors on related-party agreements and acknowledgement of the absence of new related-party agreements;
- 5) Renewal of the term of office of Mr. Jean-Marie Lefevre, as director,
- 6) Renewal of the term of office of Mr. Claude Bertrand, as director,
- 7) Renewal of the term of office of Mr. Hervé Affagard, as director,
- 8) Renewal of the term of office of Seventure Partners, as director,
- 9) Renewal of the term of office of Ms. Dorothee Burkel, as director,
- 10) [Reserved],
- 11) Renewal of the term of office of Mr. Jean Volatier, as director,
- 12) Renewal of the term of office of Bpifrance Investissement, as observer,
- 13) Approval of the compensation policy for the chairman of the Board of Directors and the directors for the 2022 financial year;
- 14) Approval of the compensation policy for the chief executive officer and/or any other executive corporate officer for the 2022 financial year;
- 15) Approval of the information set out in section I of Article L.22-10-9 of the French Commercial Code;
- 16) Approval of the fixed, variable and non-recurring components of overall compensation and benefits of all types paid or assigned during the year ended to Jean-Marie Lefevre, Chairman of the Board of Directors;

17) Approval of the fixed, variable and non-recurring components of overall compensation and benefits of all types paid or assigned during the year ended to Hervé Affagard, Chief Executive Officer;

On an extraordinary basis:

18) Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or other securities, with cancellation of preferential subscription rights, in favour of a category of persons meeting specified characteristics;

19) Overall limit on the amount of issues set under the eleventh, twelfth, thirteenth, fifteenth, twenty-fifth and twenty-sixth resolutions of the combined general meeting dated October 14, 2021 and under the eighteenth resolution of this general meeting;

20) Delegation of powers to be granted to the Board of Directors to issue share warrants with cancellation of preferential subscription rights, in favour of a category of persons meeting specified characteristics;

21) Overall limits on the amounts of issues set under the nineteenth and twenty-first resolutions of the combined general meeting dated October 14, 2021 and under the twentieth resolution of this general meeting;

22) Delegation of powers to be granted to the Company's Board of Directors to increase the share capital by the issue of the Company's shares in favour of the members of a company savings plan pursuant to Articles L.3332-18 *et seq.* of the French Labour Code;

On an ordinary basis:

23) Powers to complete formalities.

We hereby present to you our report on the various operations mentioned above submitted for your approval.

You have also been provided with the draft text of the resolutions submitted for your approval. We also invite you, more generally, to refer to the 2021 annual financial report containing the management report of the Board of Directors on the Company's activities.

PRESENTATION OF THE REASONS FOR THE RESOLUTIONS SUBMITTED TO THE VOTE OF GENERAL MEETING

- I. Management reports of the Company's activities during the financial year ended December 31, 2021 – Approval of the financial statements – Allocation of earnings - Allocation of the balance of the "Retained earnings" account to the "Share premium" account (1st to 3rd resolutions)

You are invited to approve the financial statements for the year ended 31 December 2021, resulting in a loss of 8,236,097 euros.

The business activity and the earnings for this financial year are presented and commented in the management's report of the board of directors (the "**Board of Directors**"), itself included in the Company's annual financial report for the financial year 2021, available on the Company's website and the AMF's website since its filing with the AMF on April 14, 2022. We therefore invite you to refer to the management report of the Board of Directors which has been made available to you in accordance with the legal and regulatory requirements.

With respect to the conduct of corporate affairs since the beginning of the current financial year, we

also invite you to refer to the management report on the Company's activities included in the annual financial report for the year 2021.

With regard to the allocation of the earnings, having noted that the Company's financial year ended December 31, 2021 results in a loss of 8,236,097 euros, we propose you to allocate the said loss to the "Retained Earnings", the balance of which will thus be brought to a negative balance of 8,236,097 euros.

In accordance with applicable law, we remind you that no dividend has been distributed during the three last fiscal years.

It is also proposed to you, in the event that you decide to allocate the loss for the financial year to the "Retained Earnings" account as described above, to allocate the balance of the "Retained Earnings" account, i.e. a negative balance of 8,236,097 euros, to the "Share Premium" account, which would thus be reduced from 46,464,162 euros to 38,228,065 euros.

After this allocation, the balance of the "Retained Earnings" account would be reduced to zero.

II. Special report of the statutory auditors on related-party agreements and acknowledgement of the absence of new related-party agreements (4th resolution)

You will be invited, having reviewed the statutory auditors' special report on the related agreements referred to in Articles L. 225-38 and seq. of the French Commercial Code, which has been made available to you in accordance with legal and regulatory requirements, to acknowledge the absence of new related-party agreements.

III. Renewal of the term of office of the directors and the observer (5th à 12th resolution)

You are invited to renew the term of office of the following directors:

- Mister Jean-Marie Lefebvre, born on 3 May 1958, in Fort-de-France, of French nationality, residing at 16 rue Fizeau, 75015 Paris, as director, for a period of one (1) year which will expire at the end of the shareholders' general meeting to be held in 2023 to approve the financial statements for the previous financial year;
- Mister Claude Bertrand, born on 2 June 1962, in Colmar, of French nationality, residing at 102 boulevard des Etats-Unis, 78110 Le Vésinet, as director, for a period of one (1) year which will expire at the end of the shareholders' general meeting to be held in 2023 to approve the financial statements for the previous financial year;
- Mister Hervé Affagard, born on 30 January 1974, in Rouen, of French nationality, residing at 23 allée Adanson, 69110 Sainte Foy lès Lyon, as director, for a period of one (1) year which will expire at the end of the shareholders' general meeting to be held in 2023 to approve the financial statements for the previous financial year;
- Seventure Partners, a public limited company whose registered office is located at 5-7 rue de Monttessuy, 75007 Paris, registered in the Paris Trade and Companies Register under number 327 205 258, as a director, for a term of one (1) year which will expire at the end of the shareholders' general meeting to be held in 2023 to approve the financial statements for the previous financial year;
- Madam Dorothee Burkel, born on 2 May 1963 in Paris (75), of French nationality, residing at 32 rue Guersant 75017 Paris, as director, for a term of one (1) year which will expire at the end of the shareholders' general meeting to be held in 2023 to approve the financial statements for

the previous financial year;

- Mister Jean Volatier, born on 25 May 1964 in Dijon (21), of French nationality, residing at 6 rue Richard, 21200 Beaune, as director, for a period of one (1) year which will expire at the end of the shareholders' general meeting to be held in 2023 to approve the financial statements for the previous financial year.

We also inform you that Ms. Martine George, an independent director of the Company, has resigned from her duties with effect as from June 1, 2022. Consequently, the resolution no. 10 relating to the renewal of her functions announced in the notice of this meeting, published on April 25, 2022, is no longer applicable. As a result, in order to avoid any technical problems related to the renumbering of the resolutions of the meeting, this resolution no. 10 is now indicated as "reserved" within the text of the resolutions; consequently, we invite you not to consider this resolution which is not submitted to your vote (it being specified that all the other resolutions remain submitted to your vote).

You are also invited to renew the term of office of the observer:

- Bpifrance Investissement, a simplified joint stock company (*société par actions simplifiée*) whose registered office is located at 27/31 avenue du Général Leclerc, 94710 Maisons Alfort Cedex, France, and which is registered in the Créteil Trade and Companies Register under number 433 975 884, as a non-voting member of the Board of Directors, for a period of one (1) year which will expire at the end of the shareholders' general meeting to be held in 2023 to approve the financial statements for the previous financial year.

In this respect, we inform you that (i) Mr Jean-Marie Lefebvre, Mr Claude Bertrand, Mr Hervé Affagard, Seventure Partners, Ms Dorothée Burkel and Mr Jean Volatier have already indicated that they accept the duties or director in the event that these duties would be conferred on them and have declared that they do not hold any office in other companies that would prevent them from accepting these duties and (ii) that Bpifrance Investissement has already indicated that it accepts the duties of observer in the event that these duties are conferred to it and has declared that it does not hold any office in other companies that would prevent it from accepting these duties.

IV. Approval of the compensation policy for the chairman of the Board of Directors and the Directors for the 2022 financial year (13th resolution)

In accordance with the provisions of the Article L.22-10-8 of the French Commercial Code, we ask you to approve the compensation policy for the chairman of the Board of Directors and the directors for the financial year 2022, as described in the Board of Directors' report on corporate governance of the Company, the content of which is included in the 2021 financial report, in section 5.1 (Section B).

V. Approval of the compensation policy for the Chief Executive Officer and/or any other executive corporate officer for the 2022 financial year (14th resolution)

In accordance with the provisions of the Article L.22-10-8 of the French Commercial Code, we ask you to approve the compensation policy for chief executive officer and/or any other executive corporate officer for the financial year 2022, as described in the Board of Directors' report on corporate governance of the Company, the content of which is included in the 2021 financial report, in section 5.1 (Section B).

VI. Approval of the information referred to in I of Article L.22-10-9 of the French Commercial Code (15th resolution)

In accordance with the provisions of the Article L.22-10-9, I of the French Commercial Code, we ask you to approve the information referred to and mentioned in the corporate governance report, integrated in the annual financial report 2021, in section 5.2 (Section B).

VII. Approval of the fixed, variable and non-recurring components of overall compensation and benefits of all types paid or assigned during the year ended to the chairman of the Board of Directors and to the Chief Executive Officer (16th et 17th resolutions)

In accordance with the provisions of Article L.22-10-34, II of the French Commercial Code, we ask you to approve the fixed, variable and non-recurring components of overall compensation and benefits of all types paid or assigned during the year ended, as described in detail in paragraph 5 (*Remuneration and benefits*) of the corporate governance report itself included in Section B of the Company's annual financial report, to the following corporate officers:

- **Mir Jean-Marie Lefevre**, Chairman of the Board of Directors (*16th resolution*):

Elements of compensation and benefits of all types paid or assigned for the financial year 2021	Amounts or accounting valuation to be voted	Presentation
Fixed compensation	None	None
Annual variable compensation	None	None
Exceptional compensation	None	None
Free allocation of shares	None	None
Stock options allocation	None	None
Compensation for duties as Director	None	None
Compensation for termination of service	None	None

- **Mr Hervé Affagard**, Chief Executive Officer (*17th resolution*) :

Elements of compensation and benefits of all types paid or assigned for the financial year 2021	Amounts or accounting valuation to be voted	Presentation
Fixed compensation	198,086 € (amount allocated in the financial year 2021 and paid in the same year)	Fixed compensation for the term office of Chief Executive Officer for 2021.
Annual variable compensation	71,311 € (amount to be paid <u>after approval by the General Meeting 2021</u>)	During its meeting on 17 March 2022, the Board of Directors acknowledged that the Chief Executive Officer had achieved 90% of his objectives, equivalent to a variable compensation of 71,311€. The objectives of the variable compensation were set by the Board of Directors on 16 March 2021 and are linked to the achievement of qualitative and quantitative objectives (see § 5.1.1.2.2 of the corporate

	67,257 € (amount paid during the financial year 2021 for the financial year 2020)	governance report itself included in Section B of the annual financial report 2021).
Exceptional compensation	None	None
Free allocation of shares	None	None
Stock options allocation	None	None
Other compensations	None	None
Compensation for termination of service	There is no amount to be voted on (there is no amount to be paid for the financial year 2021).	The detailed description of this commitment is included in paragraph 5.1.1.2 of the corporate governance report itself included in Section B of the annual financial report 2021.

VIII. Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or other securities, with cancellation of preferential subscription rights, in favour of a category of persons meeting specified characteristics (18th resolution)

You are invited to delegate to the Board of Directors your authority to proceed with a capital increase, with cancellation of preferential subscription right, in favour of a category of persons meeting specified characteristics fixed below, on one or more occasions, in such amounts and at such times as it would decide, in France and/or abroad, in euros, or any other currency or monetary unit established by reference to several currencies at the discretion of the Board of Directors, by issuing:

- ordinary shares of the Company; and/or
- other securities (including in particular, all debt securities) giving access to the Company's share capital;

which may be subscribed for either in cash or by offsetting debts,

The securities thus issued could consist of debt securities, be associated with the issue of such securities or allow them to be issued as intermediate securities.

You are invited to delegate to the Board of Directors your authority in order to decide the issuance of shares or other securities giving access to the Company's share capital to be issued following the issue of securities giving access to the share capital of the Company, by any company which directly or indirectly owns more than half of the Company's share capital or of which the Company directly or indirectly owns more than half of the share capital. This resolution would automatically cancel, for the benefit of holders of securities to be issued by any company in the Company's group, the shareholders' preferential subscription right of the Company's shareholders to the ordinary shares or securities giving access to the share capital of the Company to which the securities issued entitle them.

The securities thus issued could consist of debt securities, be associated with the issue of such securities or allow them to be issued as intermediate securities.

You are invited to cancel the shareholders' preferential subscription right to the ordinary shares or other securities issued pursuant to this delegation.

You are invited to decide that, in accordance with the provisions of article L. 225-132 of the French Commercial Code, the decision to issue securities giving access to the Company's share capital would imply the waiver by the shareholders to their preferential subscription right to ordinary shares of the Company to which the ordinary shares or other securities issued pursuant to this delegation could give right to, immediately and/or in the future,

You are invited to set at 150% of the share capital on the date of the share capital increase decision by the Board of Directors the overall maximum nominal amount of the capital increases that may be carried out, immediately or in the future, under of this resolution, it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation would be deducted from the amount of the global limit provided for in the 19th resolution below;
- to this global limit, would be added, as the case may be, the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of the holders of securities and other rights giving access to the capital.

You are invited to set at € 30,000,000 (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 under this delegation, it being specified that:

- this amount would be increased, if applicable, by any redemption premium above the par value;
- this amount would be deducted from the overall limit referred to in the 19th resolution below.
- this limit would 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 issuance would be decided or authorized by the Board of Directors under the conditions provided by article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of article L. 228-36-A of the French Commercial Code;

You are invited to decide that, if the subscriptions received would not represent the full amount of a subscription, the Board of Directors could use one or more of the various means provided by law in the order it would deem appropriate, of only some of such means, in particular to:

- limit the amount of the issue to the amount of the subscriptions, if applicable, within the limits provided for by the regulation,
- freely allocate all or part of the unsubscribed securities amongst the categories of persons defined below.

The issue price of the shares that could be issued pursuant to this delegation would be fixed by the Board of Directors in accordance with the following conditions:

- the price will be at least equal, at the discretion of the Board of Directors, to (i) either the closing price of the Company's shares on the regulated market of Euronext Paris during the last trading day prior to the fixing of the price, with, if applicable, a maximum discount of up to 20%, (ii) or the volume-weighted average (in the central order book and excluding off-market blocks) of the prices of the shares of the Company on the regulated market of Euronext Paris during the last 3 trading days prior to the fixing of the price, with, if applicable, a maximum discount of up to 20%, (iii) or the weighted average price of the share of the Company on the day prior to the fixing of the price, with, if applicable, a maximum discount of up to 20%, (iv) or the average of 5 consecutive quoted prices of the share chosen from among the last 30 trading days prior to the fixing of the price, with, if applicable, a maximum discount of up to 20%, taking into

account, if applicable, the date of any dividend rights and it being specified that the issue price of securities giving access to the capital, if any, issued pursuant to this delegation shall be such that the sum received immediately by the Company, plus the amount that may be collected by the Company upon the exercise or conversion of such securities, would be for each share issued as a result of the issue of such securities, at least equal to the minimum amount referred to above, it being finally specified that the date on which the price is set could be determined, at the choice of the Board of Directors, in particular in accordance with the date of the decision to issue the ordinary shares in case of a direct issue or the date of issue following the exercise or conversion of securities.

You are invited to cancel the shareholders' preferential subscription right to the ordinary shares and to other securities giving access to the share capital to be issued in accordance with article L. 228-91 of the French Commercial Code, in favour of one or more person(s) belonging to one or more of the following categories of persons:

(i) natural person(s) or legal entity(ies), including companies, trusts, investment funds or other investment vehicles, in any form, established under French or foreign law, that regularly invest in the pharmaceutical, biotechnological or medical technologies sectors, as the case may be, when an industrial, commercial, licensing, research or partnership agreement is entered into with the Company; and/or

(ii) company(ies), institution(s) or entity(ies) in any form, French or foreign, which conduct a significant portion of their business in these sectors or in the field of cosmetics or chemicals or medical devices or research in these fields, or having entered into an industrial, commercial, licensing, research or partnership agreement with the Company; and/or

(iii) any credit institution, any French or foreign investment service provider or member of a banking syndicate or any company or investment fund undertaking to subscribe to any issue likely to result in a future capital increase which may be carried out pursuant to this authorization as part of the implementation of an equity or bond financing line; and/or

(iv) French or foreign investment service provider(s) or any foreign establishment of equivalent status, that will ensure the completion of an issue targeted at the persons referred to points (i) and/or (ii) above, and in this context to subscribe the issued securities;

You are invited to decide that the Board of Directors would have all powers to implement, in accordance with the conditions set by law and the bylaws, this delegation in order to, in particular:

- decide on the capital increase and determine the securities to be issued and, more generally, decide on the issues pursuant to this delegation;
- set the list of beneficiaries within the categories designated above;
- set the number of securities to be allocated to each beneficiary;
- decide the amount of the capital increase and, more generally, the amount of the issue in the event of the issue of securities, the issue price and the amount of any premium that may, if applicable, be requested pursuant to the issuance;
- set the terms and conditions of any issue and the form and characteristics of the shares or securities giving access to the capital to be issued, with or without a premium, their date of the possible retroactive dividend rights, their method of payment and, where applicable, the conditions for the exercise of rights of exchange, conversion, redemption or allotment of any other type of shares or securities giving access to the capital;

- make any necessary adjustments in accordance with legal or regulatory provisions and, where applicable, contractual provisions, to protect the rights of holders of securities and other rights giving access to the Company's share capital;
- suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months; and
- with the ability to sub-delegate under the conditions prescribed by law, take any measure necessary to implement this delegation.

The Board of Directors would be able to:

- on its sole initiative and when it would deem it appropriate, deduct the fees, rights and expenses arising from the capital increases carried out pursuant to the delegation referred to in this resolution, from the amount of the premiums related to these transactions and to deduct, on the amount of these premiums, the sums necessary to bring the legal reserve up to one-tenth of the new capital, after each transaction,
- make any decision to get the securities and securities so issued admitted to trading on the regulated market Euronext Paris and/or on any other market on which the Company's shares would then be listed; and, more generally,
- take any measures, enter into any commitment and carry out any formalities necessary for the successful completion of the proposed issuance, finalize the resulting capital increase and amend the bylaws accordingly.

The delegation granted to the Board of Directors would be valid for a period of eighteen (18) months from the General Meeting.

This delegation of authority would cancel as of this date, the unused portion, if any, of any previous delegation of authority for the same purpose,

The Board of Directors would inform the ordinary shareholders' meeting every year of the transactions completed pursuant to this resolution.

IX. Overall limit on the amount of issues set under the eleventh, twelfth, thirteenth, fifteenth, twenty-fifth and twenty-sixth resolutions of the combined general meeting dated October 14, 2021 and under the eighteenth resolution of this general meeting (19th resolution)

You are invited to decide that:

- the maximum aggregate nominal amount of the share capital increases that may be completed pursuant to the delegations granted pursuant to the (i) 11th to 13th resolutions, 15th resolution and pursuant to the 25th and 26th resolutions of the combined general meeting dated October 14, 2021 and (ii) the 18th resolution of this meeting shall not exceed 150% of the share capital on the date of the share capital increase decision by the Board of Directors, it being specified that to this limit would be added the amount of additional shares to be issued in order 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;
- the maximum aggregate nominal amount of the debt securities that may be issued under the

above delegations would be fixed at € 30,000,000, it being specified that this ceiling does not apply to the debt securities referred to in articles L. 228-40, L. 228-36-A, and L. 228-92, section 3, of the French Commercial Code, whose issuance would be decided or authorized by the Board of Directors under the conditions provided by article L. 228-40 of the French Commercial Code, or in other cases, under the conditions that the Company may determine in accordance with the provisions of article L. 228-36-A of the French Commercial Code.

X. Delegation of powers to be granted to the Board of Directors to issue share warrants with cancellation of preferential subscription rights, in favour of a category of persons meeting specified characteristics (20th resolution)

You are invited to delegate to the Board of Directors your authority to issue a maximum number of warrants (“**BSA**”) representing a capital increase of a maximum nominal amount equivalent to 10% of the share capital of the Company on the date of use of this delegation by the Board of Directors, it being specified that this number would be deducted from the overall limit provided by the 21th resolution below.

Each BSA would give entitlement to subscribe to one ordinary share of the Company.

The issue price of a BSA would be determined by the Board of Directors on the date the BSA is issued in accordance with its characteristics (including the condition of presence of the beneficiary).

You are invited to cancel, for these BSA, the shareholders’ preferential subscription right and to reserve the subscription in favour of the following categories of persons:

- directors of the Company or of one of its subsidiaries on to the date of allocation of the BSA;
- independent members of any committee that the Board of Directors of the Company has established or will establish; and
- any natural or legal person related directly or indirectly to the Company or to one of its subsidiaries by means of a consultancy agreement or equivalent, (the “**Beneficiaries**”).

You are invited, in accordance with the provisions of article L. 225-138-I of the French Commercial Code, to delegate to the Board of Directors the powers to determine the list of Beneficiaries and the number of BSA allocated to each Beneficiary designated as such.

You are invited to authorize the Board of Directors, within the limits of the foregoing, to issue and allocate BSA, on one or more occasions, to each Beneficiary.

You are invited to delegate to the Board of Directors the powers to determine, for each Beneficiary, the terms and conditions for exercising BSA and, in particular, the issue price of BSA and the BSA exercise schedule, it being specified that these should be exercised no later than ten (10) years from their issuance and that the BSA not exercised at the expiry of this ten (10) year period would automatically lapse.

Each BSA would allow the subscription of one ordinary share at an exercise price determined by the Board of Directors on the date of issuance of the BSA, which should be at least equal to the closing price of one ordinary share of the Company listed on the regulated market Euronext Paris on the date of issuance, possibly reduced by a maximum discount of 15% (it being specified that in the event that BSA are allocated to directors of the Company (or of one of its subsidiaries depending on the date of allocation of the BSA) the said BSA will be allocated to the relevant directors at market conditions).

The ordinary shares thus subscribed should be fully paid up at the time of their subscription, either in cash or through potential offsetting of any debt.

The new shares delivered to the Beneficiary upon the exercise of their BSA should be subject to all legal provisions and would carry dividend rights from the first day of the financial year in which they would be issued.

The BSA would not be transferable, subject to the prior approval of the Board of Directors and would not be admitted to trading on any market. They would be issued in nominative form and held in an administered account.

You are invited to decide to issue a maximum of ordinary shares representing a capital increase of a maximum nominal amount equivalent to 10% of the share capital of the Company on the date of use of this delegation by the Board of Directors, to which the BSA issued would grant entitlement.

The decision to issue BSA, in accordance with the provisions of articles L. 228-91 and L. 225-132 of the French Commercial Code, would imply that the shareholders would cancel their preferential subscription right to the shares to which the BSA issued would entitle, immediately and/or in the future, for the benefit of the holders of those securities.

We recall you that pursuant to article L. 228-98 of the French Commercial Code:

- in the event of capital decrease caused by losses through the reduction in the number of shares, the rights of the BSA holders as regards the number of shares to be received upon exercise of the BSA would be reduced accordingly as if the said holders would have been shareholders as from the issuance date of the BSA;
- in the event of capital decrease caused by losses through the reduction of the nominal value of shares, the subscription price of the shares to which the BSA would give right would not vary, the issue premium being increased by the amount of the reduction in the nominal value.

You are invited to further decide that:

- in the event of capital decrease, non-caused by losses, through the reduction of the nominal value of shares, the subscription price of the shares to which the BSA would give right would be reduced proportionally;
- in the event of capital decrease, non-caused by losses, through the reduction in the number of shares, the BSA holders, if they would exercise their BSA, should be able to request the redemption of their shares in the same conditions as if they would have been shareholders at the time of redemption by the Company of its own shares.

The Company, in accordance with article L.228-98 of the French Commercial Code, would be authorized, without having to request the authorization of the BSA holders, to modify its form and corporate purpose.

We recall you that, pursuant to the provisions of article L. 228-98 of the French Commercial Code, the Company could neither amend the rules for distributing its profits, nor redeem its capital or create preference shares involving such a modification or redemption unless so authorized by the contract of issuance or in the circumstances provided for in article L. 228-103 of the French Commercial Code and subject to making the provisions necessary to maintain the rights of the holders of securities giving access to the capital according to the conditions defined in article L. 228-99 of the French Commercial Code.

You are invited to decide, in the event that it would be necessary to proceed with the adjustment provided for in article L. 228-99 3° of the French Commercial Code, that the adjustment would be made by applying the method provided for by article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right as well as the value of the share before removal of the subscription right would, if necessary, be determined by the Board of Directors

depending on the subscription, exchange or sale price per share fixed during the last transaction involving the Company's capital (capital increase, contribution of securities, sales of shares, etc.) during the six (6) months preceding the Board of Directors' decision or, failing the completion of such an operation during this period, depending on the actual and/or forecast turnover of the Company or any other financial parameter which would appear relevant to the Board of Directors (and which would be validated by the Company's statutory auditors).

You are invited to authorize the Company to impose on the holders of BSA the repurchase or redemption of their rights as stipulated in article L. 228-102 of the French Commercial Code.

You are invited to give all powers to the Board of Directors to implement this resolution and, in particular, in order to:

- determine the subscription price of the BSA and of the shares to which they would give right pursuant to the terms of this resolution;
- issue and allocate BSA and to decide the conditions of their exercise and the final terms and conditions of the BSA, including the exercise schedule, in accordance with the provisions of this resolution and within the limits set by this resolution, it being specified that the terms and conditions could differ from a beneficiary to another;
- collect BSAs' subscriptions and the related payments;
- report the number of ordinary shares issued following the exercise of BSA, carry out the formalities following the corresponding capital increases and make the relevant amendments to the bylaws;
- take all measures to ensure that BSA holders would be protected in the event of a financial transaction involving the Company and in accordance with the legal and regulatory provisions in effect;
- make any decision to get the shares issued following the exercise of BSA admitted to trading on the regulated market Euronext Paris and/or on any other market on which the Company's shares would then be listed; and
- generally, take any measures and perform any formality appropriate to this issuance.

This delegation would supersede any previous delegation with the same purpose,

This delegation would be granted for a period of eighteen (18) months from the date of this meeting.

XI. Overall limit on the amount of issues set under the nineteenth and twenty-first resolutions of the combined general meeting dated October 14, 2021 and under the twentieth resolution of this general meeting (21st resolution)

You are invited to decide that the total number of (i) shares that would be allocated free of charge pursuant to the 19th resolution of the combined general meeting dated October 14, 2021, (ii) shares that may be purchased or subscribed upon the grant of options pursuant to the 21st resolution of the combined general meeting dated October 14, 2021 and (iii) shares that could be purchased or subscribed upon the exercise of share warrants allocated pursuant to the 20th resolution above may not exceed 10% of the share capital of the Company on the date of use of the relevant delegation by the Board of Directors, it being specified that to this limit should be added the additional amount of shares to be issued in order to protect, in accordance with the applicable contractual provisions, the rights of the holders of securities

and other rights giving access to the shares.

XII. Delegation of powers to be granted to the Company's Board of Directors to increase the share capital by the issue of the Company's shares in favour of employees who are members of a company savings plan pursuant to Articles L.3332-18 et seq. of the French Labour Code (22nd resolution)

You are invited, in accordance, in particular, with the provisions of articles L. 225-129 *et seq.* and L. 255-138, L. 225-138-1 of the French Commercial Code and articles L. 3332-1 and L. 3332-18 *et seq.* of the French Labour Code, to delegate to the Board of Directors your authority in order to increase the share capital, on one or more occasions, at its discretion, by issuing ordinary shares reserved to employees and eligible corporate officers of the Company and of companies related to it within the meaning of article L. 225-180 of the French Commercial Code and article L. 3344-1 of the French Labour Code and which, moreover, would meet the conditions that may be set by the Board of Directors (hereafter, "**Group Employees**"), subscribed directly or indirectly through the intermediary of one or several companies mutual funds, as long as the Group Employees would adhere to a collective employee shareholding plan as stipulated in articles L. 3332-1 *et seq.* of the French Labour Code.

You are invited, consequently, to cancel the preferential subscription right granted to shareholders pursuant to article L. 225-132 of the French Commercial Code and to reserve subscription for the said shares to Group Employees, the other shareholders waiving any right to receive any free share in relation to the discount or employer contribution that would be issued on the basis of this resolution.

The total amount of capital increases that may be carried out pursuant to this resolution would not exceed the maximum amount of 3% of the share capital of the Company, and to which would be added, where applicable, the additional amount of shares to be issued in order to protect, in accordance with the applicable contractual provisions, the rights of the holders of securities and other rights giving access to the shares.

The issue price for a share would be determined by the Board of Directors in accordance with the terms and conditions stipulated in article L. 3332-20 of the French Labour Code, it being specified, however, that if, when use is made of this delegation, the shares of the Company were admitted for trading on a regulated market within the meaning of the French Commercial Code, the price would be set in accordance with the provisions of article L. 3332-19 of the French Labour Code.

You are invited to decide that the Board of Directors would have all powers, with the ability to subdelegate according to the conditions stipulated in law, in order to implement this delegation.

The beneficiaries would not have subscribed, within the concerned time-period, to the totality of the share capital increase, the share capital increase would be completed only up to the amount of the shares actually subscribed. In this case, the unsubscribed shares could be proposed again to the beneficiaries in the context of a new share capital increase.

You are invited to give all powers to the Board of Directors to implement this resolution and, in particular, in order to:

- determine the companies of which the Group Employees will be able to benefit from the subscription offer;
- determine, within the limits fixed by law, the conditions of the issuance of the shares and the exercise period for the Group Employees to exercise their rights;

- determine the time period and modalities of paying-up of the shares, it being specified that the time limit cannot be higher than 3 years;
- deduct, as the case may be, the costs of the share capital increases on the share premium amount corresponding to those share capital increases, in case of newly issued shares in relation to the discount and/or employer contribution to capitalize reserves, results or shares premiums necessary to the paying-up of those shares and, if it deems it necessary, take from this amount, the amount necessary to increase the legal reserve to one tenth of the new share capital post increase;
- acknowledge the paying-up of the share capital increase(s) proportionally to the number of subscribed shares and modify the bylaws accordingly;
- generally, take any measures and perform any formality appropriate to this issuance.

This delegation would supersede any previous delegation with the same purpose.

This delegation would be granted for a period of eighteen (18) months from the date of this meeting.

XIII. Powers to complete formalities (23rd resolution)

You are invited to grant full powers to the bearer of an original, a copy or an excerpt of the minutes of the General Meeting to carry out all the formalities of filing, publication and others that it will appear.

The Board of Directors