

IMPLANET

A corporation (*société anonyme*) with share capital of €15,176,042.70
Registered office: allée F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac, France
Bordeaux Trade & Companies Register 493 845 341

COMBINED GENERAL SHAREHOLDERS' MEETING

TO BE HELD ON MAY 5, 2017

AGENDA

Agenda within the scope of the ordinary General Shareholders' Meeting

- Management report of the Board of Directors, to which is appended the Chairman's report on Internal Control - presentation by the Board of the annual financial statements for the year ended December 31, 2016;
- Reports of the Statutory auditors on the corporate financial statements for the year ended December 31, 2016 and on the agreements covered by Articles L. 225-38 and seq. of the French Commercial Code;
- Approval of the annual financial statements for the year ended December 31, 2016;
- Reading of the Group's management report and presentation by the Board of the consolidated financial statements for the year ended December 31, 2016;
- Reading of the Statutory auditors' reports on the consolidated financial statements for the year ended December 31, 2016;
- Approval of the consolidated financial statements for the year ended December 31, 2016;
- Appropriation of net income for the year ended December 31, 2016;
- Analysis of the agreements set out in Articles L. 225-38 and seq. of the French Commercial Code;
- Renewing Mrs. Paula Ness Speers' term of office as Director;
- Setting the amount of attendance fees allocated to the members of the Board of Directors for the fiscal year 2015;
- Setting the amount of attendance fees allocated to the members of the Board of Directors for the fiscal year 2016;
- Setting the amount of attendance fees allocated to the members of the Board of Directors for the fiscal year 2017 and subsequent fiscal years;
- Approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components constituting the total compensation and benefits of any kind attributable to Mr. Jean-Gérard Galvez for his term as the Chairman of the Board of Directors for the fiscal year 2017;

- Approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components constituting the total compensation and benefits of all kinds attributable to Mr. Ludovic Lastennet for his term as the Chief Executive Officer for the fiscal year 2017;
- Authorization to be given to the Board of Directors for the Company to buy its own shares;
- Approval of the transfer of the listing of IMPLANET SA shares from the Euronext Paris market to the Alternext Paris market and the powers to be conferred on the Board of Directors to carry out the transfer.

Agenda within the scope of the extraordinary General Shareholders' Meeting

- Authorization to be given to the Board of Directors to reduce the share capital by canceling shares pursuant to the authorization granted to the Company to buy back its own shares;
- Amendment of the bylaws to ensure their compliance with the applicable legal provisions (Article 4 "registered office", Article 16 "agreements subject to authorization" and Article 18 "statutory auditors");
- Capital reduction by a nominal amount of €14,092,039.65 as a result of losses in order to bring the capital down from €15,176,042.70 to €1,084,003.05, by reducing the nominal value of the shares from €0.70 to €0.05 and allocating said capital reduction to the "issue premium" account – correlative modification of Article 6 of the bylaws;
- Delegation of powers to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any securities which are capital securities giving access to other capital securities or conferring a right to the allocation of debt securities and/or securities giving access to capital securities, maintaining the shareholders' preferential subscription right;
- Delegation of powers to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any securities which are capital securities giving access to other capital securities or conferring a right to the allocation of debt securities and/or securities giving access to capital securities, with no shareholders' preferential subscription rights and public offering;
- Delegation of powers to be granted to the Board of Directors to increase the capital by the issuance of ordinary shares and/or any negotiable securities which are capital securities or which give access to other capital securities or confer a right to the allocation of debt securities and/or negotiable securities giving access to capital securities with no shareholders' preferential subscription rights under an offer in favor of qualified investors or a restricted circle of investors as set out in II of Article L. 411-2 of the Monetary and Financial Code;
- Authorization to be granted to the Board of Directors, for capital securities giving access to other capital securities or giving the right to the allocation of debt securities and/or securities giving access to capital securities, with no shareholders' preferential subscription rights, to set the issue price within the limit of 10% of the share capital;
- Delegation of powers to be granted to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights pursuant to the aforementioned authorizations;
- Delegation of powers to be granted to the Board of Directors to issue ordinary shares and negotiable securities of the Company, in the event of a public offering with an exchange component initiated by the Company;
- Delegation of powers to be granted to the Board of Directors to increase the share capital within the limit of 10% of capital, to repay contributions in kind of equity securities or negotiable securities giving access to the capital of third-party companies outside a public exchange offering;
- Delegation of powers to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any negotiable securities giving access to capital, without shareholders' preferential subscription rights in favor of a certain category of persons fulfilling fixed criteria;

- Delegation of powers to the Board of Directors to increase the share capital immediately or in the future by issuing ordinary shares, capital securities giving access to other capital securities or giving the right to the allocation of debt securities and/or securities giving access to capital securities without shareholders' preferential subscription rights in favor of a class of persons as part of a financing line;
- Setting overall limits on the amount of issues carried out pursuant to the aforementioned authorizations;
- Delegation of powers to be granted to the Board of Directors for the purpose of increasing the capital through the incorporation of premiums, reserves, profits, etc.;
- Delegation to be granted to the Board of Directors to issue and allocate, free of charge, Founders' warrants with cancellation of shareholders' preferential subscription rights in favor of employees and executives of the Company;
- Delegation of powers to be granted to the Board of Directors to issue and allocate share subscription warrants with cancellation of shareholders' preferential subscription rights in favor of (i) members and non-voting members of the Company's Board of Directors in office on the grant date of the warrants who do not have the status of employees or officers of the Company or one of its subsidiaries, (ii) persons bound to the Company by a service or consultancy contract, or (iii) members who do not have the status of employees or officers of the Company or one of its subsidiaries or of any committee that the Board of Directors organizes;
- Setting overall limits on the amount of issues that may be carried out pursuant to the aforementioned authorizations to grant options, founders' warrants and share subscription warrants;
- Delegation to be granted to the Board of Directors to increase the share capital by the issuance of shares and negotiable securities giving access to the Company's capital in favor of those employees who participate in the company savings plan.