

IMPLANET

Corporation (société anonyme) with share capital of €8,099,283
Registered office: Allées F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac, France
Bordeaux Trade & Companies Register 493 845 341

NOTICE OF MEETING

COMBINED GENERAL SHAREHOLDERS' MEETING OF JANUARY 9, 2015

The shareholders of **IMPLANET** are reminded that they are invited to attend the Combined General Shareholders' Meeting to be held on **January 9, 2015 at 10 a.m., at its registered office**, in order to deliberate on the following agenda :

Agenda within the scope of the Ordinary General Shareholders' Meeting

- authorization to be given to the Board of Directors in order to purchase the Company's own shares.

Agenda within the scope of the extraordinary General Shareholders' Meeting

- authorization to be given to the Board of Directors in order to reduce the share capital by canceling shares pursuant to the authorization granted to the Company to buy back its own shares,
- delegation of powers to be granted to the Board of Directors in order to increase the share capital by issuing ordinary shares or any securities giving access to capital, with preferential subscription rights, up to a total nominal amount of €8,099,283;
- delegation of powers to be granted to the Board of Directors in order to increase the share capital by issuing ordinary shares or any securities giving access to capital, with cancellation of shareholders' preferential subscription rights and a public offering, up to a total nominal amount of €4,049,640;
- delegation of powers to be granted to the Board of Directors in order to increase the share capital by issuing ordinary shares or any securities giving access to capital, with cancellation of shareholders' preferential subscription rights as part of an offering in favor of qualified investors or a restricted circle of investors as referred to in Section II of Article L. 411-2 of the French Monetary and Financial Code, up to a total nominal amount of €1,619,850;
- delegation of powers to the Board in order to increase the share capital by issuing ordinary shares or any securities giving access to capital with cancellation of shareholders' preferential subscription rights in favor of a class of persons that shall ensure the underwriting of the Company's equity securities that may come about as part of an equity financing line, up to a total nominal amount of €809,930;

- authorization to be granted to the Board of Directors, in the event of the issue of shares or any securities giving access to capital with cancellation of shareholders' preferential subscription rights, to set the issue price within the limit of 10% of 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 delegations;
- delegation of powers to be granted to the Board of Directors to issue ordinary shares and securities giving access to the Company's capital, 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 remunerate contributions in kind of equity securities or securities giving access to the capital of third-party companies outside a public exchange offering;
- setting of overall limits on the amount of issues performed pursuant to the above-mentioned authorizations;
- delegation of powers to be granted to the Board of Directors in order to increase the capital by incorporation of premiums, reserves, profits or other, within the limit of €1,619,850;
- authorization to be given to the Board of Directors to grant Company share subscription and purchase options, in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code;
- 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;
- authorization to be granted to the Board of Directors to grant free share allocations using existing or new shares, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code;
- delegation of powers 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 linked by a service or consultancy contract to the Company, 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 of overall limits on the amount of issues performed pursuant to the above-mentioned authorizations to grant options, founders' warrants, free shares and share subscription warrants, and
- delegation to be granted to the Board of Directors to increase the share capital by the issuance of shares and securities giving access to the Company's capital in favor of those employees who are members of the company savings plan.

You are reminded that the Notice of General Shareholders' Meeting comprising the text of the draft resolutions approved by the Management Board was published in the Official Gazette (BALO) on December 5, 2014, in Bulletin No. 146.

Conditions for participation in the General Shareholders' Meeting

Any shareholder, regardless of the number of shares held and the holding arrangements (in registered or bearer form), may take part in the General Shareholders' Meeting.

Evidence of entitlement to take part in the Meeting

This right is subject to the shares being registered in the share register in the name of the shareholder or the intermediary registered on his or her behalf on the third business day preceding the General Shareholders' Meeting, i.e. January 6, 2015, at zero hours (Paris time).

The registration or recording of shares in the bearer share accounts held by financial intermediaries is evidenced by a participation certificate issued by said intermediaries (or electronically, if appropriate) under the conditions provided for in the applicable regulations, as enclosed with:

- the remote voting form;
- the proxy vote;
- the request for an admission card established in the name or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to those shareholders who wish to attend the Meeting but who have not received an admission card by the third day preceding the Meeting at zero hours (Paris time).

If you wish to attend the General Shareholders' Meeting

To facilitate shareholder access to the General Shareholders' Meeting, shareholders are advised to acquire, prior to the meeting, an admission card, which they may obtain as follows:

- For registered shareholders: on the day of the meeting, they should go directly to the desk specially provided for this purpose with an identity document or request an admission card from BNP PARIBAS Securities Services - CTS - Assemblées Générales – Les Grands Moulins de Pantin – 9 rue du Débarcadère - 93761 Pantin Cedex;
- For bearer shareholders: ask the authorized intermediary managing their securities account to arrange for an admission card to be sent out.

If you cannot attend the General Shareholders' Meeting

Shareholders who do not personally attend the Meeting and wish to vote by post or be represented by giving their proxy to the Chairman of the Meeting, to their spouse or to their legally-recognized civil partner or another person may:

- for registered shareholders: return the single postal or proxy voting form, which will be returned along with the notice to attend, to the following address: BNP PARIBAS Securities Services - CTS - Assemblées Générales – Les Grands Moulins de Pantin – 9 rue du Débarcadère - 93761 Pantin Cedex, France;

- for bearer shareholders: request this form from the intermediary managing his or her securities, as from the date of notice of the Meeting. The single postal or proxy voting form must be accompanied by a participation certificate issued by the financial intermediary and sent to the following address: BNP Paribas Securities
Services– CTS – Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, France.

In order to be taken into account, postal voting forms must be received by the Company or by the General Shareholders' Meetings Department at BNP Paribas Securities Services no later than three calendar days before the meeting, i.e. January 6, 2015 at the latest.

Within the allotted legal timeframe, shareholders may obtain the documents provided for in Articles R. 225-81 and R. 225.83 of the French Commercial Code by request sent to BNP Paribas Securities Services, Service Assemblées Générales – CTS – Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, France.

Designations or revocations of mandates given on paper must be received no later than three calendar days before the date of the Meeting.

It is specified that any shareholder who has already voted, requested an admission card or requested a participation certificate (Article R. 225-85 of the French Commercial Code):

- may no longer choose another method of participation;
- has the option of selling all or part of his or her shares. However, if such sale occurs before the third business day preceding the General Shareholders' Meeting at zero hours (Paris time), the Company will accordingly invalidate or amend, as appropriate, the postal vote, proxy, admission card or participation certificate. To this end, the authorized intermediary holding the account shall notify the sale to the Company or its agent and provide it with the required information;
- No sale or transaction carried out after the third business day preceding the General Shareholders' Meeting at zero hours (Paris time), regardless of the method used, shall be notified by the authorized intermediary or taken into consideration by the Company, notwithstanding any arrangement otherwise agreed.

Written questions:

All shareholders are entitled to submit the written questions of their choosing to the Board of Directors, which will respond during the meeting.

Questions should be sent by registered letter with advice of receipt requested to the following address: Technopole Bordeaux Montesquieu, Allées F. Magendie, 33650, Martillac, France or by email to the following address: investors@implanet.com. Questions must be sent no later than the fourth business day preceding the date of the General Shareholders' Meeting, i.e. January 5, 2015 at the latest.

The Board of Directors