

**IMPLANET**

A corporation (*société anonyme*) with share capital of €2,031,435.50  
Registered office: Allée F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac  
R.C.S. 493 845 341 Bordeaux

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COMBINED GENERAL SHAREHOLDERS' MEETING

OF JUNE 11, 2019

**AGENDA OF THE MEETING**

**Agenda within the scope of the ordinary General Shareholders' Meeting**

- Board of Directors' management report on corporate governance, and presentation of the annual financial statements for the fiscal year ended December 31, 2018;
- reports of the Statutory auditors on the separate financial statements for the year ended December 31, 2018 and on the agreements covered by Articles L. 225-38 et seq. of the French Commercial Code;
- approval of the annual financial statements for the year ended December 31, 2018;
- reading of the Group's management report and presentation by the Board of the consolidated financial statements for the year ended December 31, 2018;
- Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2018;
- approval of the consolidated financial statements for the year ended December 31, 2018;
- appropriation of income for the year ended December 31, 2018;
- allocation of the sums posted under "retained earnings" to "issue premium"
- review of the agreements covered by Article L. 225-38 et seq. of the French Commercial Code;
- renewing Mr. Jean-Gérard Galvez's term of office as Director;
- renewing Mr. Ludovic Lastennet's term of office as Director;
- renewing Mrs. Mary Shaughnessy's term of office as Director;
- renewing Ernst and Young's term of office as Statutory Auditors;
- 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;
- Capital reduction by a nominal amount of €1,625,148.40 in order to bring the capital down from €2,031,435.50 to €406,287.10, by reducing the nominal value of the shares from €0.05 to €0.01 and allocating said capital reduction to the "issue premium" account – correlative modification of Article 6 of the bylaws
- 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, entailing that the shareholders waive their preferential subscription right;
- 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, entailing that the shareholders waive their preferential subscription right;
- 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;
- 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 observers 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 has or would set up;
- setting of overall limits on the amount of issues that may be performed pursuant to the above-mentioned authorizations to grant options, free share allocations, founders' warrants and share subscription warrants;
- delegation of powers 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, with cancellation of shareholders' preferential subscription rights, in favor of those employees who are members of the group savings plan.