

**IMPLANET**

A corporation (*société anonyme*) with share capital of €1,413,718.95  
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 MAY 18, 2018

**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, 2017;
- reports of the Statutory auditors on the separate financial statements for the year ended December 31, 2017 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, 2017;
- reading of the Group's management report and presentation by the Board of the consolidated financial statements for the year ended December 31, 2017;
- Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2017;
- approval of the consolidated financial statements for the year ended December 31, 2017;
- appropriation of income for the year ended December 31, 2017;
- review of the agreements covered by Article L. 225-38 et seq. of the French Commercial Code;
- approval of the 2018 share subscription and purchase option plan adopted by the Board of Directors at its meeting of January 23, 2018;
- 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;
- modification of the age limit applicable to the Chairman of the Board of Directors, increasing it from 65 to 70 years – consequential modification of Article 11.2 of the Bylaws;

- delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities giving access to equity securities, with preferential subscription rights maintained;
- delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities giving access to equity securities, with cancellation of shareholders' preferential subscription rights, and through public offering;
- delegation of power 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 cancellation of shareholders' preferential subscription right 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;
- 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 authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any negotiable securities giving access to the share capital, with cancellation of shareholders' preferential subscription rights in favor of a first category of persons meeting specific criteria;
- delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any negotiable securities giving access to the share capital, with cancellation of shareholders' preferential subscription rights in favor of a second category of persons meeting specific criteria;
- delegation of authority to be granted to the Board of Directors to increase the share capital immediately or in the future by issuing ordinary shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or negotiable securities giving access to equity securities, with cancellation of shareholders' preferential subscription rights in favor of a category of persons within the framework of an equity line of credit;
- setting of overall limits on the amount of issues performed pursuant to the above-mentioned authorizations;
- delegation of competence to be granted to the Board of Directors for the purpose of increasing capital through the incorporation of premiums, reserves, profits, etc.;
- 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;
- 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 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, 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 are members of the company savings plan.