

IMPLANET

Corporation with capital of 15,550,620 Euros

Registered office: Allée F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac,
Bordeaux Corporate and Trade Register no. 493 845 341

ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

ON JUNE 24, 2015

RESOLUTIONS

RESOLUTIONS

First resolution

Approval of the corporate financial statements for the fiscal year ended December 31, 2014

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for ordinary general shareholders' meetings,

having reviewed the Board of Directors' management report and the Statutory auditors' reports,

approves the corporate financial statements for the fiscal year ended December 31, 2014, as presented to them and the transactions recorded in the financial statements or summarized in the reports,

records that the financial statements show expenses and charges mentioned in Article 39-4 of the General Tax Code in the amount of 68,309 Euros, **approves** them as well as the corresponding taxes.

Second resolution

Approval of the consolidated financial statements for the fiscal year ended December 31, 2014

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for ordinary general shareholders' meetings,

having reviewed the Group's management report for the fiscal year ended December 31, 2014 and on the consolidated financial statements of the said fiscal year, as well as the Statutory auditors' report on said accounts,

approves the consolidated financial statements for the fiscal year ended December 31, 2014, as presented to them as well as the transactions recorded in these financial statements or summarized in the reports,

Third resolution

Appropriation of income for the fiscal year ended December 31, 2014

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for ordinary general shareholders' meetings,

having reviewed the Board of Directors' management report, recording that the losses for the fiscal year ended December 31, 2014 amount to 5,288,306.24 Euros,

resolves to allocate said profits to the "profits carried forward" account.

In accordance with the legal provisions, no dividends were distributed for the previous three fiscal years.

Fourth resolution

Analysis of the agreements set out in Articles L. 225-38 and seq. of the French Commercial Code

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for ordinary general shareholders' meetings and by Article L. 225-38 of the French Commercial Code,

having reviewed the Statutory auditors' special report on the conventions set out in Articles L. 225-38 and seq. of the French Commercial Code,

approves the terms of such report and the agreements mentioned therein, by a separate vote on **each** of the conventions mentioned under the conditions set out in Article L. 225-40 of the French Commercial Code.

Fifth resolution

Decisions following the enactment of a statutory double voting right by law no. 2014-384 dated March 29, 2014: rejection of the measure and confirmation of the rule according to which a single vote is attached to a share – Consequential amendment of the bylaws

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report,

having reviewed the mechanism set out in Article 7 of law 2014-384 dated March 29, 2014 concerning reclaiming real savings,

whereas the shares of the Company are admitted for trading on a regulated market,

resolves not to establish the double voting right in favor of the shareholders, set out in the third paragraph of Article L. 225-123 of the French Commercial Code,

confirms accordingly the rule according to which each share of the Company gives the right to a single vote at general shareholders' meetings,

resolves accordingly to modify Article 9 of the bylaws as follows:

"Article 9 ~ RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES

The rights and obligations attached to a share follow it, independently of any changes in ownership, and the transfer includes all outstanding unpaid current and future dividends and, if applicable, a share in the reserves and provisions.

The ownership of a share entails, ipso facto, approval by the holder of these bylaws as well as the decisions of the general shareholders' meetings.

Except in cases where the law provides otherwise, each shareholder has as many voting rights and casts as many votes in general shareholders' meetings as the number of paid up shares he or she owns. At even par value, each share gives the right to one vote. Any mechanism which automatically confers a double voting right to shares, where it is proven that they have been nominally registered for at least two years in the name of the same shareholder, is expressly dismissed by these bylaws.

In addition to the voting right that the law attaches to the shares, each share gives the right, in the ownership of the corporate assets, to a portion of the profits, and liquidation dividends proportional to the number and par value of the existing shares.

Each time that it is necessary to own several shares or negotiable securities to exercise any right, the shareholders or bearers of negotiable securities shall be personally responsible for combining interests to reach the required number of shares or negotiable securities."

Sixth resolution

Bringing Article 19 of the bylaws into conformity with decree no. 2014-1466 dated December 8, 2014

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report,

resolves pursuant to decree no. 2014-1466 dated December 8, 2014 to modify paragraph 19 of the bylaws, which will henceforth, read as follows:

"The right to participate in general shareholders' meetings is governed by the legal and regulatory provisions in force and in particular is conditional upon the registration of the securities in an account in the name of the shareholder or the intermediary registered on his or her behalf on the second (2nd) working day preceding the shareholder's meeting at midnight Paris time, either in the registered share account held by the Company, or in the bearer shares accounts held by the authorized intermediary."

Seventh resolution

Delegation of power granted to the Board of Directors to increase the capital by the issuance of ordinary shares or any negotiable securities giving access to the capital maintaining the shareholders' preferential subscription right

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 and seq. of the French Commercial Code, and in particular with Articles L.225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91 and L. 228-92,

grants to the Board of Directors its authority to decide to issue, in one or more issuances, in the proportions and at the times that it shall deem fit, in France or abroad, in Euros in foreign currency, or any monetary unit established by reference to several currencies, for free, or for valuable consideration, ordinary shares of the Company as well as negotiable securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company, said shares conferring the same rights as the existing shares, subject to their dividend eligibility date,

resolves that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

resolves that the shareholders have, proportional to the amount of their shares, a preferential subscription right to subscribe to ordinary shares or negotiable securities that will be, if applicable, issued under this delegation of authority,

confers upon the Board of Directors the right to grant to the shareholders the right to subscribe, for excess **shares**, and a greater number of shares or negotiable securities than they could subscribe for as of right in proportion to their rights and, in any event, within the limit of their application,

resolves to set at 15,550,620 Euros (or the exchange value of such amount in the case of issuance in another currency) the maximum par amount of capital increases liable to be carried out, immediately and/or at a future date, under this resolution, it being specified that:

- the maximum nominal amount of capital increases liable to be carried out immediately or at a future date pursuant to this delegation of power shall be charged to the amount of the overall ceiling set forth in the fourteenth resolution below,
- to this ceiling there shall be added, if applicable, the par amount of the shares which may be issued, in order to safeguard, pursuant to the law and, as may be the case, applicable contractual stipulations, the rights of the bearers of the negotiable securities giving access to the share capital,

resolves to set at 40,000,000 Euros (or the exchange value of such amount in the case of issuance in another **currency**) the maximum par amount of the debt securities which can be issued under this delegation of power, it being specified that:

- this amount shall be increased, if applicable, by any redemption premium above par,
- this amount shall be charged against the global ceiling set out in the fourteenth resolution below,
- such ceiling shall not apply to debt securities the issuance of which may be decided or authorized by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code,

resolves that, if the subscriptions do not absorb such an issuance in its entirety, the Board of Directors may use one of the following options as it deems fit:

- limit the issue of the amount of subscriptions, provided that the latter is at least three-quarters of the issuance initially decided,
- freely distribute all or part of the non-subscribed shares issued between the persons of its choice, and
- offer to the public, on the French or international market, all of part of the non-subscribed shares issued,

resolves that share subscription warrants of the Company may be issued by subscription offer, but also by free allocation to the owners of existing shares,

resolves that in the case of the free allocation of subscription warrants, the Board shall have the right to resolve that the allocation rights forming odd lots shall not be negotiable, and that the corresponding securities shall be sold,

takes note, as necessary, that this delegation of power shall automatically entail, to the benefit of the bearers of the negotiable securities which, if applicable, are issued under this delegation of power, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

specifies that the delegation of power so conferred upon the Board of Directors shall be valid for a period of twenty-six months, as from the date of this General Shareholders' Meeting, and shall terminate any prior delegation of power having the same purpose,

resolves that the Board of Directors shall have all powers, with an option of subdelegation within the **terms** set forth by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium,
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up, as well as, if applicable, the terms for the exercise of the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or other securities giving access to share capital,
- to proceed with any adjustments required in application of the legal or regulatory provisions and, if applicable, the applicable contractual stipulations, in order to protect the rights of the bearers of negotiable securities and other rights giving access to the Company's share capital and
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months,

resolves that the Board of Directors may:

- upon its sole initiative, and as and when it deems appropriate, charge the expenses, duties and fees brought about by the capital increases completed under the delegation of power specified in this resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve up to one-tenth of the new share capital amount, after each transaction,
- make all decisions for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris and, more generally,
- take any measures, enter into any agreements, and carry out any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

Eighth resolution

Delegation of power to the Board of Directors to increase the capital by the issuance of ordinary shares or any negotiable securities giving access to the capital, and cancelling the shareholders' preferential subscription right and public offering

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 and seq. of the French Commercial Code, and in particular with Articles L.225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 and L. 228-92,

delegates to the Board of Directors the power to decide to issue, by public offering in one or more issuances, in the proportions and at the times which it deems fit, in France or abroad, in Euros, foreign currency or any monetary unit established by reference to several currencies, for free or for valuable consideration, ordinary shares of the Company as well as negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares of the Company, said shares conferring the same rights as the existing shares, subject to their dividend eligibility date,

resolves that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

resolves to cancel the preferential subscription right of the shareholders on the ordinary shares or negotiable securities issued pursuant to this delegation of power, leaving however the Board of Directors the right to establish in favor of the shareholders, on all or part of the issuances, a pre-emptive right to subscribe them during the time period and according to the terms that it shall set in accordance with the provisions of Article L. 225-135 of the French Commercial Code, such pre-emptive right not giving rise to negotiable rights, but which may be exercised as of right for new shares as well as excess shares,

takes note, as necessary, that this delegation of power shall automatically entail, in favor of the bearers of the negotiable securities which, if applicable, are issued under this delegation of authority, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

resolves to set at 7,775,310 Euros (or the counter value of such amount in the case of issuance in another currency) the maximum par amount of capital increases likely to be carried out, immediately and/or at a future date, under this resolution, it being specified that:

- the maximum par amount of capital increases likely to be carried out immediately or at a later date pursuant to this delegation of power shall be charged to the amount of the overall ceiling set forth in the fourteenth resolution below,
- to these ceilings there shall be added, if applicable, the par value of the shares which may be issued, in order to preserve, pursuant to the law and, if applicable, the applicable contractual stipulations, the rights of the bearers of the negotiable securities giving access to the share capital,

resolves to set at 20,000,000 Euros (or the counter value of such amount in the case of issuance in another currency) the maximum par amount of the debt securities which can be issued under this delegation of power, it being specified that:

- this amount shall be increased, if applicable, by any reimbursement premium above par,
- this amount shall be charged against the global ceiling set out in the fourteenth resolution below,
- such ceiling shall not apply to debt securities the issuance of which may be decided or authorized by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code,

resolves that, if the subscriptions do not absorb such an issuance in its entirety, the Board of Directors may use one of the following options as it deems fit:

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- limit the issue of the amount of subscriptions, provided that the latter is at least three-quarters of the issuance initially decided,
- freely distribute all or part of the non-subscribed shares issued between the persons of its choice, and
- offer to the public, on the French or international market, all or part of the non-subscribed shares issued,

resolves that the issuance price of the shares and negotiable securities, liable to be issued pursuant to **this** delegation of power, shall be set by the Board of Directors according to the following terms and conditions:

- the issue price of the shares shall be at least equal to the weighted average of the listed prices of the last three stock market days preceding, and if applicable decreased by the discount authorized by the legislation (i.e. currently, 5%) and corrected in case of difference in the vesting date, it being specified that the issue price of the negotiable securities giving access to the share capital shall be such as the sum received immediately by the Company, increased, if applicable, with that which it may later receive, is, for each share issued as a result of the issuance of such securities, at least equal to the issue price defined above,

specifies that the delegation of power so conferred upon the Board of Directors shall be valid for a period of twenty-six months, as from the date of this General Shareholders' Meeting, and shall terminate any prior delegation of power having the same purpose,

resolves that the Board of Directors shall have all powers, with an option of subdelegation within the **terms** set forth by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium,
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up, as well as, if applicable, the terms for the exercise of the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or other securities giving access to share capital,
- to proceed with any adjustments required in application of the legal or regulatory provisions and, if applicable, the applicable contractual stipulations, in order to protect the rights of the bearers of negotiable securities and other rights giving access to the Company's share capital and
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months,

resolves that the Board may:

- upon its sole initiative, and as and when it deems appropriate, charge the expenses, duties and fees brought about by the capital increases completed under the delegation of authority specified in this resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction,
- make all decisions for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris and, more generally,

- take any measures, enter into any agreements, and carry out any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

Ninth resolution

Delegation of power to the Board of Directors to increase the capital by the issuance of ordinary shares or any negotiable securities giving access to the capital, with the cancellation of the shareholders' preferential subscription right within the scope of an offer to qualified investors or a restricted circle of investors set out in II of Article L. 411-2 of the Monetary and Financial Code

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 228-129 and seq. of the French Commercial Code, and in particular with Articles L.225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 and L. 228-92,

grants to the Board of Directors its authority to decide to issue, in one or more issuances, in the proportions and at the times that it shall deem fit, in France or abroad, in Euros or in foreign currency, or any monetary unit established by reference to several currencies, for free or for valuable consideration, ordinary shares of the Company as well as negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares of the Company, under an offer in favor of qualified investors or a restricted circle of investors set out in II.2 of Article

L. 411-2 of the Monetary and Financial Code, said shares conferring the same rights as the existing shares subject to their vesting date,

resolves that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

resolves to cancel the preferential subscription right of the shareholders to the ordinary shares or **negotiable** securities issued pursuant to this delegation of power,

takes note, as necessary, that this delegation shall automatically entail, in favor of the bearers of the negotiable securities which may be issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give entitlement,

resolves that the total par amount of the share capital increases which may be completed immediately and/or at a future date, under this delegation of power, cannot be greater than 3,110,120 Euros, nor, in any event, exceed the limits set out in the applicable regulations on the date of issuance (by way of indication, on the day of this General Shareholders' Meeting, the issuance of shares of capital made by an offer set out in Article L.411-2 II of the Monetary and Financial Code is limited to 20% of the Company's capital per year, said capital being assessed on the day of the decision of the Board of Directors to use this delegation of power), a maximum amount to which there shall be added, if applicable, the additional amount of shares to be issued, in order to preserve, pursuant to the legal or regulatory provisions, and, if applicable, the applicable contractual terms, the rights of the bearers of the negotiable securities giving access to the share capital, to shares,

resolves moreover that the par amount of any capital increase which may be thus **completed** shall be deducted from the overall ceiling set forth in the fourteenth resolution below,

resolves to set at 20,000,000 Euros (or the exchange value of such amount in the case of issuance in another currency) the maximum par amount of the debt securities which can be issued under this delegation of power, it being specified that:

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- this amount shall be increased, if applicable, by any redemption premium above par,
- this amount shall be charged against the global ceiling set out in the fourteenth resolution below,
- such ceiling shall not apply to debt securities the issuance of which may be decided or authorized by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code,

resolves that, if the subscriptions do not absorb such an issuance in its entirety, the Board may use one of the following options as it deems fit:

- limit the issue of the amount of subscriptions, provided that the latter is at least three-quarters of the issuance initially decided,
- freely distribute all or part of the non-subscribed shares issued between the persons of its choice, and

resolves that, the issue price of shares shall be at least equal to the weighted average of the listed prices of the last three preceding stock market days, and, if applicable, decreased by the discount authorized by the legislation (i.e. currently, 5%) and corrected in case of difference in vesting date, it being specified that the issue price of the negotiable securities giving access to the share capital shall be such, that the sum received immediately by the Company, increased, if applicable, by the sum it may receive subsequently, being, for each share issued as a result of the issuance of such securities, at least equal to the issue price defined above,

specifies that the delegation of power conferred upon the Board of Directors shall be valid for a period of twenty-six months, **as** from the date of this general shareholders' meeting, and shall terminate any prior delegation of power having the same purpose,

resolves that the Board of Directors shall have all powers, with an option of subdelegation within the **terms** set forth by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium,
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up, as well as, if applicable, the terms for exercising the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or other securities giving access to share capital,
- proceed with any adjustments required in application of the legal or regulatory provisions and, if applicable, the applicable contractual stipulations, in order to protect the rights of the bearers of negotiable securities and other rights giving access to the Company's share capital and
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months,

resolves that the Board of Directors may:

- upon its sole initiative, and as and when it deems appropriate, charge the expenses, duties and fees brought about by the capital increases completed under the delegation of power specified in this resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to

one-tenth of the new share capital amount, after each transaction,

- take all decisions for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris and, more generally,
- take any measures, enter into any agreements, and carry out any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

notes that this delegation of power, which is not a broad delegation of power to increase the share capital without preferential subscription rights but rather a delegation of power to increase the share capital by carrying out, without preferential subscription rights, an offer referenced in Article L. 411-2, II of the French Monetary and Financial Code, does not have the same purpose as the eighth resolution of this General Shareholders' Meeting,

accordingly **takes note** of the fact that this delegation does not nullify the eighth resolution of this general shareholders' meeting, the validity and duration of which are not affected by this delegation of power.

Tenth resolution

Authorization for the Board of Directors, in the case of issuance of shares or of any negotiable security giving access to the share capital with elimination of the shareholders' preferential subscription right, to set the issue price within the limit of 10% of the share capital and within the limits set forth by the General Shareholders' Meeting

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

authorizes the Board of Directors, pursuant to the provisions of Articles L. 225-136-1^o second paragraph of the French Commercial Code, with an option of subdelegation, for each one of the issuances decided within the framework of the delegation of power agreed in the preceding eighth and ninth resolutions and within the limit of 10% of the Company's share capital (such as it existed upon the date of the transaction) per 12-month period, to make an exception to the price-setting terms and conditions set forth by the above-cited resolutions and to set the issue price of the issued ordinary shares and/or negotiable securities giving access to the share capital either immediately or at a later date, according to the following terms and conditions:

- the issue price of the ordinary shares shall be at least equal to the average weighted price during the last 3 stock market sessions preceding, less, if applicable, a maximum discount of 20%, it being recalled that it cannot in any event be less than the par value of a Company share upon the issue date of the shares concerned,
- the issue price of the negotiable securities giving access to the share capital shall be such that the sum received immediately by the Company, increased, if applicable, by the sum which may be subsequently received by it, for each share issued as a result of the issuance of such securities, is at least equal to the issue price defined in the above paragraph,

resolves that the Board shall have all powers in order to implement this resolution, under the terms set by the resolution with respect to which said issue shall be decided,

resolves that this delegation of power shall be given to the Board of Directors for a term of twenty-six months as from the date of this general shareholders' meeting, and shall terminate any prior delegation of power having the same purpose.

Eleventh resolution

Delegation of power to the Board of Directors to increase the number of securities to be issued in the case of a capital increase with or without a preferential subscription right

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-135-1 and seq., L. 228-91 and L. 228-92 of the French Commercial Code,

delegates power to the Board of Directors for the purpose of increasing the number of shares or negotiable securities to be issued in the case of excess subscription applications within the framework of the Company's capital increases with or without a preferential subscription right decided under the third to sixth resolutions above, according to the terms provided in Article L. 225-135-1 and R. 225-118 of the French Commercial Code (being, as of the date hereof, within thirty days from the close of the subscription, at the same price as the price for the initial issue, and within the limit of 15% of the initial issue), the said shares conferring the same rights as the existing shares, subject to their dividend eligibility date,

specifies that the par amount of any share capital increase decided under this delegation of power within the framework of increases of the Company's share capital with or without a preferential subscription right decided under the seventh to ninth resolutions above, shall be charged against the overall ceiling set out in the fourteenth resolution below, an amount to which there shall be added, as applicable, the additional amount of the shares or negotiable securities which may be additionally issued, in order to safeguard, pursuant to the law and, if applicable, the applicable contractual stipulations, the rights of the bearers of the negotiable securities giving access to the share capital, and other rights giving access to the share capital,

resolves that this delegation of power shall be given to the Board of Directors for a term of twenty-six months as from the date of this general shareholders' meeting, and shall terminate any prior delegation of power having the same purpose.

resolves that the Board of Directors shall have all powers, with an option of subdelegation within the **terms** set forth by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium,
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up, as well as, if applicable, the terms for the exercise of the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or other securities giving access to share capital,
- to proceed with any adjustments required under the application of the legal or regulatory provisions and, if applicable, the applicable contractual stipulations, in order to protect the rights of the bearers of negotiable securities and other rights giving access to the Company's share capital and
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months,

resolves that the Board may:

- upon its sole initiative, and as and when it deems appropriate, charge the expenses, duties and fees brought about by the capital increases completed under the delegation of power specified in this resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums, the sums necessary to bring the legal reserve to one-tenth of the new amount of share capital, after each transaction,
- take all decisions for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris and, more generally,
- take any measures, enter into any agreements, and carry out any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

Twelfth resolution

Delegation of power granted to the Board of Directors for the purpose of issuing ordinary shares and negotiable securities giving access to the Company's share capital, in the case of a public offer including an exchange component initiated by the Company

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance, in particular, with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-148, L. 228-91 and L. 228-92 of the French Commercial Code,

delegates to the Board of Directors the power to decide to issue, in one or more issuances, ordinary shares of the Company and/or negotiable securities giving access by any means, immediately or at a later date, to ordinary shares of the Company in remuneration for securities tendered

in a public offer including an exchange component initiated by the Company in France or abroad, according to local rules, on securities of another company admitted for trading on one of the markets referenced in the above-cited Article L. 225-148, such shares conferring the same rights as the existing shares, subject to their dividend eligibility date,

resolves that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

takes note, as necessary, that this delegation of power shall automatically entail, to the benefit of the bearers of the negotiable securities as may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

resolves that the maximum par amount of share capital increases likely to be carried out immediately and/or at a future date pursuant to this delegation of power, may not be greater than

7,775,310 Euros, an amount to which there shall be added, if applicable, the amount of the additional shares to be issued, in order to safeguard, pursuant to legal or regulatory provisions, and, if applicable, applicable contractual terms, the rights of the bearers of the negotiable securities giving access to the share capital,

resolves moreover that the par amount of any capital increase likely to be thus performed shall be deducted from the overall ceiling set forth in the fourteenth resolution below,

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resolves to set at 20,000,000 Euros (or the exchange value of such amount in the case of issuance in another currency) the maximum par amount of the debt securities which can be issued under this delegation of power, it being specified that:

- this amount shall be increased, if applicable, by any redemption premium above par,
- this amount shall be charged against the global ceiling set out in the fourteenth resolution below,
- such ceiling shall not apply to debt securities the issuance of which may be decided or authorized by the Board pursuant to Article L. 228-40 of the French Commercial Code,

specifies that the delegation of power so conferred upon the Board shall be valid for a period of twenty-six months, as from the date of this general shareholders' meeting, and shall terminate any prior delegation of power having the same purpose,

resolves that the Board shall have all powers, with an option of subdelegation within the terms provided by law, in order to implement this delegation of power, and in particular, in order to:

- set the list of negotiable securities contributed to the exchange as well as the form and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium,
- set the conditions for the issuance, the exchange ratio, as well as, if applicable, the amount of the balancing payment in currency to be paid,
- determine the modalities of issuance, particularly in the framework of a public exchange offer, an alternative purchase or exchange offer, on a principal basis, together with a public exchange or purchase offer, on a secondary basis,
- note the number of securities tendered for exchange,
- set the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up, as well as, if applicable, the modalities for the exercise of the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or securities giving access to the share capital,
- record amongst the liabilities under the "contribution share premium" balance sheet account, to which all shareholders shall be entitled, the difference between the issue price of the new ordinary shares and their par value,
- proceed with any adjustments required under the application of the legal or regulatory provisions and, if applicable, the applicable contractual stipulations, in order to protect the rights of the bearers of negotiable securities and other rights giving access to the Company's share capital and
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months,

resolves that the Board may:

- upon its sole initiative, and as and when it deems appropriate, charge the expenses, duties and fees brought about by the capital increases completed under the delegation of power specified in this resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction,
- make all decisions for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris and, more generally,

- take any measures, enter into any agreements, and carry out any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

Thirteenth resolution

Delegation of power granted to the Board of Directors for the purpose of deciding to issue ordinary shares of the Company or negotiable securities giving access by any means, immediately or at a future date, to ordinary shares of the Company, within the limit of 10% of the share capital, in order to remunerate the contributions in kind, in equity or other securities giving access to the share capital of third-party companies outside of a public exchange offer

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance, in particular, with the provisions of Article L. 225-147 of the French Commercial Code,

delegates to the Board of Directors the power to decide, upon the report of one or more asset transfer auditors, on the issuance, on one or more occasions, in the proportions and at the times which it deems fit, of ordinary shares of the Company or of negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares of the Company, as remuneration for contributions in kind granted to the Company and consisting of equity securities or other securities giving access to the share capital when the provisions of Article L. 225-148 of the French Commercial Code are not applicable, said shares conferring the same rights as the existing shares, subject to their dividend eligibility date,

resolves that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

takes note, as necessary, that this delegation of power shall automatically entail, to the benefit of the bearers of the negotiable securities as may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

resolves that the total par amount of the share capital increases which may be completed immediately and/or at a future date, under this delegation of power, cannot be greater than 7,775,310 Euros, nor, under any circumstance, exceed 10% of the Company's share capital (such as it exists upon the date of the transaction), an amount to which there shall be added, if applicable, the amount of the additional shares to be issued, in order to safeguard, pursuant to legal or regulatory provisions, and, if applicable, applicable contractual terms, the rights of the bearers of the negotiable securities and other rights giving access to the share capital,

resolves moreover that the par amount of any capital increase which may be thus **performed** shall be deducted from the overall ceiling set forth in the fourteenth resolution below,

resolves to set at 20,000,000 Euros (or the counter value of such amount in the case of issuance in another currency) the maximum par amount of the debt securities which can be issued under this delegation of power, it being specified that:

- this amount shall be increased, if applicable, by any reimbursement premium above par,
- this amount shall be charged against the global ceiling set out in the fourteenth resolution below,
- such ceiling shall not apply to debt securities the issuance of which may be decided or authorized by the Board pursuant to Article L. 228-40 of the French Commercial Code,

specifies that the delegation of power so conferred upon the Board shall be valid for a period of twenty-six months, as from the date of this general shareholders' meeting, and shall terminate any prior delegation of power having the same purpose,

takes note that the Board of Directors shall have all powers, with the option of subdelegation under the terms provided by law, to approve the valuation of the contributions, decide and certify the completion of the capital increase remunerating the contribution transaction, by deducting from the contribution share premium, if applicable, all of the charges and fees caused by the capital increase, deducting from the contribution share premium, if it deems appropriate, the sums necessary for the endowment of the legal reserve, making the corresponding modifications to the bylaws, taking any decision for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris and, generally, doing everything which requires to be done.

Fourteenth resolution

Overall restrictions on the amount of issuances made pursuant to the seventh, eighth, ninth, eleventh, twelfth, thirteenth and seventeenth resolutions of this general shareholders' meeting

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

resolves that:

- the maximum par amount of the share capital increases which may be completed under the powers conferred according to the terms of the seventh, eighth, ninth, eleventh, twelfth, thirteenth and seventeenth resolutions of this general shareholders' meeting cannot be greater than 15,550,620 Euros, it being specified that to such ceiling there shall be added the additional amount of the shares to be issued in order to preserve, pursuant to the legal and regulatory provisions, and, if applicable, the applicable contractual provisions, the rights of the bearers of negotiable securities and other rights giving access to shares,
- the maximum overall par amount of debt securities which can be issued under the powers conferred according to the terms of the seventh, eighth, ninth, eleventh, twelfth, thirteenth and seventeenth resolutions of this general shareholders' meeting is set at 40,000,000 Euros (or the exchange value on the date of issue of such amount in foreign currency or in units of account established by reference to several currencies), it being specified that such ceiling shall not apply to the debt securities for which the issuance may be decided or authorized by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code.

Fifteenth resolution

Delegation of power granted to the Board of Directors for the purpose of increasing capital through the incorporation of premiums, reserves, profits or other

The General Shareholders' Meeting, ruling upon the quorum and majority conditions set forth in Article L. 225-130 of the French Commercial Code,

having reviewed the Board of Directors' report,

in accordance, in particular, with the provisions of Articles L. 225-129, L. 225-129-2, and L. 225-130 of the French Commercial Code,

delegates to the Board of Directors, with an option of subdelegation under the terms provided for by law, the authority to decide upon one or more capital increases through the incorporation into the share capital of premiums, reserves, profits or other, the capitalization of which will be possible legally and in accordance with the bylaws, and in the form of the allocation of new free shares, raising of the par value of the existing shares, or the joint use of both procedures, said shares conferring the same rights as the existing shares, subject to their dividend eligibility date,

resolves that the total par amount of the share capital increases which can be performed either immediately and/or at a future date, cannot be greater than 3,110,120 Euros, an amount to which there shall be added, if applicable, the additional amount of the shares to be issued, in order to safeguard, pursuant to legal or regulatory provisions, and, if applicable, applicable contractual stipulations, the rights of the bearers of negotiable securities and other rights giving access to the shares, it being specified that such ceiling shall be set in a way that is autonomous and distinct from the ceiling referred to in the fourteenth resolution above,

resolves, pursuant to the provisions of Article L. 225-130 of the French Commercial Code, that if the Board of Directors uses this delegation of power, the rights forming odd lots shall not be negotiable, and that the corresponding securities shall be sold, the sums coming from the sale being allocated to the holders of the rights within a period of time set by the regulations,

resolves that this delegation of power shall be given to the Board of Directors for a term of twenty-six months as from the date of this general shareholders' meeting, and shall terminate any prior delegation of power having the same purpose.

Sixteenth resolution

Delegation of power to be granted to the Board of Directors to issue, for free, share subscription warrants cancelling the preferential subscription right of the shareholders in favor of a designated person,

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for extraordinary general shareholders' meetings,

noting that the capital is fully paid up,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 228-91, L. 225-129 and L. 225-138 of the French Commercial Code,

under the non-retroactive condition precedent of the signing of the rider to the Venture Loan Agreement entered into on July 19, 2013 between the Company and the companies Kreos Capital IV (UK) Ltd and Kreos Capital IV (Expert Fund) Limited,

delegates to the Board of Directors its authority to issue, free of charge, a maximum number of 18,473 warrants for subscription to shares (hereinafter referred to as the “**2015-KREOS** share subscription warrants”), each entitling the holder to subscribe to one ordinary share in the Company at a par value of 1.50 Euros,

resolves accordingly to set at 18,473 shares each with a par value of 1.50 Euros, the total maximum number of shares that may be subscribed upon exercise of the 2015-KREOS share subscription warrants,

resolves that the issue price of the shares resulting from the exercise of the 2015-KREOS share subscription warrants shall be determined by the Board of Directors on the issuance date of the 2015-KREOS share subscription warrants, and shall be at least equal to the weighted average of listed prices of the last three stock market sessions preceding, less a discount of 5%,

resolves, pursuant to Article L.228-91 and L.225-138 of the French Commercial Code, to cancel the preferential subscription right conferred upon shareholders by Article L.225-132 of the French Commercial Code and to reserve the subscription of 2015-KREOS share subscription warrants in favor of the company Capital IV (Expert Fund) Limited, company formed under Jersey law, with registered office located at social 47 Esplanade, St Helier, JE1 0BD, Jersey, recorded with the JFSC Companies Registry under the number 108240,

specifies that, pursuant, in particular, to the provisions of Article L. 225-132 paragraph 6 of the French Commercial Code, the issuance of 2015-KREOS share subscription warrants shall automatically entail, in favor of the bearer of the 2015-KREOS share subscription warrants, the waiver by the shareholders of their preferential subscription right to the shares issued due to the exercise of the 2015-KREOS share subscription warrants;

resolves to grant to the Board of Directors the task of setting the terms of the 2015-KREOS share subscription warrants,

resolves to carry out one or more capital increases corresponding to the total or partial exercise of the 18,473 2015-KREOS share subscriptions warrants for the maximum overall amount of 27,709.50 Euros, an amount to which shall be added, if applicable, the par amount of shares to eventually be issued, in case of new financial transactions to preserve the rights of bearers of the 2015-KREOS share subscription warrants under the legal and regulatory provisions as well as in accordance with the terms and conditions of the 2015-KREOS share subscription warrants, as stipulated in the issuance agreement ,

specifies that, in accordance with the provisions of Article L. 225-149 of the French Commercial Code, the capital increase resulting from the exercise of the 2015-KREOS share subscription warrants shall be definitively carried out solely by exercising the rights attached to the 2015-KREOS share subscription warrants and the corresponding payments,

resolves that the new shares subscribed by the exercise of the 2015-KREOS share subscription warrants, on the one hand, must be fully paid up from the time of subscription by payment in cash or by offset of debts on the Company and, on the other hand, shall bear rights as of the first day of the fiscal year during which the 2015-KREOS share subscription warrants were exercised. They shall enjoy the same rights and shall be identical to the existing shares in every way,

resolves that the 2015-KREOS share subscription warrants shall be transferable, that they will be issued in registered form and be registered in an account

resolves to give all powers to the Board of Directors to implement this delegation of power, and in order to in particular:

- allocate the 2015-KREOS share subscription warrants and set the conditions of exercise and the final terms of the 2015-KREOS share subscription warrants in accordance with the provisions of and under the limits set in this resolution;
- to set the price of the share that may be subscribed in the exercising of a 2015-KREOS share subscription warrant under the above-cited conditions;
- to establish the completion of capital increases resulting from the exercise of the 2015-KREOS share subscription warrants under the legal conditions and modify accordingly the bylaws of the Company;
- to make all provisions and accomplish any formalities which are necessary or consecutive on issuing the shares resulting from exercising the 2015-KREOS share subscription warrants, to protect the rights of the bearers of the 2015-KREOS share subscription warrants, as well as for carrying out the corresponding capital increases, and in particular:
 - receive the subscription forms and payments for the subscription of shares during the fiscal year for the 2015-KREOS share subscriptions warrants;
 - issue shares following the exercise of the 2015-KREOS share subscription warrants carry out the corresponding capital increase(s) and take note of the actual completion;
 - upon its sole initiative, charge the costs of corporate capital increases on the amount of the related premiums and deduct from such amount the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase;
 - take all decisions which may be necessary for protecting the bearers of 2015-KREOS share subscription warrants under the terms and conditions of the 2015-KREOS share subscription warrants, and
- generally speaking, take all necessary measures.

Seventeenth resolution

Delegation to be granted to the Board of Directors to increase company capital through the issuance of shares and marketable securities giving access to the Company's share capital for the benefit of a corporate savings scheme

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for extraordinary general shareholders' meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance, in particular, on the one hand with the provisions of Articles L. 225-129 and seq. and L. 225-138 of the French Commercial Code, and on the other hand, with the provisions of Articles L. 3332-1 and seq. of the French Labor Code,

delegates to the Board of Directors the power to decide to issue, in one or more issuances, in the proportions and at the times which it deems fit, ordinary shares or negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares of the Company reserved for subscribers to the Company's savings plan and, if applicable, a savings plan of French and foreign companies, bound to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the “**Group**”),

resolves that the total par amount of capital increases likely to be performed pursuant to this resolution may not be greater than 242,900 Euros, the maximum amount to which shall be added, if applicable, the additional amount of shares to be issued, in order to preserve, pursuant to the legal or regulatory provisions, and, if applicable, applicable contractual terms, the rights of the bearers of the negotiable securities giving access to shares,

resolves that the total par amount of issuances of negotiable securities representing debts giving access to the capital likely to be thus performed cannot be greater than 242,900 Euros (or the exchange value of this amount if issued in another currency),

sets at eighteen months, from the date of this general shareholders' meeting, the validity period for the delegation of power that is the subject of this resolution,

resolves that, the issue price of the shares or new negotiable securities giving access to the capital shall be determined by the Board of Directors under the conditions set forth in Article L. 3332-19 of the French Labor Code and may not be greater than the average of the listed prices at the twenty stock market sessions preceding the day of the decision of the Board of Directors setting the opening subscription date nor lower by more than 20% of this average or 30% when the duration of unavailability set forth lock-in period under the application of Articles L. 3332-25 and L. 3332-26 of the French Commercial Code is greater than or equal to ten years,

resolves to cancel, in favor of subscribers to a company savings plan, the preferential subscription right for shareholders to shares or negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares, to be issued,

resolves that the Board of Directors shall have all powers to implement this delegation of power, with an option of subdelegation under the **conditions** set forth by law and under the aforementioned conditions, particularly for the following purpose:

- resolve that subscriptions may be made directly or through company investment funds or other structures or entities so permitted by the applicable legal or regulatory provisions
- to set the dates, conditions and terms of the issuances carried out pursuant to this resolution and, in particular to set the opening and closing subscription dates, the vesting dates, the terms for paying up the shares and other negotiable securities giving access to the Company's capital, to grant the time frames for paying up shares and, if applicable, other negotiable securities giving access to the Company's capital,
- to request the admission on a stock exchange of the securities created, to record the capital increases up to the amount of the shares which will be actually subscribed and to make all corresponding modifications to the bylaws, to accomplish, directly or by proxy, all operations and formalities associated with increases in the share capital and to charge, if applicable, the costs of corporate capital increases on the amount of the related premiums and deduct from such amount the amounts necessary to bring the legal reserve up to one-tenth of the new share capital after each increase.