

IMPLANET

A corporation (*société anonyme*) with share capital of €16,104,678
Registered office: Allée F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac
Bordeaux Trade & Companies Register 493 845 341

COMBINED GENERAL SHAREHOLDERS' MEETING

TO BE HELD ON MAY 24, 2016

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, 2015;
- reports of the Statutory auditors on the separate financial statements for the year ended December 31, 2015 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, 2015;
- reading of the Group's management report and presentation by the Board of the consolidated financial statements for the year ended December 31, 2015;
- reading of the Statutory auditors' reports on the consolidated financial statements for the year ended December 31, 2015;
- approval of the consolidated financial statements for the year ended December 31, 2015;
- appropriation of income for the year ended December 31, 2015;
- 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;
- appointment of a new Director (Ms. Mary E. Shaughnessy);
- renewal of Mr. Jean-Gérard Galvez's term of office as Director;
- renewal of Mr. Ludovic Lastennet's term of office as Director;
- renewal of Mr. Jan Egberts' term of office as Director;
- renewal of Mr. Brian Ennis' term of office as Director;
- renewal of Kréos Capital IV (UK) Ltd's duties as observer;

FOR TRANSLATION PURPOSES

- approval of the share subscription and purchase option plan for 2015 adopted by the Board of Directors during its meeting held on July 15, 2015;
- 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 €8,589,161.60 as a result of losses in order to bring the capital down from €16,104,678, to €7,515,516.40, by reducing the nominal value of the shares – correlative modification of Article 6 of the bylaws;
- delegation of power to be granted to the Board of Directors to increase the share capital by the issuance of ordinary shares or any negotiable securities, with maintenance of the shareholders' preferential subscription right;
- delegation of power to be granted to the Board of Directors to increase the capital by the issuance of ordinary shares or any negotiable securities, canceling the shareholders' preferential subscription right and public offering;
- delegation of power to be granted to the Board of Directors to increase the capital by the issuance of ordinary shares or any negotiable securities, canceling shareholders' preferential subscription right under an offer in favor of qualified investors or a restricted circle of investors set out in II of Article L. 411-2 of the Monetary and Financial Code;
- authorization to be granted to the Board of Directors, in the event of the issue of shares or any negotiable securities, canceling 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 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 remunerate contributions in kind of equity securities or negotiable 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 competence to be granted to the Board of Directors for the purpose of increasing capital through the incorporation of premiums, reserves, profits, etc.;

FOR TRANSLATION PURPOSES

- 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;
- 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 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, free shares and share subscription warrants;
- delegation of powers to be granted to the Board of Directors to issue free subscription warrants for the conversion of bonds into shares with share subscription warrants with cancellation of the preferential subscription right in favor of L1 European Healthcare Opportunities Fund;
- 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.
- Delegation of powers to be granted to the Board of Directors in order to increase the share capital by issuing ordinary shares or any negotiable securities giving access to capital, with cancellation of shareholders' preferential subscription rights in favor of a certain category of persons.