

ABIONYX PHARMA

Public limited company with a capital of 1 395 713,70 €.

Head office : 33-43 avenue Georges Pompidou Bât D - 31130 Balma

481 637 718 RCS TOULOUSE

NOTICE PRIOR TO THE MEETING

The shareholders of the company are hereby informed that they will be convened to a Combined General Meeting on **June 28, 2022** at 5:00 p.m. at the company's registered office, for the purpose of deciding on the following agenda:

Agenda

Ordinary resolutions :

1. Approval of the annual accounts for the financial year ending December 31, 2021 - Approval of non-tax-deductible expenses and charges
2. Approval of the consolidated financial statements for the year ending December 31, 2021,
3. Allocation of the result for the year,
4. Allocation of retained earnings to the "Share premium" account,
5. Special report of the statutory auditors on regulated agreements,
6. Approval of the compensation policy for the Chairman of the Board of Directors,
7. Approval of the compensation policy for the Chief Executive Officer and/or any other executive officer,
8. Approval of the remuneration policy for members of the Board of Directors,
9. Approval of the information referred to in I of article L. 22-10-9 of the French Commercial Code,
10. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past fiscal year or granted in respect of the same fiscal year to Mr. Emmanuel Huynh, Chairman of the Board of Directors
11. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past fiscal year or granted for the same fiscal year to Mr. Cyrille Tupin, Chief Executive Officer,
12. Annual fixed sum to be allocated to the members of the Board,
13. Renewal of the term of office of Mr. Emmanuel Huynh as Director,
14. Authorization for the Board of Directors to buy back the company's own shares in accordance with Article L. 22-10-62 of the French Commercial Code, duration of the authorization, purposes, terms and conditions, ceiling,

Extraordinary resolutions :

15. Authorization to the Board of Directors to cancel treasury shares held by the company under the terms of Article L. 22-10-62 of the French Commercial Code, duration of the authorization, ceiling,
16. Delegation of authority to the Board of Directors to increase the capital by incorporation of reserves, profits and/or premiums, duration of the delegation, maximum nominal amount of the capital increase, treatment of fractional shares,

17. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the company or of a Group company) and/or to debt securities, with waiver of preferential subscription rights, by public offering (excluding the offers referred to in Article L. 411-2 of the Monetary and Financial Code) 411-2 of the French Monetary and Financial Code), and/or as consideration for securities in a public exchange offer, the duration of the delegation, the maximum nominal amount of the capital increase, the issue price, and the option of limiting the amount of the issue to the amount of subscriptions or of distributing the unsubscribed securities,
18. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the company or of a Group company) and/or to debt securities, with cancellation of the preferential subscription right by means of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code, the duration of the delegation, the maximum nominal amount of the capital increase, the issue price, and the option of limiting the amount of subscriptions to the amount of unsubscribed securities,
19. Authorization, in the event of an issue without pre-emptive subscription rights, to set the issue price in accordance with the conditions determined by the Shareholders' Meeting, up to a maximum of 10% of the capital per year,
20. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the capital and/or debt securities (of the company or of a group company), with cancellation of preferential subscription rights, to the benefit of categories of persons meeting specific characteristics, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit the amount of subscriptions or to allocate unsubscribed securities
21. Authorization to increase the amount of issues decided pursuant to the seventeenth, eighteenth and twentieth resolutions of this General Meeting and the seventeenth resolution of the General Meeting of June 11, 2021,
22. Delegation to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the capital, within the limit of 10% of the capital, in order to remunerate contributions in kind of equity securities or securities giving access to the capital, duration of the delegation,
23. Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the capital, without pre-emptive subscription rights, to the benefit of members of a company savings plan, pursuant to Articles L. 3332-18 et seq. of the French Labor Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, possibility of granting bonus shares pursuant to Article L. 3332-21 of the French Labor Code,
24. Overall limitation of the ceilings of the delegations provided for in the seventeenth, eighteenth, twentieth, twenty-second and twenty-third resolutions of this Meeting and in the seventeenth resolution of the General Meeting of June 11, 2021,
25. Authorization to be granted to the Board of Directors to grant existing and/or new free shares to employees and/or certain corporate officers of the company or related companies or economic interest groups, waiver by shareholders of their preferential subscription rights, duration of the authorization, ceiling, duration of the vesting periods, particularly in the event of disability and, where applicable, retention periods,
26. Powers to carry out formalities.

Text of the draft resolutions

Ordinary resolutions :

First resolution - Approval of the financial statements for the year ended December 31, 2021 - Approval of non-tax deductible expenses and charges

The Shareholders' Meeting, having considered the reports of the Board of Directors and the Auditors on the financial year ended December 31, 2021, approves, as presented, the annual financial statements for the year then ended showing a loss of 5,196,956.15 euros.

The Shareholders' Meeting specifically approves the total amount of 8,095.80 euros of expenses and charges referred to in Article 39, paragraph 4 of the French General Tax Code, as well as the corresponding tax.

Second resolution - Approval of the consolidated financial statements for the year ended December 31, 2021

The Shareholders' Meeting, having considered the reports of the Board of Directors and the Auditors on the consolidated financial statements for the year ended December 31, 2021, approves these financial statements as presented, which show a loss (group share) of 5,822,000 euros.

Third resolution - Appropriation of net income for the year

The Shareholders' Meeting, on the proposal of the Board of Directors, resolves to allocate the entire profit for the year ended December 31, 2021, i.e. the loss of 5,196,956.15 euros, to the retained earnings account, which is increased from a debit amount of 165,395,970.79 euros to a debit amount of 170,592,926.94 euros.

In accordance with the provisions of Article 243 bis of the General Tax Code, the General Meeting notes that it has been reminded that no dividend or income has been distributed in respect of the last three financial years.

Fourth resolution - Allocation of retained earnings to "Additional paid-in capital

The Shareholders' Meeting, having considered the report of the Board of Directors:

- 1) Notes that, following the adoption of the preceding resolution, the "Retained Earnings" item is in debit by (170,592,926.94) euros;
- 2) Resolves to clear in full the said debit "Retained Earnings", by charging 170,592,926.94 euros to the "Share Premium" account, which is thus reduced from 179,313,667.18 euros to 8,720,740.24 euros;
- 3) Notes that as a result of this allocation, the "Retained earnings" item now amounts to 0 euro.

Fifth resolution - Statutory Auditors' special report on regulated agreements - Acknowledgement of the absence of new agreements

The Shareholders' Meeting, having considered the special report of the statutory auditors on regulated agreements, notes the absence of any new agreement of the type referred to in Articles L. 225-38 et seq. of the Commercial Code.

Sixth resolution - Approval of the compensation policy for the Chairman of the Board of Directors

The Shareholders' Meeting, acting pursuant to Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors presented in the 2021 Universal Registration Document, in section 13.3.

Seventh resolution - Approval of the remuneration policy for the Chief Executive Officer and/or any other corporate officer

The Shareholders' Meeting, acting pursuant to Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the Chief Executive Officer and/or any other executive officer presented in the 2021 Universal Registration Document, in section 13.3

Eighth resolution - Approval of the compensation policy for members of the Board of Directors

The Shareholders' Meeting, acting pursuant to Article L.22-10-8 of the French Commercial Code, approves the compensation policy for members of the Board of Directors presented in the 2021 Universal Registration Document, in section 13.3.

Ninth resolution - Approval of the information referred to in I of Article L. 22-10-9 of the French Commercial Code

The Shareholders' Meeting, ruling in accordance with Article L. 22-10-34 I of the French Commercial Code, approves the information referred to in I of Article L. 22-10-9 of the French Commercial Code mentioned in the 2021 Universal Registration Document, in paragraph 13.1.

Tenth resolution - Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past fiscal year or granted in respect of the same fiscal year to Mr. Emmanuel Huynh, Chairman of the Board of Directors

The Shareholders' Meeting, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past fiscal year or awarded in respect of the same fiscal year to Mr. Emmanuel Huynh, Chairman of the Board of Directors, as presented in the 2021 Universal Registration Document, in paragraph 13.4.1.

Eleventh resolution - Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mr. Cyrille TUPIN, Chief Executive Officer

The Shareholders' Meeting, ruling in accordance with article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past fiscal year or awarded in respect of the same fiscal year to Mr. Cyrille TUPIN, Chief Executive Officer, as presented in the 2021 Universal Registration Document, in paragraph 13.4.2.

Twelfth resolution - Fixed annual sum to be allocated to members of the Board

The Shareholders' Meeting decides to increase the fixed annual sum to be allocated to the Board of Directors from 100,000 euros to 150,000 euros.

This decision, applicable to the current fiscal year, will be maintained until further notice.

Thirteenth resolution - Renewal of the term of office of Mr. Emmanuel Huynh as Director

The Shareholders' Meeting resolves to renew the term of office of Mr. Emmanuel Huynh as Director for a period of three years, expiring at the end of the Shareholders' Meeting held in 2025 to approve the financial statements for the previous fiscal year.

Fourteenth resolution - Authorization for the Board of Directors to buy back the company's own shares under the terms of Article L. 22-10-62 of the French Commercial Code

The Shareholders' Meeting, having reviewed the report of the Board of Directors, authorizes the Board, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, to purchase, on one or more occasions and at such times as it shall determine, shares in the company up to a maximum number of shares that may not represent more than 10% of the number of shares making up the share capital as of the date of this Meeting, adjusted if necessary to take account of any capital increases or reductions that may take place during the term of the program.

This authorization terminates the authorization granted to the Board of Directors by the General Meeting of June 11, 2021 in its sixteenth ordinary resolution.

Acquisitions may be made in order to :

- ensuring the animation of the secondary market or the liquidity of the ABIONYX PHARMA share through the intermediary of an investment service provider via a liquidity contract in accordance with the practice accepted by the regulations, it being specified that in this context, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, minus the number of shares resold
- to retain the shares purchased and subsequently tender them in exchange or as payment in connection with any merger, spin-off, contribution or external growth transactions
- to cover stock option plans and/or plans for the free allocation of shares (or similar plans) to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies all allocations of shares under a company or group savings plan (or similar plan), under the profit-sharing scheme and/or all other forms of share allocation to employees and/or officers of the Group, including Economic Interest Groupings and related companies
- to cover securities giving entitlement to the allocation of shares in the company in accordance with the regulations in force
- to cancel any shares acquired, in accordance with the authorization granted or to be granted by the Extraordinary Shareholders' Meeting.

These share purchases may be carried out by any means, including the acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The company does not intend to use options or derivatives.

The maximum purchase price is set at 10 euros per share. In the event of a capital transaction, in particular a stock split or reverse stock split, or the granting of bonus shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplier equal to the ratio between the number of shares making up the capital before the transaction and the number of shares after the transaction).

The maximum amount of the transaction is set at 10 million euros.

The Shareholders' Meeting grants full powers to the Board of Directors to carry out these transactions, to determine the terms and conditions, to enter into all agreements and to complete all formalities.

Extraordinary resolutions :

Fifteenth resolution - Authorization to the Board of Directors to cancel treasury shares held by the company under the terms of Article L. 22-10-62 of the French Commercial Code

The Shareholders' Meeting, pursuant to Article L. 22-10-62 of the French Commercial Code, having reviewed the report of the Board of Directors and the report of the statutory auditors

- 1) Authorizes the Board of Directors to cancel, at its sole discretion, on one or more occasions, up to a maximum of 10% of the capital stock calculated as of the date of the cancellation decision, after deduction of any shares cancelled during the previous 24 months, the shares that the company holds or may hold as a result of share buybacks carried out under Article L. 22-10-62 of the French Commercial Code, as well as to reduce the capital stock accordingly, in accordance with the legal and regulatory provisions in force
- 2) Sets the period of validity of this authorization at twenty-four months from the date of this Meeting,
- 3) Grants full powers to the Board of Directors to carry out the transactions necessary for such cancellations and the corresponding reductions in share capital, to amend the company's bylaws accordingly and to carry out all necessary formalities.

Sixteenth resolution - Delegation of authority to the Board of Directors to increase capital by incorporation of reserves, profits and/or premiums

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, having reviewed the report of the Board of Directors and in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the Commercial Code

- 1) Delegates to the Board of Directors its authority to decide to increase the share capital, on one or more occasions, at such times and on such terms as it shall determine, by incorporation into the capital of reserves, profits, premiums or other sums the capitalization of which may be permitted, by the issue and free allotment of shares or by increasing the par value of existing ordinary shares, or by a combination of these two methods
- 2) Resolves that if the Board of Directors makes use of this delegation of authority, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, in the event of a capital increase in the form of an allotment of bonus shares, fractional rights shall not be negotiable or assignable and the corresponding shares shall be sold; the proceeds of the sale shall be allocated to the holders of the rights within the period provided for by the regulations.
- 3) Sets the period of validity of this delegation at twenty-six months, counting from the date of this Meeting.
- 4) Resolves that the amount of the capital increase under this resolution shall not exceed the nominal amount of 100,000 euros, not including the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of rights or securities giving access to the Company's capital.

This ceiling is independent of all the ceilings provided for in the other resolutions of this Meeting.
- 5) Grants the Board of Directors full powers to implement this resolution and, in general, to take all measures and carry out all formalities required for the successful completion of each capital increase, to record the completion thereof and to amend the bylaws accordingly.
- 6) Records that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of any previous delegation of authority for the same purpose.

Seventeenth resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the company or of a group company) and/or to debt securities, with cancellation of the preferential subscription right, by public offer (excluding the offers referred to in Article L. 411-2 of the French Monetary and Financial Code) and/or as consideration for securities in the context of a public exchange offer

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the Auditors' special report, and in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-136, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-92:

1) Delegates to the Board of Directors its authority to issue, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international market, through a public offering excluding the offerings referred to in Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other unit of account established by reference to a set of currencies:

- ordinary shares,
- and/or securities giving access to the capital and/or to debt securities.

These securities may be issued as consideration for securities tendered to the company in a public exchange offer for securities meeting the conditions set out in Article L. 22-10-54 of the French Commercial Code.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital.

2) Sets the period of validity of this delegation at twenty-six months, counting from the date of this Meeting.

3) The aggregate par value of ordinary shares that may be issued under this authorization may not exceed 450,000 euros.

To this ceiling shall be added, where applicable, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of rights or securities giving access to the Company's capital.

This amount is to be deducted from the maximum nominal amount of ordinary shares that may be issued, as provided for in the twenty-fourth resolution.

The nominal amount of debt securities issued under this authorization may not exceed 25,000,000 euros.

This amount is to be deducted from the ceiling on the nominal amount of debt securities set out in the twenty-fourth resolution.

4) Resolves to cancel shareholders' preferential subscription rights to the ordinary shares and securities giving access to the capital and/or to debt securities covered by this resolution, while allowing the Board of Directors the option of granting shareholders a priority right, in accordance with the law.

5) Resolves that the amount to be received by the Company for each ordinary share issued under this authorization, after taking into account the issue price of any warrants issued, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the authorization.

6) Resolves, in the event of the issue of securities as consideration for securities tendered in connection with a public exchange offer, that the Board of Directors shall have the necessary powers, under the conditions set out in Article L. 22-10-54 of the French Commercial Code and within the limits set out above, to draw up the list of securities tendered in exchange, to set the terms of issue, the exchange ratio and, if applicable, the amount of the cash balance to be paid, and to determine the terms of issue.

7) Resolves that if the subscriptions have not absorbed the entire issue referred to in 1/, the Board of Directors may use the following options

- limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by the regulations
- freely allocate all or part of the unsubscribed securities.

8) Resolves that the Board of Directors shall have the necessary powers, within the limits set above, in particular

to set the terms and conditions of the issue(s), if any, to record the completion of the resulting capital increases, to amend the bylaws accordingly, to charge, at its sole discretion, the costs of the capital increases to the amount of the related premiums and to deduct from this amount the sums necessary to bring the legal reserve up to one tenth of the new capital after each increase, and, more generally, to do whatever is necessary in this regard.

- 9) Records that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of any previous delegation of authority for the same purpose.

Eighteenth resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the company or of a group company) and/or to debt securities, with cancellation of the preferential subscription right, by means of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the Auditors' special report, and in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-136, L. 22-10-52, and L. 228-92:

- 1) Delegates to the Board of Directors its authority to issue, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international market, by means of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other unit of account established by reference to a set of currencies:

- ordinary shares,
- and/or securities giving access to the capital and/or to debt securities.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital.

- 2) Sets the period of validity of this delegation at twenty-six months, counting from the date of this Meeting.
- 3) The aggregate par value of ordinary shares that may be issued under this authorization may not exceed 450,000 euros, it being specified that it shall also be limited to 20% of the capital per year.

To this ceiling shall be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of rights or securities giving access to the Company's capital.

This amount is to be deducted from the maximum nominal amount of ordinary shares that may be issued, as provided for in the twenty-fourth resolution.

The nominal amount of debt securities issued under this authorization may not exceed 25,000,000 euros.

This amount is to be deducted from the ceiling on the nominal amount of debt securities provided for in the twenty-fourth resolution.

- 4) Resolves to cancel shareholders' preferential subscription rights to ordinary shares and securities giving access to the capital and/or to debt securities covered by this resolution.
- 5) Resolves that the amount to be received by the Company for each ordinary share issued under this delegation of authority, after taking into account, in the event of the issue of stand-alone share warrants, the issue price of said warrants, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation.
- 6) Resolves that if the subscriptions have not absorbed the entire issue referred to in 1/, the Board of Directors may use the following options
- limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by the regulations
 - freely allocate all or part of the unsubscribed securities.

- 7) Resolves that the Board of Directors shall have the necessary powers, within the limits set above, in particular to set the terms and conditions of the issue(s), if any, to record the completion of the resulting capital increases, to amend the bylaws accordingly, to charge, at its sole discretion, the costs of the capital increases to the amount of the related premiums and to deduct from this amount the sums necessary to bring the legal reserve up to one tenth of the new capital after each increase, and more generally to do whatever is necessary in this regard.
- 8) Records that this delegation of authority supersedes, as from the date hereof, any unused portion of any previous delegation of authority for the same purpose.

Nineteenth resolution - Authorization, in the event of an issue with cancellation of preferential subscription rights, to set the issue price under the conditions determined by the meeting, within the limit of 10% of the capital per year

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the Auditors' special report, and in accordance with the provisions of Article L. 22-10-52, paragraph 2, of the French Commercial Code, authorizes the Board of Directors, when it decides to issue ordinary shares or securities giving access to the capital under the seventeenth and eighteenth resolutions, subject to the provisions of Article L. 22-10-52 paragraph 1 of the French Commercial Code, to derogate, within the limit of 10% of the share capital per year, from the conditions for setting the price provided for in the aforementioned resolutions and to set the issue price of the equity securities to be issued as follows

The issue price of equity securities to be issued immediately or in the future, after taking into account the issue price of warrants in the event of the issue of stand-alone share subscription warrants, may not be less than the weighted average of the share prices for the last ten trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 10%.

Twentieth resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the company or of a group company) and/or to debt securities, with cancellation of the preferential subscription right in favor of categories of persons meeting specific characteristics

The Shareholders' Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-138 and L. 228-92 of the French Commercial Code

- 1) Delegates to the Board of Directors its authority to issue, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, without pre-emptive subscription rights for the categories of persons defined below, :
 - 1) ordinary shares,
 - 2) and/or securities giving access to the capital and/or to debt securities

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital.

- 2) Sets the period of validity of this delegation at eighteen months, counting from the date of this meeting.
- 3) The maximum aggregate par value of capital increases that may be carried out under this authorization may not exceed 450,000 euros.

To this ceiling shall be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of rights or securities giving access to the Company's capital.

This amount is to be deducted from the maximum nominal amount of ordinary shares that may be issued, as provided for in the twenty-fourth resolution.

The nominal amount of debt securities issued in this way may not exceed 25,000,000 euros.

This amount is to be deducted from the ceiling on the nominal amount of debt securities set out in the twenty-fourth resolution.

- 4) Resolves, in accordance with the provisions of Article L. 225-138 of the French Commercial Code, that the issue price of the ordinary shares that may be issued under the present delegation of authority shall be set by the Board of Directors, it being specified that :
 - i. the subscription price of the shares, after taking into account, in the event of the issue of stand-alone share warrants, the issue price of said warrants, may not be less than 90% of the weighted average of the prices of the last 10 trading sessions preceding the day on which the issue price is set, and that
 - ii. the issue price of the securities giving access to ordinary shares to be issued, after taking into account, in the event of the issue of autonomous share subscription warrants, the issue price of said warrants, shall be such that the amount received immediately by the Company on the issue, plus, where applicable, the amount that may subsequently be received by the Company for each share issued as a result of the issue of these securities, may not be less than 90% of the weighted average of the prices of the last 10 stock market trading sessions preceding the date on which the issue price is set.
- 5) Resolves to waive shareholders' pre-emptive rights to subscribe for ordinary shares and securities giving access to the capital and/or debt securities, in favor of the following categories of persons or one or more sub-categories of such categories
 - i. individuals or legal entities (including companies), investment companies, trusts, investment funds or other investment vehicles, whatever their form, governed by French or foreign law, investing on a regular basis in the pharmaceutical, biotechnology, disease treatment or medical technology sectors; and/or
 - ii. companies, institutions or entities of any kind, whether French or foreign, carrying out a significant part of their activity in the sectors referred to in (i); and/or
 - iii. French or foreign investment service providers with an equivalent status likely to guarantee the realization of a capital increase intended to be placed with the persons referred to in (i) and (ii) above and, in this context, to subscribe for the securities issued; and/or
 - iv. Corporate officers (including managers), employees and members of any committee of the Company or any of its subsidiaries, as well as any person (natural or legal) bound by a service or consultancy contract to the Company or any of its subsidiaries.
- 6) Resolves that if the subscriptions have not absorbed the entirety of an issue referred to in 1), the Board of Directors may, at its discretion, use one or other of the following options, in the order it shall determine
 - limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by the regulations
 - freely allocate all or part of the unsubscribed securities among the categories of persons defined above.
- 7) Resolves that the Board of Directors shall have full powers to implement this delegation of authority, in particular to:
 - a) determine the terms and conditions of the issue(s)
 - b) draw up the list of beneficiaries within the above-mentioned categories
 - c) determine the number of shares to be allocated to each of the beneficiaries
 - d) to decide on the amount to be issued, the issue price and the amount of the premium which may, if applicable, be requested on issue
 - e) to determine the dates and terms of the issue, the nature, form and characteristics of the securities to be created, which may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term;
 - f) to determine the method of payment for the shares and/or securities issued or to be issued
 - g) to determine, if necessary, the terms and conditions for the exercise of the rights attached to the securities issued or to be issued and, in particular, to set the date, even retroactively, from which the new shares will carry dividend rights, as well as all other terms and conditions of the issue;

- h) suspend the exercise of the rights attached to the securities issued for a maximum period of three months;
 - i) at its sole discretion, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase;
 - j) record the completion of each capital increase and amend the bylaws accordingly
 - k) to make any adjustments required in accordance with the law, and to set the terms and conditions under which the rights of holders of securities giving future access to the capital will be preserved, if applicable;
 - l) in general, enter into any agreement, take any measures and carry out any formalities required for the issue and financial servicing of the securities issued pursuant to this delegation of authority and for the exercise of the rights attached thereto, and more generally do whatever is necessary in such matters.
- 8) Notes that the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use of this delegation granted under this resolution.
- 9) Records that this delegation of authority supersedes, as from the date hereof, any unused portion of any previous delegation of authority for the same purpose.

Twenty-first resolution - Authorization to increase the amount of issues under the seventeenth, eighteenth and twentieth resolutions of this Shareholders' Meeting and the seventeenth resolution of the Shareholders' Meeting of June 11, 2021

The Shareholders' Meeting, having considered the report of the Board of Directors, resolves that, for each of the issues of ordinary shares or securities decided pursuant to the seventeenth, eighteenth and twentieth resolutions of this Shareholders' Meeting and the seventeenth resolution of the Shareholders' Meeting of June 11, 2021, the number of shares to be issued may be increased in accordance with the conditions set forth in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and within the limit of the ceilings set by the Meeting.

Twenty-second resolution - Delegation to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the capital within the limit of 10% of the capital in order to remunerate contributions in kind of securities or securities giving access to the capital

The Shareholders' Meeting, having considered the reports of the Board of Directors and the Statutory Auditors and in accordance with Articles L. 225-147, L. 22-10-53 and L. 228-92 of the Commercial Code

- 1) Authorizes the Board of Directors to issue, on the basis of the report of the contribution auditor, ordinary shares or securities giving access to ordinary shares as consideration for contributions in kind granted to the company and consisting of equity securities or securities giving access to the capital when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable.
- 2) Sets the period of validity of this delegation at twenty-six months, counting from the date of this Meeting.
- 3) Resolves that the aggregate par value of ordinary shares that may be issued under this authorization may not exceed 10% of the capital stock as of the date of this Meeting, not including the par value of the capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital stock, in accordance with the law and, where applicable, any contractual provisions providing for other preservation procedures.
- 4) The maximum aggregate par value of the capital increases that may be carried out under this delegation of authority shall be deducted from the overall ceiling set in the twenty-fourth resolution concerning the aggregate par value of shares that may be issued.
- 5) Delegates full powers to the Board of Directors to approve the valuation of the contributions, to decide on the resulting capital increase, to record the completion thereof, to charge, where appropriate, all expenses and duties incurred by the capital increase to the contribution premium, to deduct from the contribution premium the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase and to amend the bylaws accordingly, and to do all that is necessary in such matters.

- 6) Records that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of any previous delegation of authority for the same purpose.
- 7) Delegates all powers to the Board of Directors, for the purposes of approving the valuation of the contributions, deciding on the resulting capital increase, observing its completion, deducting, where applicable, from the contribution premium all the costs and duties occasioned by the capital increase, to deduct from the contribution premium the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase and to proceed with the correlative modification of the statutes, and to do what is necessary in such matters.
- 8) Acknowledges that this delegation renders ineffective, as of this day, up to, where applicable, the unused part, any previous delegation having the same purpose.

Twenty-third resolution - Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the capital with cancellation of preferential subscription rights in favor of the members of a company savings plan, pursuant to Articles L. 3332-18 et seq. of the Labor Code

The Shareholders' Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, ruling in accordance with Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the Commercial Code and L. 3332-18 et seq. of the Labor Code

- 1) Delegates its authority to the Board of Directors to increase the share capital on one or more occasions by issuing ordinary shares or securities giving access to the Company's share capital, at its sole discretion, for the benefit of members of one or more company or group savings plans set up by the Company and/or the French or foreign companies affiliated with it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code
- 2) Cancels, in favor of these persons, the preferential subscription right to shares and securities that may be issued pursuant to this delegation.
- 3) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 4) Limits the maximum nominal amount of the increase(s) in capital that may be carried out under this authorization to 50,000 euros. This limit shall be deducted from the total amount of ordinary shares that may be issued under the twenty-fourth resolution. To this amount shall be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual stipulations providing for other methods of preservation, the rights of holders of rights or securities giving access to the Company's capital;
- 5) Resolves that the price of the shares to be issued pursuant to 1/ of this delegation may not be more than 30% lower, or 40% lower when the lock-up period provided for in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is equal to or greater than ten years, than the average of the prices quoted for the shares during the 20 trading days preceding the decision setting the opening date of the subscription period, or higher than this average.
- 6) Decides, in accordance with the provisions of article L. 3332-21 of the French Labor Code, that the Board of Directors may provide for the allocation to the beneficiaries defined in the first paragraph above, free of charge, of shares to be issued or already issued or of other securities giving access to the Company's capital to be issued or already issued in respect of (i) the employer's contribution which may be paid in accordance with the regulations governing company or group savings plans, and/or (ii) where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or premiums necessary to pay up the said shares;
- 7) Notes that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of any previous delegation of authority for the same purpose.

The Board of Directors may or may not implement this delegation, take all necessary measures and carry out all formalities.

Twenty-fourth resolution - Overall limitation of the ceilings of the delegations provided for in the seventeenth, eighteenth, twentieth, twenty-second and twenty-third resolutions of this meeting and in the seventeenth resolution of the General Meeting of June 11, 2021

The Shareholders' Meeting, having considered the report of the Board of Directors, resolves to set the aggregate par value of the shares to be issued under this authorization at

- 650,000 euros, the total nominal amount of the shares that may be issued, immediately or in the future, pursuant to the seventeenth, eighteenth, twentieth, twenty-second and twenty-third resolutions of this Meeting as well as to the seventeenth resolution of the General Meeting of June 11, 2021 it being specified that to this amount may be added the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation procedures, the rights of holders of rights or securities giving access to the Company's capital.
- 25,000,000 euros, the total nominal amount of debt securities against the Company that may be issued pursuant to the seventeenth, eighteenth and twentieth resolutions of this meeting and the seventeenth resolution of the General Meeting of June 11, 2021.

Twenty-fifth resolution - Authorization for the Board of Directors to grant free shares to employees and/or certain corporate officers

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, authorizes the Board of Directors, in accordance with Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, to proceed, on one or more occasions, with the allocation of ordinary shares of the company, either existing or to be issued, to the benefit of :

- members of the salaried staff of the company or of companies or economic interest groups directly or indirectly linked to it within the meaning of Article L. 225-197-2 of the French Commercial Code
- and/or corporate officers who meet the conditions set out in Article L. 225-197-1 of the French Commercial Code.

The total number of free shares granted under this authorization may not exceed 7.5% of the share capital on the date of the decision to grant, it being specified that this ceiling is independent of all the ceilings provided for in the other resolutions of this Meeting. To this ceiling shall be added, where applicable, the nominal amount of the capital increase required to preserve the rights of the beneficiaries of free share allocations in the event of transactions in the Company's capital during the vesting period. The total number of shares that may be granted free of charge to the Company's corporate officers (Chairman of the Board of Directors, Chief Executive Officer, Executive Vice Presidents) may not exceed 4% of the capital within this envelope.

The allocation of shares to beneficiaries will be definitive at the end of a vesting period to be determined by the Board of Directors, which may not be less than one year.

Beneficiaries must, where applicable, hold these shares for a period, set by the Board of Directors, at least equal to that required to ensure that the cumulative duration of the vesting and, where applicable, holding periods cannot be less than two years.

As an exception, the final allocation will take place before the end of the vesting period in the event of the beneficiary's disability corresponding to the second and third categories provided for in Article L. 341-4 of the Social Security Code.

All powers are granted to the Board of Directors to :

- set the terms and conditions and, if applicable, the criteria for the granting of shares and the performance conditions for the shares
- determine the identity of the beneficiaries and the number of shares allocated to each of them
- if applicable :
 - o note the existence of sufficient reserves and transfer to an unavailable reserve account the amounts necessary to pay up the new shares to be granted at the time of each grant

- o decide, when the time comes, on the capital increase(s) by incorporation of reserves, premiums or profits corresponding to the issue of the new free shares,
- o to purchase the shares required under the share buyback program and allocate them to the allocation plan
- o to determine the impact on the rights of beneficiaries of transactions modifying the capital or likely to affect the value of the shares granted and carried out during the vesting period and, consequently, to modify or adjust, if necessary, the number of shares granted to preserve the rights of the beneficiaries
- o to decide whether or not to set a holding period at the end of the vesting period and, if so, to determine the duration thereof and to take all necessary measures to ensure compliance by the beneficiaries
- o and, in general, to do all that may be necessary under current legislation to implement this authorization.

This authorization automatically entails the waiver by shareholders of their pre-emptive right to subscribe for new shares issued by capitalization of reserves, premiums and profits.

It is granted for a period of thirty-eight months from the date of this Meeting.

It supersedes, as from the date of this Meeting, any unused portion of any previous authorization having the same purpose.

Twenty-sixth resolution - Powers for formalities

The Shareholders' Meeting gives full powers to the bearer of a copy or extract of these minutes to carry out all the formalities of filing and publication required by law.

Shareholders entitled to participate in the Meeting

The Meeting is composed of all shareholders, regardless of the number of shares they own.

Only shareholders who can prove that their shares are registered in their name or in the name of the intermediary registered on their behalf on the second business day preceding the meeting, i.e., on **June 24, 2022** at midnight, Paris time, may attend the meeting

- either in the registered share accounts held by the Company
- or in the bearer share accounts held by the authorized intermediary.

Any shareholder who has already cast a postal vote, sent a proxy or requested an admission card or a certificate of participation (under the conditions specified below) may sell all or part of his shares at any time. However, if the transfer of ownership occurs before **June 24, 2022** at midnight, Paris time, the Company will invalidate or modify accordingly, as the case may be, the absentee ballot, the proxy, the admission card or the certificate of participation. To this end, the intermediary will notify the Company or its agent of the transfer of ownership and will provide the necessary information. No transfer of ownership made after **June 24, 2022** at midnight, Paris time, regardless of the means used, will be notified by the intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

Participation and voting procedures

Registered shareholders wishing to participate in the Meeting may do so by registering their shares in an account as described above.

Holders of bearer shares who wish to attend the Meeting must request their account holder to obtain an admission card. Their account holder will draw up a certificate of participation and send it directly to CIC, either by post to the following address CIC - Service Assemblées - 6, avenue de Provence 75009 PARIS, or by e-mail to the following address: serviceproxy@cic.fr, in order to obtain an admission card.

This admission card is sufficient to participate physically in the Meeting.

However, if the bearer shareholder has lost or not received the admission card in time, he/she may request a certificate of participation from his/her account holder.

If they are unable to attend the Meeting in person, shareholders may choose one of the following three options:

- a) Give a proxy to the person of their choice in accordance with Articles L. 225-106 and L.22-10-39 of the French Commercial Code;
- b) Send a proxy to the Company without indicating a mandate;
- c) Vote by mail.

At the latest on the twenty-first day before the Meeting, the single postal voting form or proxy form will be posted on the Company's website (www.abionyx.com).

From the date of the meeting, shareholders may request in writing that CIC send them the form. Requests received no later than six days before the date of the Meeting will be granted.

This form must be returned, together with the certificate of participation for bearer shareholders, to CIC, either by post to the following address CIC - Service Assemblées - 6, avenue de Provence 75009 PARIS, France, or by e-mail to the following address: serviceproxy@cic.fr. The postal voting form must be received by **June 24, 2022** at the latest.

When shareholders appoint a proxy, they may notify this appointment by sending the signed and scanned form electronically, together with a photocopy of both sides of their identity card and, if applicable, their certificate of participation, by e-mail to the following address: serviceproxy@cic.fr. The proxy may also be sent by mail to the CIC services at the above-mentioned postal address or presented on the day of the Meeting. The proxy thus given may be revoked in the same way.

Inclusion of items or draft resolutions on the agenda

Requests for the inclusion of items or draft resolutions on the agenda by shareholders must be sent to the registered office by registered letter with acknowledgement of receipt or by electronic telecommunication to the following address: infos@abionyx.com, so as to be received at the latest on the twenty-fifth day preceding the date of the General Meeting, but may not be sent more than twenty days after the date of this notice.

Requests for the inclusion of items on the agenda must state the reasons for the request.

Requests for the inclusion of draft resolutions must be accompanied by the text of the draft resolutions, together with a brief explanatory memorandum, if any, and the information provided for in Article R. 225-83 of the French Commercial Code if the draft resolution concerns the nomination of a candidate to the Board of Directors.

A certificate of account registration must also be attached to these requests for the inclusion of items or draft resolutions on the agenda in order to justify, on the date of the request, the possession or representation of the required fraction of the capital in accordance with the provisions of Article R. 225-71 of the French Commercial Code. A new certificate proving the registration of the shares in the same accounts on the second business day preceding the Meeting at midnight, Paris time, must be sent to the Company.

The text of the draft resolutions submitted by shareholders and the list of items added to the agenda at their request will be posted on the Company's website (www.abionyx.com) without delay.

Information for shareholders

The preparatory documents for the Meeting set out in Article R. 22-10-23 of the French Commercial Code will be posted on the Company's website (www.abionyx.com) no later than the twenty-first day before the Meeting.

The full text of the documents to be presented at the Meeting in accordance with Articles L. 225-115 and R. 225-83 of the French Commercial Code will be made available at the Company's registered office.

As from the date of the notice of meeting and up to and including the fifth day before the meeting, any shareholder may ask the Company to send him the documents and information mentioned in Articles R. 225-81 and R. 225-83 of the French Commercial Code, up to and including the fifth day before the meeting, preferably by e-mail to the following address: infos@abionyx.com. Bearer shareholders must provide proof of their status as such by sending a certificate of account registration.

Written questions

From the time the documents are made available to shareholders until the fourth business day preceding the date of the Shareholders' Meeting, i.e. **June 22, 2022**, any shareholder may send written questions to the Chairman of the Board of Directors of the Company, in accordance with the provisions of Article R. 225-84 of the French Commercial Code. These written questions must be sent by electronic means to the following address: infos@abionyx.com (or by registered letter with acknowledgement of receipt sent to the registered office). They must be accompanied by a certificate of account registration.

The Board of Directors