

ABIONYX PHARMA

Public limited company with capital of €1,421,969.10

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

481 637 718 RCS TOULOUSE

NOTICE PRIOR TO THE GENERAL MEETING

The Company's shareholders are hereby informed that they will be convened to a Combined General Meeting on June 27, 2023 at 2 p.m. at the Company's registered office, for the purpose of considering the following agenda:

Agenda

Ordinary business :

1. Approval of the financial statements for the year ended December 31, 2022 - Approval of non-tax-deductible expenses and charges,
2. Approval of the consolidated financial statements for the year ended December 31, 2022,
3. Appropriation of net income for the year,
4. Statutory auditors' special report on regulated agreements and approval of these agreements,
5. Renewal of Deloitte & Associés as statutory auditors,
6. Renewal of Laura A. Coruzzi's term of office as director,
7. Renewal of Karen Noel's term of office as director,
8. Renewal of Cyrille Tupin's directorship,
9. Approval of the compensation policy for the Chairman of the Board of Directors,
10. Approval of the remuneration policy for the Chief Executive Officer and/or any other executive corporate officer,
11. Approval of the remuneration policy for members of the Board of Directors,
12. Approval of the information referred to in I of article L. 22-10-9 of the French Commercial Code,
13. Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the past year or granted in respect of the same year to Mr. Emmanuel Huynh, Chairman of the Board of Directors,
14. 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,
15. 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, duration of the authorization, purposes, terms and conditions, ceiling,

Extraordinary :

16. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the Company or a Group company), and/or to debt securities, with pre-emptive subscription rights, duration of the delegation, maximum nominal amount of the capital increase, option to offer unsubscribed securities to the public,
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 a Group company) and/or to debt securities, without pre-emptive subscription rights, by public offering (excluding the offers referred to in Article L. 1. 411-2 of

the French Monetary and Financial Code), and/or as consideration for securities issued in connection with a public exchange offer, the duration of the authorization, the maximum nominal amount of the capital increase, the issue price, and the option to limit the issue to the amount of subscriptions or to allocate 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 a Group company) and/or to debt securities, without pre-emptive subscription rights, by means of an offer governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code, 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,
19. Authorization, in the event of an issue without pre-emptive subscription rights, to set the issue price in accordance with the conditions defined by the General Meeting, subject to an annual limit of 10% of the share capital,
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 a Group company), without pre-emptive subscription rights for categories of persons meeting specified 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,
22. Delegation of authority to the Board of Directors to increase capital by issuing ordinary shares and/or securities giving access to capital, up to a maximum of 10% of capital stock, in consideration for contributions in kind of capital stock or securities giving access to capital stock, duration of delegation,
23. Delegation of authority to the Board of Directors to increase capital by issuing ordinary shares and/or securities giving access to capital, without pre-emptive subscription rights for members of a company savings plan, in accordance with 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 allocating bonus shares in accordance with Article L. 3332-21 of the French Labor Code,
24. Overall limit on the delegations provided for in the 16th to 18th, 20th, 22nd and 23rd resolutions of this Meeting,
25. Powers to carry out formalities.

Text of draft resolutions

Ordinary resolutions :

First resolution - Approval of the financial statements for the year ended December 31, 2022 - Approval of non-tax-deductible expenses and charges

The Annual General Meeting, having considered the reports of the Board of Directors and the Statutory Auditors for the year ended December 31, 2022, approves the financial statements for the year then ended, as presented, showing a loss of 3,896,656.07 euros.

In particular, the General Meeting approves the total expenses and charges of 8,095.80 euros referred to in article 39, paragraph 4 of the French General Tax Code, as well as the corresponding tax charge.

Second resolution - Approval of the consolidated financial statements for the year ended December 31, 2022

The Annual General Meeting, having considered the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements for the year ended December 31, 2022, approves these financial statements as presented, showing a loss (Group share) of 4,206 thousand euros.

Third resolution - Appropriation of net income for the year

The Annual General Meeting, acting on the recommendation of the Board of Directors, resolves to appropriate all net income for the year ended December 31, 2022, i.e. the loss of 3,896,656.07 euros, to retained earnings, which will be increased from 0 euros to a debit of 3,896,656.07 euros.

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

Fourth resolution - Statutory auditors' special report on regulated agreements and approval of these agreements

Having considered the Statutory Auditors' special report on related-party agreements, the Annual General Meeting approves the new agreements referred to therein.

Fifth resolution - Renewal of Deloitte & Associés as Statutory Auditors

On the recommendation of the Board of Directors, the Annual General Meeting reappoints Deloitte & Associés, whose term of office expires at the close of this Annual General Meeting, as Statutory Auditors for a period of six years, until the close of the Annual General Meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

Sixth resolution - Renewal of the term of office of Mrs. Laura A. Coruzzi as director

The Shareholders' Meeting resolves to renew the term of office of Mrs. Laura A. Coruzzi as Director for a period of three years, expiring at the close of the Annual Shareholders' Meeting to be held in 2026 to approve the financial statements for the year then ended.

Seventh resolution - Renewal of the term of office of Mrs Karen Noel as director

The Shareholders' Meeting resolves to renew the term of office of Mrs. Karen Noel as Director for a period of three years, expiring at the close of the Annual Shareholders' Meeting to be held in 2026 to approve the financial statements for the year then ended.

Eighth resolution - Re-election of Cyrille Tupin as director

The Annual General Meeting re-elects Cyrille Tupin as director for a three-year term, expiring at the close of the Annual General Meeting to be held in 2026 to approve the financial statements for the year then ended.

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

The Annual General Meeting, convened in accordance with Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors set out in section 13.3 of the 2022 Universal Registration Document.

Tenth resolution - Approval of the compensation policy for the Chief Executive Officer and/or any other executive corporate officer

The Annual General Meeting, convened in accordance with Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chief Executive Officer and/or any other executive corporate officer as presented in the 2022 Universal Registration Document, section 13.3.

Eleventh resolution - Approval of the remuneration policy for members of the Board of Directors

The Annual General Meeting, convened in accordance with Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for members of the Board of Directors set out in section 13.3 of the 2022 Universal Registration Document.

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

The Annual General Meeting, convened 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, presented in the Universal Registration Document 2022, paragraph 13.1.

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

The Annual General Meeting, convened 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 year just ended or awarded in respect of the same year to Mr. Emmanuel Huynh, Chairman of the Board of Directors, as presented in the Universal 2022 Registration Document, section 13.4.1.

Fourteenth resolution - Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past year or awarded in respect of the same year to Cyrille TUPIN, Chief Executive Officer

The Annual General Meeting, convened 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 in kind paid during the year just ended or awarded in respect of the same year to Cyrille TUPIN, Chief Executive Officer, as presented in section 13.4.2 of the Universal 2022 Registration Document.

Fifteenth 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 Annual General Meeting, having reviewed the Board of Directors' report, authorizes the Board of Directors, 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 times to be determined by the Board of Directors, up to a maximum number of shares representing no more than 10% of the Company's capital stock at the date of this Meeting, as adjusted to take into account any capital increases or decreases that may occur during the term of the program.

This authorization supersedes the authorization given to the Board of Directors by the fourteenth resolution of the Annual General Meeting of June 28, 2022.

Acquisitions may be made with a view to :

- stimulate the secondary market or ensure the liquidity of ABIONYX PHARMA shares through an investment services provider, under a liquidity contract that complies with accepted regulatory practice, 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, less the number of shares resold,
- to retain the shares purchased and subsequently tender them in exchange or as consideration for any mergers, demergers, spin-offs or acquisitions,
- to cover stock option plans and/or bonus share plans (or similar plans) for Group employees and/or officers, including Economic Interest Groups and related companies, allocate shares under a company or group savings plan (or similar plan), a profit-sharing scheme and/or any other form of share allocation to employees and/or officers of the Group, including Economic Interest Groups and related companies,
- cover the issue of securities giving entitlement to the Company's shares, in accordance with the applicable regulations,
- 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 through the acquisition of blocks of shares, and at times deemed appropriate by the Board of Directors.

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, notably a stock split or reverse stock split, or the allocation of bonus shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplier coefficient 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 Annual General Meeting gives full powers to the Board of Directors to carry out these transactions, set the terms and conditions, enter into all agreements and carry out all formalities.

Extraordinary resolutions :

Sixteenth 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 pre-emptive subscription rights for existing shareholders

The Annual General 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, in particular Articles L. 225-129-2, L. 228-92 and L. 225-132 et seq:

1) Authorizes the Board of Directors to issue, free of charge or against payment, on one or more occasions, in the proportions and at the times it deems appropriate, on the French and/or international markets, either in euros, foreign currencies or any other unit of account established by reference to a basket of currencies :

- ordinary shares,
- and/or securities carrying rights to shares and/or 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) Resolves that this authorization is valid for a period of twenty-six months from the date of this Meeting.

3) Resolves to set the following limits on the amounts of issues that may be carried out under this authorization:

The aggregate par value of ordinary shares that may be issued under this authorization may not exceed 500,000 euros.

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

This ceiling is to be deducted from the overall ceiling provided for in the 24th resolution of this General Meeting, concerning the total nominal amount of ordinary shares that may be issued.

The aggregate par value of debt securities issued under this authorization may not exceed 35,000,000 euros.

This ceiling is to be deducted from the overall ceiling set by the 24th resolution of this General Meeting, concerning the overall nominal amount of debt securities.

4) Should the Board of Directors make use of this authorization in connection with the issues referred to in 1) above:

- a. resolves that the issue(s) of ordinary shares or other securities giving access to the Company's capital will be reserved in preference to existing shareholders, who will be entitled to subscribe for the shares on an irrevocable basis,
- b. resolves that if subscriptions by irrevocable entitlement, and where applicable by entitlement subject to reduction (on a reducible basis), do not absorb the entire issue referred to in 1) above, the Board of Directors may exercise the following options:
 - limit the amount of the issue to the amount of subscriptions, within the limits set by regulations,
 - freely allocate all or part of the unsubscribed securities,
 - offer all or part of the unsubscribed shares to the public,

5) Resolves that issues of warrants to subscribe for shares in the Company may be carried out by subscription offer, but also by free allotment to owners of existing shares, it being specified that the Board of Directors will have the option of deciding that fractional allotment rights will not be negotiable and that the corresponding securities will be sold.

6) Resolves that the Board of Directors will have the necessary powers, within the limits set above, to set the terms and conditions of the issue(s), determine the issue price, record the completion of any resulting capital increases and amend the bylaws accordingly, deduct, at its sole discretion, the costs of the capital increases from the related premiums, and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new share capital after each capital increase, and more generally, do whatever is necessary in this regard.

7) Acknowledges that this authorization cancels and replaces, as from the date hereof, any unused portion of any previous authorization to the same effect.

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 waiver of preferential subscription rights, by public offering (excluding offers governed by Article L. 411-2, paragraph 1 of the French Monetary and Financial Code) and/or as consideration for securities in a public exchange offer.

The Annual General Meeting, having reviewed the Board of Directors' report and the Statutory 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 authority to the Board of Directors 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 offers 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 group 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 connection with 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 in which it directly or indirectly owns more than half of the capital.

- 2) Resolves that this authorization is valid for a period of twenty-six months 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.

In addition to this ceiling, the nominal amount of any capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and any contractual stipulations providing for other methods of preservation.

This amount is to be deducted from the overall ceiling set in the 24th resolution of this Meeting on the maximum nominal amount of ordinary shares that may be issued.

The aggregate par value of debt securities issued under this authorization may not exceed 25,000,000 euros.

This amount will be deducted from the overall ceiling set in the 24th resolution of this Meeting concerning the maximum nominal amount of debt securities.

- 4) Resolves to waive shareholders' pre-emptive rights to subscribe for ordinary shares and securities carrying rights to shares and/or debt securities issued under this authorization, subject to the Board of Directors' right to grant shareholders priority subscription rights 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, will be determined in accordance with the applicable laws and regulations at the time the Board of Directors exercises this authorization.
- 6) Resolves that, in the event of the issue of shares as consideration for shares tendered in connection with a public exchange offer, the Board of Directors will 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 above, to draw up the list of shares tendered in exchange, set the terms of issue, the exchange ratio and, if applicable, the amount of any cash balance to be paid, and determine the terms and conditions of the issue.
- 7) Resolves that, should subscriptions fail to take up the entire issue referred to in 1/, the Board of Directors may exercise the following options:
 - limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by regulations,
 - freely allocate all or some of the unsubscribed shares.

- 8) Resolves that the Board of Directors will have all necessary powers, within the limits set above, to determine 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 against the related premiums, and to deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in this respect.
- 9) Acknowledges that this authorization cancels and replaces, as from the date hereof, any unused portion of any previous authorization to the same effect.

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 a Group company) and/or to debt securities, without pre-emptive subscription rights, by means of an offer governed by Article L. 411-2, paragraph 1 of the French Monetary and Financial Code.

The Annual General 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, in particular Articles L. 225-129-2, L. 225-136, L. 22-10-52 and L. 228-92 :

- 1) Delegates authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international markets, by means of an offer governed by Article L. 411-2-1 of the French Monetary and Financial Code, either in euros, foreign currencies or any other unit of account established by reference to a basket of currencies:
 - ordinary shares,
 - and/or securities carrying rights to shares and/or 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) Resolves that this authorization is valid for a period of twenty-six months 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, it being specified that it will also be limited to 20% of the share capital per year.

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

This amount will be deducted from the overall ceiling set in the 24th resolution concerning the maximum nominal amount of shares that may be issued.

The aggregate par value of debt securities issued under this authorization may not exceed €25,000,000.

This amount will be deducted from the overall ceiling set in the 24th resolution concerning the maximum nominal amount of debt securities.

- 4) Resolves to waive shareholders' pre-emptive rights to subscribe for ordinary shares and securities carrying rights to shares and/or debt securities issued under this authorization.
- 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, will be determined in accordance with the applicable laws and regulations at the time the Board of Directors exercises this authorization.
- 6) Resolves that if subscriptions do not take up the entire issue referred to in 1/, the Board of Directors may exercise the following options:
 - limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by regulations,
 - freely allocate all or part of the unsubscribed shares.
- 7) Resolves that the Board of Directors will have the necessary powers, within the limits set above, to set the terms and conditions of the issue(s), where applicable, record the completion of the resulting capital increases, amend the bylaws accordingly, deduct, at its sole discretion, the costs of the capital increases from

the related premiums and deduct from this amount the sums required to bring the legal reserve up to one-tenth of the new capital after each increase, and more generally do whatever is necessary in this regard.

- 8) Acknowledges that this authorization cancels and replaces, as from the date hereof, any unused portion of any previous authorization to the same effect.

Nineteenth resolution - 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 General Meeting, subject to a limit of 10% of the share capital per year.

The Annual General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of paragraph 2 of Article L. 22-10-52 of the French Commercial Code, authorizes the Board of Directors to issue ordinary shares or share equivalents pursuant to the seventeenth and eighteenth resolutions, subject to the provisions of Article L. 22-10-52 paragraph 1 of the French Commercial Code, to derogate, up to a 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 equivalent equity securities to be issued in accordance with the following terms and conditions:

The issue price of equity-linked securities to be issued immediately or at a later date, after taking into account the issue price of any warrants issued, may not be less than the weighted average share price over the ten trading days preceding the date on which the issue price is set, less a discount of up to 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 waiver of pre-emptive subscription rights for the benefit of categories of persons meeting specified characteristics.

The Annual General Meeting, having considered 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. 225-138 and L. 228-92 thereof

- 1) Delegates authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, with pre-emptive subscription rights waived for the categories of persons defined below, :
- ordinary shares,
 - and/or securities carrying rights to shares and/or 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) Resolves that this authorization is valid for a period of eighteen months 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.

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

This amount will be deducted from the overall ceiling set in the 24th resolution of this Annual General Meeting, concerning the maximum nominal amount of ordinary shares that may be issued.

The aggregate par value of debt securities issued under this authorization may not exceed €25,000,000.

This amount will be deducted from the overall ceiling set in the 24th resolution of this General Meeting, concerning the maximum nominal amount of debt securities.

- 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 this authorization shall be set by the Board of Directors, it being specified that:
- i. the subscription price of the shares, after taking into account the issue price of any warrants issued, may not be less than 90% of the weighted average of the prices quoted for the shares over the 10 trading

days preceding the date on which the issue price is set, and that

- ii. the issue price of securities giving access to ordinary shares to be issued, after taking into account, in the case of the issue of stand-alone share warrants, the issue price of said warrants, shall be such that the amount immediately received by the Company on 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 for the last 10 trading sessions prior to 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 Company's 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. French or foreign companies, institutions or entities of any kind that conduct a significant proportion of their business in the sectors referred to in (i); and/or
 - iii. French or foreign investment services providers with an equivalent status, who are likely to guarantee the completion of a capital increase intended to be placed with the persons referred to in (i) and (ii) above and, in this context, to subscribe to the securities issued; and/or
 - iv. Corporate officers (including managers), employees and members of any committees of the Company or any of its subsidiaries, as well as any person (natural or legal) bound by a service or consultancy contract with the Company or any of its subsidiaries.
- 6) Resolves that, if subscriptions do not take up the entire issue referred to in 1) above, the Board of Directors may, at its discretion, use one or other of the following options, in the order of its choice:
- limit the amount of the issue to the amount of subscriptions, where applicable within the regulatory limits,
 - freely allocate all or part of the unsubscribed shares among the categories of persons defined above.
- 7) Resolves that the Board of Directors will have full powers to implement this authorization, and in particular to:
- a) set 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 allotted to each beneficiary;
 - d) Decide the amount to be issued, the issue price and the amount of any premium that may be requested on issue;
 - e) determine the dates and terms of the issue, and the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term;
 - f) determine the method of payment for the shares and/or securities issued or to be issued;
 - g) determine, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, set the date, which may be retroactive, as from which the new shares will carry dividend rights, as well as any other terms and conditions for carrying out the issue;
 - h) suspend the exercise of rights attached to the securities issued for a maximum period of three months;
 - i) at its sole discretion, charge the costs of capital increases against the related premiums, and deduct from this amount the sums required 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) make any adjustments required by law, and set the terms on which any rights of holders of securities giving future access to the capital are to be preserved;

- l) in general, enter into any and all agreements, take any and all measures and carry out any and all formalities required in connection with the issue and servicing of the securities issued under this authorization and the exercise of the rights attached thereto, and generally do whatever is necessary in this regard.
- 8) Acknowledges that the Board of Directors will report to the next Annual General Meeting, in accordance with the law and regulations, on the use made of the authorization granted under this resolution.
- 9) Acknowledges that this authorization cancels and replaces, as from the date hereof, any unused portion of any previous authorization to the same effect.

Twenty-first resolution - Authorization to increase the amount of share issues

The Annual Shareholders' Meeting, having considered the report of the Board of Directors and the Auditors' special report, resolves that, for each of the issues of ordinary shares or share equivalents carried out pursuant to the sixteenth to eighteenth and twentieth resolutions of this Meeting, the number of shares to be issued may be increased in accordance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, subject to the ceilings set by the Meeting.

Twenty-second resolution - Authorization to be given to the Board of Directors to increase the Company's capital by issuing ordinary shares and/or securities giving access to the Company's capital, up to a limit of 10% of the capital, in consideration for contributions in kind of shares or securities giving access to the Company's capital.

The Annual General 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 French Commercial Code :

- 1) Authorizes the Board of Directors, on the basis of the report of the contributions auditor, to issue ordinary shares or securities giving access to ordinary shares as consideration for contributions in kind made to the Company in the form of shares or securities giving access to the Company's capital, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.
- 2) Resolves that this authorization is valid for a period of twenty-six months 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 Company's capital stock as at the date of this Meeting, excluding the par value of any 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 any contractual provisions providing for other forms of preservation.
- 4) The maximum aggregate par value of capital increases that may be carried out under this authorization is to be deducted from the overall ceiling set in the 24th resolution concerning the aggregate par value of shares that may be issued.
- 5) Delegates full powers to the Board of Directors, for the purposes of approving the valuation of the contributions, deciding on the resulting capital increase, recording its completion, charging, where applicable, all costs and fees incurred by the capital increase against the contribution premium, deducting from the contribution premium the sums required to increase the legal reserve to one-tenth of the new share capital after each increase, amending the bylaws accordingly, and doing all that is necessary in such matters.
- 6) Acknowledges that this authorization cancels and replaces, as from the date hereof, any unused portion of any previous authorization to the same effect.

Twenty-third resolution - Delegation of authority to the Board of Directors to increase the Company's capital by issuing ordinary shares and/or securities carrying rights to shares, without pre-emptive subscription rights for existing shareholders, in accordance with Articles L. 3332-18 et seq. of the French Labor Code.

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

- 1) Delegates its authority to the Board of Directors, at its sole discretion and if it sees fit, to increase the share capital on one or more occasions by issuing ordinary shares or securities giving access to the Company's capital for the benefit of members of one or more company or group savings plans set up by the Company

and/or its French or foreign affiliates 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 the pre-emptive right to subscribe to any shares or share equivalents that may be issued under this authorization.
- 3) Resolves that this authorization is valid for a period of twenty-six months from the date of this Meeting.
- 4) Limits the maximum nominal amount of the capital increase(s) that may be carried out under this authorization to 50,000 euros. This ceiling will be deducted from the overall ceiling set in the 24th resolution of this General Meeting, concerning the maximum nominal amount of ordinary shares that may be issued. To this amount shall be added, where applicable, the nominal amount of the capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and, where applicable, any contractual stipulations providing for other methods of preservation;
- 5) Resolves that the price of the shares to be issued under 1/ this authorization may not be more than 30% lower than the average of the prices quoted for the Company's shares over the 20 trading days preceding the date of opening of the subscription period, or 40% lower if the lock-up period provided for under Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more.
- 6) Resolves, in accordance with the provisions of article L. 3332-21 of the French Labor Code, that the Board of Directors may grant to the beneficiaries defined in the first paragraph above, free of charge, shares to be issued or already issued or other securities giving access to the Company's capital to be issued or already issued, in respect of (i) the employer's contribution that 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 employer's contribution, to capitalize the reserves, profits or premiums required to pay up said shares;
- 7) Acknowledges that this authorization cancels and replaces, as from the date hereof, any unused portion of any previous authorization to the same effect.

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

Twenty-fourth resolution - Overall limit on the delegations provided for in the 16th to 18th, 20th, 22nd and 23rd resolutions of this Meeting

The Annual General Meeting, having reviewed the report of the Board of Directors, resolves to set the maximum aggregate par value of shares that may be issued under this authorization at

- 650,000 euros, the aggregate par value of shares that may be issued, immediately or in the future, under the terms of the 16th to 18th, 20th, 22nd and 23rd resolutions of this Meeting, it being specified that to this amount shall be added, where applicable, 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, in accordance with the law and, where applicable, any contractual stipulations providing for other methods of preservation.
- 35,000,000, the aggregate par value of debt securities issued by the Company pursuant to the sixteenth to eighteenth and twentieth resolutions of this Meeting.

Twenty-fifth resolution - Powers to carry out formalities

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

Shareholders entitled to attend the Meeting

All shareholders are entitled to attend the Meeting, 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 prior to the Meeting, i.e. by midnight Paris time on June 23, 2023, 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 in a proxy or requested an admission card or certificate of participation (under the conditions specified below) may sell all or part of his or her shares at any time. However, if the transfer of ownership takes place before midnight Paris time on June 23, 2023, the company will invalidate or amend, as appropriate, the absentee ballot, proxy, admission card or certificate of attendance. To this end, the shareholder's intermediary will notify the transfer of ownership to the company or its agent, and will provide the necessary information. No transfer of ownership made after midnight Paris time on June 23, 2023, by whatever means, 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 attend the Meeting may do so by registering their shares as described above.

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

This admission card is sufficient to physically attend the meeting.

However, if a bearer shareholder has lost his admission card or has not received it in time, he may request a certificate of participation from his account keeper.

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 form to the company, with no indication of a mandate;
- c) Vote by mail.

No later than the twenty-first day prior to the Meeting, the single postal voting or proxy form will be posted on the Company's website (www.abionyx.com).

Once the meeting has been convened, shareholders may submit a written request to CIC to have the form sent to them. Requests received no later than six days before the date of the meeting will be honored.

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 serviceproxy@cic.fr.

The postal voting form must be received no later than June 23, 2023.

When shareholders appoint a proxy, they may notify this appointment by returning 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. Proxies may also be sent by post to CIC at the above address, or presented on the day of the Meeting. Proxies may be revoked in the same way.

Inclusion of items or draft resolutions on the agenda

Requests from shareholders for the inclusion of items or draft resolutions on the agenda must be sent to the Company's 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 no later than the twenty-fifth day prior to the date of the Annual General Meeting, but no later than twenty days after the date of this notice.

Requests to add items to the agenda must state the reasons on which they are based.

Requests for the inclusion of draft resolutions must be accompanied by the text of the draft resolutions, together with a brief explanatory memorandum where appropriate, and by the information specified in 5° of Article R. 225-83 of the French Commercial Code if the draft resolution concerns the nomination of a candidate for election to the Board of Directors.

A certificate of share ownership must also be attached to these requests to place items or draft resolutions on the agenda, in order to provide proof, at the date of the request, of ownership or representation of the required fraction of share capital in accordance with the provisions of article R. 225-71 of the French Commercial Code. A new certificate proving that the shares have been registered in the same accounts by midnight Paris time on the second business day prior to the Meeting must be sent to the Company.

The text of 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.

Shareholder information

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 prior to the Meeting.

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

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 referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, preferably by e-mail to the following address: infos@abionyx.com. Holders of bearer shares must provide proof of this status by submitting a certificate of account registration.

Written questions

Once the documents have been made available to shareholders and until the fourth business day preceding the date of the Annual General Meeting, i.e. June 21, 2023, any shareholder may submit 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. Written questions should 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