

## AGENDA

Resolution n°1 - Early dissolution of the Company;

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Resolution n°4 - Obligations of the liquidator;

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Resolution n°6 - Acknowledgment of the termination of the duties of the Chairman of the Board of Directors, the members of the Board of Directors and the Chief Executive Officer of the Company, and continuation of the duties of the Statutory Auditors; discharge;

Resolution n°7 - Acknowledgment that the Founders' Warrants (*BSAR A*) and Market Warrants (*BSAR B*) have lapsed, in accordance with their terms and conditions;

Resolution n°8 - Delisting of the Company's securities from the regulated market of Euronext Paris; and

Resolution n°9 - Powers for formalities.

## TEXT OF RESOLUTION

### **Resolution n°1 - Early dissolution of the Company**

The Shareholders' Meeting acting under the condition of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, decides the early dissolution of the Company with effect as from today and its voluntary liquidation under the conventional regime as from the same date, in accordance with the provisions of the Company's Articles of Association and Articles L. 237-1 et seq. of the French *Code de commerce*, under the conditions described in the following resolutions.

The legal personality of the Company will continue to exist for the purposes of the liquidation and until its closure.

The company name will be followed by the words "*société en liquidation*" (company being wound up). This reference, together with the name of the liquidator, must appear on all deeds and documents issued by the Company and intended for third parties.

The registered office for the liquidation is set at the address of the liquidator located at 176, avenue Charles de Gaulle, 92200 Neuilly-sur-Seine. All deeds and documents concerning the liquidation must be sent to this address.

### **Resolution n°2 - Appointment and period of office of the liquidator**

The Shareholders' Meeting acting under the condition of quorum and majority required for extraordinary shareholders' meetings, as provided by Article L. 237-18 of the French *Code de commerce*, having reviewed the report of the Board of Directors and upon its proposal, appoints as liquidator of the Company, Selarl FHB, represented by Mr. Théophile Fornacciari, judicial administrator, of French nationality, born on April 23, 1989, in Les Lilas (93), whose registered office is set at 176, avenue Charles de Gaulle, 92200 Neuilly-sur-Seine, for the duration of the liquidation, provided that, in accordance with the provisions of Article L. 237-21 of the French *Code de commerce*, the length of its term does not exceed three years.

Selarl FHB, represented by Mr. Théophile Fornacciari, has already agreed to accept the duties of liquidator and is not subject to any of the prohibitions set out in Article L. 237-4 of the French *Code de commerce* that would prevent it from performing these duties.

If Selarl FHB, represented by Mr. Théophile Fornacciari, were to cease to perform its duties for any reason whatsoever prior to the closure of the liquidation, the shareholders' meeting would proceed to its replacement.

It is reminded that this appointment brings an end to the duties of the legal representatives of the Company as well as members of the Board of Directors and the censor.

### **Resolution n°3 - Determination of powers granted to the liquidator**

The Shareholders' Meeting acting under the condition of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors decides, when necessary, to vest Selarl FHB, represented by Mr. Théophile Fornacciari, appointed as liquidator in accordance with the second resolution, as well as any other liquidator who may be appointed in its stead, with the broadest powers to carry out the liquidation (i.e. to realize the Company's assets, settle its liabilities and distribute the available balance), in accordance with applicable laws, regulations and statutory provisions, and in particular, without this list being exhaustive:

- to represent the Company in all its rights, actions or obligations;
- to operate the Company's bank accounts opened in the books of banks, and in particular to release funds held in the secured deposit account opened by the Company with UBS Switzerland AG and on which the amounts corresponding to Market Shares, for which redemption has not been requested, are credited;
- to bring all actions in its own name before any court, whether as plaintiff or defendant, carry file all lawsuits, submit all tax or other claims, take part in any recovery or liquidation proceedings to which the Company is involved, form any means of appeal;
- to call upon and retain any advisors of its choice (experts, lawyers or any other professional working for the liquidator) on behalf of the Company, for all actions, lawsuits, or claims whether as plaintiff or defendant to which the Company is involved;
- to treat, negotiate, compromise, agree to all withdrawals, all releases, all subrogations with or without guarantee;
- to realize the assets by any means, including amicably, whether it is movable or immovable, at the prices, charges and conditions that they advise;
- to continue the ongoing business for the purposes of the liquidation;
- to assign or terminate all leases, contracts, agreements or subscriptions with or without indemnity;
- to collect all sums due to the Company, issue receipt, make all deposits, open and operate all bank or postal accounts, sign, accept, endorse, pay all checks and trade bills;
- to pay the Company's creditors;
- to settle and close all accounts;

- to carry out all distributions among the shareholders, provided that the distribution methods detailed in Article 27.2 of the Company's Articles of association are respected;
- to inform the Company's shareholders of the decisions taken in this regard by the procedures that the liquidator deems appropriate;
- to deposit with the Caisse des dépôts et consignations the sums attributed to creditors or shareholders that could not be paid to them;
- to convene a Company's shareholders' meeting;
- if applicable, to sell, either by mutual agreement or at public auctions, as he deems fit, without any legal formality, in bulk or in detail, at prices, charges and conditions that he deems suitable, the various items making up the Company's assets;
- for the above purposes, pass and sign all deeds, appoint all agents, fulfil all formalities and, in general, do everything necessary to realize the assets, pay creditors and close the liquidation;
- call upon and retain any advisors of its choice (experts, lawyers or any other professional working for the liquidator), other than those engaged on behalf of the Company, for the needs of executing its powers and obligations (as stated in the third and fourth resolutions) in its capacity as liquidator, as well as for all actions, lawsuits, or claims that it may initiate or be the subject of in this same capacity.

#### **Resolution n°4 - Obligations of the liquidator**

The Shareholders' Meeting acting under the condition of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, determines the following obligations to which the liquidator will be subject, subject to applicable laws, regulations and statutory provisions:

- to carry out all publicity formalities required by law, in accordance with the prescribed forms and deadlines;
- to establish, within four months of the end of each financial year, the annual financial statements in the light of the inventory of the various assets and liabilities existing at that date, and to establish, within six months of the end of the financial year, a written report on the liquidation operations during the past financial year;
- to convene a shareholders' meeting to approve these accounts within six months of the end of the financial year;
- to report to shareholders on the performance of its duties, in the form of a written report describing the diligences it has performed, this report being made available to each shareholder by any means or sent to each shareholder by ordinary letter or electronically; and
- generally assume all costs and obligations inherent in the exercise of its duties.

The Shareholders' Meeting specifies, for the record, that the provisions of Articles L. 237-14 to L. 237-31 of the French *Code de commerce* and Articles R. 237-10 to R. 237-18 of the French *Code de commerce* relating to judicial liquidation will not apply, and that the liquidator will be exempt from convening a shareholders' meeting for the sole purpose of approving the Company's financial statements during the liquidation.

The Shareholders' Meeting also acknowledges the following:

- with respect to both the Company and third parties, the liquidator is liable for the damaging consequences of faults committed in the exercise of its duties;
- the powers and obligations thus defined will end as soon as the legal personality of the Company is extinguished;
- however, the liquidator may be dismissed by collective decision of the shareholders;
- in the event of resignation, the liquidator must convene a shareholders' meeting to proceed with its replacement; and
- in the event of the liquidator's death, a shareholders' meeting will be convened to proceed with its replacement, on convocation of a legal representative, appointed at the request of any shareholder.

#### **Resolution n°5 - Remuneration of the liquidator**

The Shareholders' Meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, decides that the liquidator Selarl FHB, represented by Mr. Théophile Fornacciari, in consideration of the performance of its duties as liquidator, will be entitled to a remuneration and will receive a flat fee of fifty thousand euros (€50,000) (excluding taxes). This flat fee was determined on the basis of the information provided to Mr. Théophile Fornacciari and an estimated time spent of 145 hours at an average hourly rate of €345 (excluding taxes), according to the hourly rates typically charged for this type of assignment, i.e. €450 (excluding taxes) for Mr. Théophile Fornacciari and €300 (excluding taxes) for associates. The amount of the fees has been determined on the basis of the only information available to the liquidator to date. It is hereby specified that the flat fee may be revised by decision of the Company's shareholders' meeting in case of due diligences that prove to be more significant than initially anticipated.

The liquidator may also claim reimbursement of expenses incurred in the performance of its duties, on presentation of supporting documents.

#### **Resolution n°6 - Acknowledgment of the termination of the duties of the Chairman of the Board of Directors, the members of the Board of Directors and the Chief Executive Officer of the Company, and continuation of the duties of the Statutory Auditors; discharge**

The Shareholders' Meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, acknowledges that, due to the dissolution, the duties of the Chairman of the Board of Directors, the Chief Executive Officer of the Company, the members of the Board of Directors and the censor, namely:

- Mr. Gérard Le Fur, Chairman of the Board of Directors of the Company;
- Mr. Michael Kloss, Chief Executive Officer;
- Mr. Christophe Jean, member of the Company's Board of Directors and member of the Company's Audit Committee;
- Mr. Hubert Olivier, member of the Company's Board of Directors and member of the Company's Appointments and Compensation Committee;

- eureKARE, represented by its permanent representative Kristin Thompson, member of the Company's Board of Directors;
- InvestinMind Ltd, represented by its permanent representative Anne-Marieke Ezendam, member of the Company's Board of Directors and member of the Company's Audit Committee;
- Mrs. Carri Duncan, member of the Company's Board of Directors and member of the Company's Appointments and Compensation Committee;
- Mrs. Bénédicte Garbil, member of the Company's Board of Directors and Chairwoman of the Company's Appointments and Compensation Committee;
- Mrs. Pascale Augé, member of the Company's Board of Directors and Chairwoman of the Company's Audit Committee;
- Mrs. Lily Geidelberg, member of the Company's Board of Directors; and
- Mr. Alexandre Mouradian, censor,

expire at the end of this Shareholders' Meeting, and it has been decided to maintain the mandates of the Company's Statutory Auditors.

The Shareholders' Meeting gives full discharge to the above-mentioned persons for the execution of their mandates in their respective duties for the period from the date of their respective appointment until today.

The Shareholders' Meeting thanks them for their services to the Company.

**Resolution n°7 - Acknowledgment that the Founders' Warrants (BSAR A) and Market Warrants (BSAR B) have lapsed, in accordance with their terms and conditions**

The Shareholders' Meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, acknowledges that, due to the dissolution of the Company decided upon the second resolution and in accordance with the terms and conditions of the warrants (*bons de souscription d'actions ordinaires rachetables* or *BSAR*) issued by the Company, (i) the exercise period for all Founders' Warrants (*BSAR A*) and Market Warrants (*BSAR B*) issued by the Company is prematurely terminated, and (ii) consequently, the Founders' Warrants and Market Warrants issued by the Company have lapsed with effect from today and will be delisted.

**Resolution n°8 - Delisting of the Company's securities from the regulated market of Euronext Paris**

The Shareholders' Meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, authorizes as necessary, due to the dissolution, the delisting of the Company's securities admitted to trading on the regulated market of Euronext Paris and acknowledges having vested Selarl FHB, represented by Mr. Théophile Fornacciari, as well as any other liquidator who may be appointed in its stead, with the broadest powers to carry out the liquidation, these powers including the ability to perform all actions, formalities and/or steps, particularly with Euronext, in order to proceed with the delisting of the Company's securities admitted to trading on the regulated market of Euronext Paris.

**Resolution n°9 – Powers for formalities**

The Shareholders' Meeting grants full powers to the holder of an original, a copy, or an excerpt of the minutes of these resolutions to carry out all legal and regulatory formalities.

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