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## **SHAREHOLDERS' AND UNITHOLDERS' MEETINGS**

### **GENFIT**

French public limited company (*Société Anonyme*)

governed by a Board of Directors

with share capital of 7,791,609.25 euros

Registered Office: 885 avenue Eugène Avinée, 59120 Loos

424 341 907 R.C.S. Lille Métropole

(the "**Company**")

### **Notice of meeting serving as convocation**

Ladies and Gentlemen, the fellow shareholders of GENFIT are convened to attend an Ordinary and Extraordinary Shareholders' Meeting at the Faculty of Pharmaceutical and Biological Sciences of Lille, located Parc Eurasanté, 3 rue du Professeur Laguesse in Lille (59000), on June 15, 2018 at 2:30 pm, to deliberate on the following agenda:

### **AGENDA**

#### **Ordinary Shareholders' Meeting**

- Presentation of the Board of Directors' management report on the Company's activities and on the financial statements for the year ended on December 31, 2017, the Statutory Auditors' general report on the accounts for the year ended on December 31, 2017;
- Presentation of the Group's management report by the Board of Directors, the Board of Directors' corporate governance report on this report and reading of the Statutory Auditors' general report on the consolidated financial statements for the year ended on December 31, 2017;
- Approval of the annual financial statements for the year ended on December 31, 2017 (Resolution n°1);

- Approval of the consolidated annual financial statements for the year ended on December 31, 2017 (Resolution n°2);
- Allocation of the results for the year ended on December 31, 2017 (Resolution n°3);
- Reading and approval of the Statutory Auditors' special and supplementary reports on the regulated agreements within the meaning of article L.225-38 *et seq* of the French *Code de commerce* and approving the regulated agreements referred to in the Statutory Auditors' special report (Resolution n°4);
- Ratification in conformity with article L.225-42 French *Code de commerce* of the related agreement subject to article L.225-38 *et seq* of the French *Code de commerce* (Resolution n°5)
- Ratification in conformity with article L.225-42 French *Code de commerce* of the related agreement subject to article L.225-38 *et seq* of the French *Code de commerce* (Resolution n°6)
- - Reading of the Board of Directors' special report on the options to subscribe or purchase Company's shares in accordance with article L. 225-184 of the French *Code de commerce*;
- Reading of the Board of Directors' special report on the granting of free shares in accordance with article L. 225-197-4 of the French *Code de commerce*;
- Reading of the table summarizing the delegations of authority and powers granted by the Shareholders' Meeting to the Board of Directors in respect of capital increases, in accordance with articles L. 225-129-1 *et seq.* of the French *Code de commerce*;
- Reading of the Board of Directors' supplementary report on the use of delegations of powers granted by the Shareholders' Meeting, in accordance with article R. 225-116 of the French *Code de commerce*;
- Authorisation for the Company's purchase of its own shares (Resolution n°7);
- Determination of attendance fees to be allocated to members of the Board of Directors (Resolution n°8);
- Approval of the fixed, variable and extraordinary components of overall compensation and benefits of all kind that may be paid or granted and paid or granted to Jean-François MOUNEY, President and Chief Executive Officer for the 2017 financial year (Resolution n°9);
- Approval of principles and criteria for determining, allocating and granting of the fixed, variable and extraordinary components of overall compensation and benefits of all kind that may be granted to the President and Chief Executive Officer (Resolution n°10);
- Renewal of Ernst & Young et Autres as Statutory Auditor and its deputy statutory auditor (Resolution n°11);
- Renewal of Grant Thornton as Statutory Auditor and its deputy statutory auditor (Resolution n°12);

## Extraordinary Shareholders Meeting

- Delegation of authority granted to the Board of Directors concerning the issuance of ordinary shares of the Company and/or of securities giving access to the share capital of the Company, with shareholders' preferential subscription rights (Resolution n°13);
- Delegation of authority granted to the Board of Directors concerning the issuance of ordinary shares of the Company and/or of securities giving access to the share capital of the Company, without shareholders' preferential subscription rights (Resolution n°14);
- Delegation of authority granted to the Board of Directors concerning the issuance, without shareholders' preferential subscription rights, of ordinary shares of the Company and/or securities giving access to the share capital of the Company, within the framework of an offering as described in paragraph II of article L. 411-2 of the French *Code monétaire et financier* (Resolution n°15);
- Determination of the issuance price, up to the limit of 10% of the share capital per annum, of the ordinary shares and/or of the securities giving access to the share capital of the Company, in the event of a withdrawal of shareholders' preferential subscription rights (Resolution n°16);
- Delegation of authority granted to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital of the Company without preferential subscription rights and for the benefit of a category of persons (Resolution n°17);
- Authorisation granted to the Board of Directors to increase by 15% the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights (Resolution n°18);
- Delegation of authority granted to the Board of Directors for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, as compensation for contributions in kind comprised of equity securities or securities giving access to the share capital (Resolution n°19);
- Delegation of authority granted to the Board of Directors for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, in the event of a public exchange offer initiated by the Company (Resolution n°20);
- Overall cap applicable to the authorisations provided for in resolutions n°13 to 15 and n°17 to 20 (Resolution n°21);
- Delegation of authority granted to the Board of Directors for the purpose of issuing autonomous share subscription warrants reserved for the members of the Board of Directors and the consultants of the Company (Resolution n°22);

- Authorisation granted to the Board of Directors to allocate options to subscribe and/or purchase shares (Resolution n°23);
- Authorisation granted to the Board of Directors to allocate existing or new free shares (Resolution n°24);
- Delegation of authority granted to the Board of Directors for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company for the benefit of the members of a company savings plan (Resolution n°25);
- Delegation of power granted to the Board of Directors for the purpose of cancelling all or part of the treasury shares of the Company, acquired pursuant to the authorisation to repurchase shares (Resolution n°26);

### **Ordinary Shareholders' Meeting**

- Powers to carry out formalities (Resolution n°27).

## **DRAFT RESOLUTIONS**

### **Ordinary Shareholders' Meeting**

#### **First Resolution - Approval of the annual financial statements for the year ended on December 31, 2017**

The Shareholders' Meeting, deciding under the quorum and majority requirements for shareholders' meetings, having reviewed the Board of Directors report, and on the Company's annual financial statements and having reviewed the Statutory Auditors' report for the year ended on December 31, 2017, approves such financial statements as presented prepared according to French standards and in accordance with the French *Code de commerce*, which show a net loss of (58,476,396) euros.

The Shareholders' Meeting also approves the operations reflected in these annual financial statements or summarized in these reports.

Under articles 223 quater and 223 quinquies of the French *Code général des impôts*, the Shareholders' Meeting notes that there are no expenditures or charges deductible from the Company's taxable income as referred to in article 39.4 of the French *Code général des impôts*.

After having deliberated on this matter, the Shareholders' Meeting gives to the members of the Board of Directors and the Statutory Auditors, full and unconditional discharge from their duties for said year.

## **Second Resolution - Approval of the reports and consolidated financial statements for the year ended on December 31, 2017**

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings, having reviewed the Board of Directors report, and having reviewed the Statutory Auditors' report for the year ended on December 31, 2017, approves such consolidated annual financial statements as presented, prepared according to the new standards and amendments to the international financial reporting standards and the IFRS accounting standards, which show a loss of (58,603,567) euros, as well as the operations reflected in these statements or summarized in these reports.

After having deliberated on this matter, the Shareholders' Meeting gives to the members Board of Directors and to the Statutory Auditors, full and unconditional discharge from their duties for said year.

## **Third Resolution - Allocation of the results for the year ended on December 31, 2017**

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings, approves the proposal of the Board of Directors regarding the allocation of the results for the financial year 2017 and thus decides to allocate the loss for the year ended on December 31, 2017 as follows:

ORIGIN	
Deficit for the year ended on December 31, 2017	€(58,476,396)

### **ALLOCATION**

Allocation to the item "Retained earnings",	
For a total of	€(58,476,396)

This thus brings the retained earnings from €(107,381,065) to €(165,857,461)

The Shareholders' Meeting acknowledges, in accordance with article 243 bis of the French *Code général des impôts*, that so far there has been no distribution of dividends during the previous three financial years.

## **Fourth Resolution – Reading and approval of the regulated agreements referred in the Statutory Auditors' special report and the lecture of the Statutory Auditors' complementary report**

After having deliberated on this matter, the Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings and, having reviewed the reports prepared by the Statutory Auditors pursuant to articles L.225-38 and L.225-40 of the French *Code de commerce*, approves these reports.

**Fifth Resolution - Ratification in accordance with article L.225-42 French *Code de commerce* of the regulated agreement addressed by articles L.225-38 *et seq.* of the French *Code de commerce***

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for ordinary shareholders' meetings, having reviewed the Statutory Auditors' report about the regulated agreements and commitments and in accordance with the article L.225-42 paragraph. 3 of the French *Code de commerce*, ratifies the agreement subject to articles L.225-38 *et seq.* of the French *Code de commerce* formalizing the domiciliation free of charge of the company Biotech Avenir at the beginning of its activity for operational convenient reasons authorized by the Board of Directors of the April 26, 2018 and having begun its activity at the delivery of the current laboratories of the Company in 2001.

**Sixth Resolution – Ratification in accordance with article L.225-42 French *Code de commerce* of the regulated agreement addressed by articles L.225-38 *et seq.* of the French *Code de commerce***

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for ordinary shareholders' meetings, having reviewed the Statutory Auditors' report about the regulated agreements and commitments and in conformity with the article L.225-42 paragraph. 3 of the French *Code de commerce*, ratifies the agreement subject to articles L.225-38 *et seq.* of the French *Code de commerce* formalizing the domiciliation free of charge of the Endowment fund Nash Education Program during the beginning of its activity for operational convenient reasons authorised by the Board of Directors of the April 26, 2018 and having begun its activity at its creation in 2016.

**Seventh Resolution - Authorisation for the Company's purchase of its own shares**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Board of Directors' report, authorizes the Board of Directors, along with the power to sub-delegate, pursuant to the conditions set forth in articles L. 225-209 *et seq.* of the French *Code de commerce*, to purchase Company's shares through the implementation of a share repurchase program.

The Shareholders' Meeting decides that:

- the maximum purchase price (excluding expenses) per share is set at €125.00 and
- the maximum amount of funds allocated to the implementation of this share repurchase program may not exceed €1,500,000.

The Shareholders' Meeting grants to the Board of Directors, along with the power to sub-delegate within the conditions of article L.225-209 French *Code de commerce*, in particular a change in the par

value of the share, in the event of a capital increase through incorporation of reserves, issue of consideration free shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital or any other transaction or with the amortization of equity or other transactions affecting equity, in such so as to take account of the impact of such transactions on the value of the shares. The Shareholders' Meeting decides that the Company may purchase a number of shares such that:

- the maximum number of shares that may be acquired pursuant to this authorisation may not exceed ten percent (10%) of the total number of shares comprising the Company's share capital and five percent (5%) of the total number of shares comprising the Company's share capital for the acquisitions made to retain shares and to subsequently use them as payment or in an exchange in the context of a merger, split or contribution transaction; it being specified that (i) these limits apply to an amount of the Company's share capital that will be adjusted, if necessary, to take into account those transactions that will affect the share capital subsequent to this Shareholders' Meeting, and (ii) when the shares are bought back to promote liquidity under the conditions set out by the General Regulations of the French *Autorité des marchés financiers*, the number of shares taken into account to calculate the above mentioned 10% limit corresponds to the number of shares purchased, minus the number of shares re-sold during the authorisation period; and
- the acquisitions carried out by the Company must not result in the Company holding, at any moment whatsoever, directly or indirectly, more than ten percent (10%) of its share capital.

This authorisation is intended to allow the Company to pursue the following objectives, in compliance with applicable legislative and regulatory provisions:

- (i) to retain the Company's shares that will have been purchased and to use them in exchange or in payment within the context of potential external growth transactions, in accordance with stock market regulations;
- (ii) to deliver shares upon the exercise of rights attached to securities giving access to the share capital of the Company;
- (iii) to allocate shares to employees or corporate officers of the Company or its subsidiaries in accordance with the terms and conditions set forth by law, in particular with respect to the allocation of free shares, the participation in the profits resulting from the expansion of the business, the stock option plans or through a company savings plan;
- (iv) to ensure liquidity and to promote the secondary market for the Company's securities, which would be accomplished by an investment services provider acting under a liquidity contract in compliance with the ethics charter approved by the French *Autorité des marchés financiers*;
- (v) to cancel all or part of the repurchased securities, provided the twenty-sixth resolution above is adopted; and
- (vi) to accomplish all other authorized goals or goals that could become authorized by law or recognized or that would be recognized as a market practice by the French *Autorité des*

*marchés financiers*, in which case the Company would inform its shareholders by way of a press release.

The Shareholders' Meeting decides that these purchase, sale, exchange or transfer transactions may be carried out in any manner, that is, either on the regulated market, on a multilateral trading facility, through a systematic internalizer or through an over-the-counter transaction, such as an acquisition or block trades, or by resorting to financial instruments, in particular financial derivatives negotiated on a regulated market, on a multilateral trading facility, through a systematic internalizer or through a private transaction or by resorting to warrants, in compliance with the conditions set forth by the legislative and regulatory provisions that are applicable on the date of the considered transactions and during the periods set by the Company's Board of Directors or by the person to whom the Board of Directors delegated its authority. The maximum portion of the share capital acquired or transferred in the form of blocks trades can be the total amount of the repurchase program.

Moreover, the Shareholders' Meeting grants full powers to the Board of Directors, along with the power to sub-delegate pursuant to the conditions set forth in article L. 225-209 of the French *Code de commerce*, to decide and implement this authorisation, to specify, if necessary, its terms and, in particular, to place any on or off-market orders, to allocate or reallocate purchased shares to the various set objectives, in accordance with applicable laws and regulations, to enter into any agreements, particularly for the purpose of maintaining share purchase and sale registries, to complete any formalities or statements with any agencies, particularly the French *Autorité des marchés financiers* and, generally speaking, to take any necessary action in order to complete the transactions carried out pursuant to this authorisation.

The Shareholders' Meeting also grants full powers to the Board of Directors, if the law or the French *Autorité des marchés financiers* were to extend or supplement to the authorized objectives for share repurchase programs, to inform the public of any changes to the repurchase program concerning the modified objectives, in accordance with applicable laws and regulations.

This authorisation is granted for a period of 18 months from the date of this Shareholders' Meeting. It voids, from this day, any prior authorisation having the same purpose, i.e. any authorisation relating to the repurchase of its own shares by the Company. This authorisation therefore voids the authorisation granted by the Shareholders' Meeting dated June 16, 2017 pursuant to its twenty-third resolution.

#### **Eighth Resolution – Determination of attendance fees to be allocated to members of the Board of Directors**

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings, having reviewed the Board of Directors report and the Nominations and Remunerations Committee's report, decides to set at the maximum amount of two hundred and twenty five thousands euros (€225,000) the amount of attendance fees granted to the Board of



Directors for the period beginning on the date of the present Shareholders' Meeting approving the financial statements for the period ending on December 31, 2017 up to the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2018, and to leave it up to the Board of Directors to distribute it.

**Ninth Resolution - Approval of the fixed, variable and extraordinary components of overall compensation and benefits of all kind that may be paid or granted and paid or granted to Jean-François MOUNEY, President and Chief Executive Officer for the 2017 financial year**

According to articles L.225-87-2 (in connection with its functions of President of the Management Board for the 2017 financial year), L.225-37-2 (in connection with its functions of President and Chief Executive Officer), L.225-100 and L.225-102 of the French *Code de commerce*, the Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, the principles and criteria for determining, allocating and granting of the fixed, variable and extraordinary components of overall compensation and benefits of all kind paid for the precedent financial year or granted for the financial year 2017 to Mr. Jean-François MOUNEY as presented in paragraph 15.1.2 of the Document of Reference 2017 including the corporate governance report of the Company as mentioned in article L.225-37-2 of the French *Code de commerce* attached to the report referred to in articles L. 225-100 and L. 255-102 of the French *Code de commerce*.

**Tenth Resolution – Approval of principles and criteria for determining, allocating and granting of the fixed, variable and extraordinary components of overall compensation and benefits of all kind that may be granted to the President and Chief Executive Officer of the Company**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, in accordance with article L. 225-37-2 of the French *Code de commerce*, the principles and criteria for determining, allocating and granting of the fixed, variable and extraordinary components of overall compensation and benefits of all kind, according to his mandates, that may be granted to the President and Chief Executive Officer in such capacity, as described in paragraph 15.1.2 of the Reference Document 2017 including the corporate governance report referred to in article L.225-37-2 of the French *Code de commerce* attached to the report referred to in articles L. 225-100 and L. 255-102 of the French *Code de commerce*.

**Eleventh Resolution – Renewal of Ernst & Young *et Autres* as Statutory Auditor and its deputy statutory auditor**

After having observed the expiry of the mission of Ernst & Young *et Autres*, as statutory auditor, and of the mission of Auditex, as deputy statutory auditor, the Shareholders' meeting, after deliberation and

acting under the conditions of quorum and majority required for ordinary shareholders' meetings, decides to renew the statutory auditor's mission of the Ernst & Young *et Autres* and to appoint as deputy statutory auditor of Ernst & Young *et Autres*, the company Auditex, 1-2 place des Saisons – 92400 Courbevoie – Paris La Défense 1, for a period of six (6) years, until the end of the Ordinary Shareholders' meeting to approve the financial statements for the fiscal year ended 31 December 2023.

**Twelfth Resolution – Renewal of Grant Thornton as Statutory Auditor and its deputy auditor**

After having observed the expiry of the mission of Grant Thornton company, as statutory auditor, and of the mission of IGEC, as deputy statutory auditor, the Shareholders' meeting, after deliberation and acting under the conditions of quorum and majority required for ordinary shareholders' meetings, decides to renew the statutory auditors mission of the Grant Thornton company and to appoint as deputy statutory auditor of Grant Thornton company, the company IGEC, 22 rue Garnier – 92200 Neuilly-sur-Seine, for a period of six (6) years, until the end of the Ordinary Shareholders' meeting to approve the financial statements for the fiscal year ended 31 December 2023.

## **Extraordinary Shareholders' Meeting**

### **Thirteenth Resolution - Delegation of authority granted to the Board of Directors concerning the issuance of ordinary shares of the Company and/or of securities giving access to the share capital of the Company, with shareholders' preferential subscription rights**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having dated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6 and L. 228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors to decide, with shareholders' preferential subscription rights, on the issuance of shares or any other securities giving access to the share capital of the Company, including through the allocation of free share warrants, in euros or any other currencies determined by reference to several currencies, in France or abroad, it being specified that said shares grant the same rights as previously issued shares subject to their dividend entitlement date ("*date de jouissance*"). Such issuance may be carried out once in full or in various instalments, in the proportions and at the times it shall determine, both in France and outside France. It is hereby further specified that the Board of Directors will also have the option to sub-delegate all necessary powers to decide and implement the share capital increase to the Managing Director or, with his prior approval, to one or more of Deputy Managing Directors, under the conditions set forth by law;
2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
3. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to this delegation cannot exceed an overall nominal amount of €2,250,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 9,000,000 shares), it being specified that this amount will be included in the overall nominal cap amount of €2,250,000 set forth in the twenty-first resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
4. Also delegates its authority to the Board of Directors for the purpose of deciding on the issuance of debt securities giving access to share capital of the Company to be issued;

5. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €200,000,000 or to the exchange value of this amount in the event of an issuance carried out in any other currency or in any currency unit set through reference to a number of currencies;

6. Decides that the shareholders will have the option of exercising their preferential subscription right with respect to the amount they are irrevocably entitled to, under the conditions set forth by law. In addition, the Board of Directors will have the option of granting shareholders the right to subscribe, subject to a reduction, a number of securities that is higher than the amount they are irrevocably entitled to, in proportion to the subscription rights they hold and, in all cases, up to the limit of the amount they request. If the subscriptions made as an irrevocable right and, as the case may be, the subscriptions subject to a reduction, have not exhausted the total amount of an issuance of securities, the Board of Directors will be able to use the following faculties:

- limit the issue to the amount of the subscriptions on the condition that such amount is equal to at least three-quarters of the decided increase,
- freely allocate all or part of the unsubscribed securities,
- offer to the public all or part of the unsubscribed securities;

7. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares that these securities grant rights over immediately or in the future;

8. Decides that the amount paid or that should be paid to the Company for each of the shares issued pursuant to this delegation will be at least equal to the nominal value of the share on the issuance date of said shares;

9. Acknowledges that this delegation voids, from this day, any prior delegation of authority having the same purpose, i.e. any delegation relating to a share capital increase with shareholders' preferential subscription rights, covering the shares and securities referred to in this resolution. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its ninth resolution; and

10. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations, on the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Board of Directors is valid for a term of 26 months as from the date of this Shareholders' Meeting.

**Fourteenth Resolution - Delegation of authority granted to the Board of Directors concerning the issuance of ordinary shares of the Company and/or of securities giving access to the share capital of the Company, without shareholders' preferential subscription rights**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136 and L. 228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors to decide, without shareholders' preferential subscription rights, on the issuance of shares or any other securities giving access to the share capital of the Company, in euros or any other currencies determined by reference to several currencies, it being specified that said shares grant the same rights as previously issued shares subject to their dividend entitlement date (date de jouissance). Such issuance is to be carried out through a public offering, once in full or in various instalments, at the time or times set by the Board of Directors and in the proportions it shall determine, both in France and outside France. It is hereby further specified that the Board of Directors will also have the option to sub-delegate all necessary powers to decide and implement the share capital increase to the Managing Director or, with his prior approval, to one or more of Deputy Managing Directors, under the conditions set forth by law;
2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
3. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately or in the future pursuant to this delegation cannot exceed an overall nominal amount of €2,250,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 9,000,000 shares), it being specified that this amount will be included in the overall nominal cap amount of €2,250,000 set forth in the twenty first resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
4. Also delegates its authority to the Board of Directors for the purpose of deciding on the issuance of debt securities giving access to share capital of the Company to be issued;
5. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €200,000,000 or to the exchange value of this amount in the

event of an issuance carried out in any other currency or in any currency unit set through reference to a number of currencies;

6. Decides to suppress the preferential subscription right of shareholders to the securities to be issued pursuant to this delegation. The Board of Directors will have the option to grant shareholders a priority subscription period on all or part of the issuance of these securities, for a duration and under conditions it shall determine, in accordance with the provisions of paragraph 5 of article L. 225-135 of the French *Code de commerce*. This priority period shall not give rise to the creation of marketable entitlements and shall be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a subscription subject to reduction;

7. Acknowledges that if the subscriptions have not absorbed all of the issuance of shares or securities giving access to the share capital, the Board of Directors may limit the amount of the transaction to the amount of the subscriptions received;

8. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital of the Company that these securities grant rights over immediately or in the future;

9. Decides that the issuance price of the shares issued pursuant to this delegation will be set at least equal to the minimum value set forth by law and applicable regulations at the time this delegation is used, which currently corresponds to the weighted average of the price of the share during the last three stock market trading days preceding the day on which the issuance price is set, minus, as the case may be, a maximum discount of 5% of this amount, after any applicable corrections in order to account for the difference in dividend entitlement date (date de jouissance) if any;

10. Decides that the issue price of the securities giving access to the share capital will be such that the amount received immediately by the Company, increased, as applicable, by the amount it is likely to receive in the future, be, for each share issued as a result of the issue of these securities, at least equal to the minimum issuance price defined in the preceding paragraph;

11. Acknowledges that this delegation voids, from this day, any prior delegation of authority having the same purpose, i.e. any delegation relating to a share capital increase without shareholders' preferential subscription rights, covering the shares and securities referred to in this resolution. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its tenth resolution; and

12. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' meeting, in accordance with applicable laws and regulations, on the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Board of Directors is valid for a term of 26 months as from the date of this Shareholders' Meeting.

**Fifteenth Resolution - Delegation of authority granted to the Board of Directors concerning the issuance, without shareholders' preferential subscription rights, of ordinary shares of the Company and/or securities giving access to the share capital of the Company, within the framework of an offering as described in paragraph II of article L. 411-2 of the French *Code monétaire et financier***

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 *et seq.* of the French *Code de commerce* and L. 411-2 of the French *Code monétaire et financier* :

1. Delegates its authority to the Board of Directors to decide, without shareholders' preferential subscription rights, on the issuance of shares or any other securities giving access to the share capital of the Company, it being specified that said shares grant the same rights as previously issued shares subject to their dividend entitlement date (date de jouissance). Such issuance is to be carried out through an offering qualified as a "private placement" as described in article L. 411-2 II of the French *Code monétaire et financier*, once in full or in various instalments, in the proportions and at the times it shall determine, both in France and outside France, either in euros or in any other currency or any monetary unit established by reference to several currencies. It is hereby further specified that the Board of Directors will also have the option to sub-delegate all necessary powers to decide on and implement the share capital increase to the Managing Directors or, with his prior approval, to one or more of Deputy Managing Directors, under the conditions set forth by law;
2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
3. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to this delegation cannot exceed an overall nominal amount of €2,250,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 9,000,000 shares), it being specified that this amount will be included in the overall nominal cap amount of €2,250,000 set forth in the twenty-first resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;

4. Decides that, issuance of capital securities carried out pursuant to this delegation will not, in any event, exceed the limits set out by the applicable regulations on the issue date, i.e. 20 % per annum at the time of the issuance (it being specified that this 20% limit shall be assessed at the time of the issuance and shall apply to the share capital as adjusted according to the transactions, with or without a public offering, affecting it after this Shareholders' Meeting);
5. Also delegates its authority to the Board of Directors for the purpose of deciding on the issuance of debt securities giving access to share capital of the Company to be issued;
6. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €200,000,000 or to the exchange value of this amount in the event of an issuance carried out in any other currency or in any account unit set through reference to a number of currencies;
7. Decides to suppress the preferential subscription right of shareholders to the securities to be issued pursuant to this delegation;
8. Acknowledges that if the subscriptions have not absorbed all of the issuance of shares or securities giving access to the share capital, the Board of Directors may limit the amount of the transaction to the amount of the subscriptions received;
9. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights over immediately or in the future;
10. Decides that the issuance price of the shares issued pursuant to this delegation will be at least equal to the minimum value set forth by law and applicable regulations at the time this delegation is used, which currently corresponds to the weighted average of the price of the share during the last three stock market trading days preceding the date on which the issuance price is set, minus, as the case may be, a maximum discount of 5% of this amount (after any applicable corrections in order to account for the difference in dividend entitlement date (date de jouissance) if any;
11. Decides that the issue price of the securities giving access to the capital will be such that the amount received immediately by the Company, increased, as applicable, by the amount it is likely to receive in the future, be, for each share issued as a result of the issue of these securities, at least equal to the minimum issuance price defined in the preceding paragraph;



12. Acknowledges that this delegation voids, from this day any prior delegation of authority having the same purpose, i.e. any delegation relating to a share capital increase without shareholders' preferential subscription rights performed in the context of an offer referred to in section II of article L. 411-2 of the French *Code monétaire et financier*, covering the shares and securities referred to in this resolution (it being specified, as necessary, that this resolution does not have the same object as the seventeenth resolution). This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its eleventh resolution; and

13. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the subsequent ordinary shareholders' meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Board of Directors is valid for a term of 26 months as from the date of this Shareholders' Meeting.

**Sixteenth Resolution - Determination of the issuance price, up to the limit of 10% of the share capital per annum, of the ordinary shares and/or of the securities giving access to the share capital of the Company, in the event of a withdrawal of shareholders' preferential subscription rights**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of paragraph 2 of article L. 225-136 1° of the French Code de commerce, and up to the limit of 10% of the share capital per annum at the time of the issuance (it being specified that this 10% limit shall be assessed at the time of the issuance and shall apply to the share capital as adjusted according to the transactions, with or without a public offering, affecting it subsequent to this Shareholders' Meeting):

1. Authorizes the Board of Directors, with the option to sub-delegate, under the conditions set forth by law, to set the price of the ordinary shares issued directly or through the issuance of any other securities giving access to the share capital, after taking into account any market opportunities, at a price that is at least equal to the volume-weighted average (in the central order book excluding off-market block trades) of the Company's share price quotation chosen in a period including between five and thirty stock market trading days in a row among the last thirty stock market trading days preceding the date upon which the issuance price is set, it being specified that this average could be adjusted, if needed, to account for the different dividend entitlement date (date de jouissance) and potentially be discounted by a maximum amount of 15%;
2. Specifies that the last thirty stock market trading days above are those that will immediately precede the determination of the issuance price of the ordinary shares, such determination to take place, if necessary, at the close of the period during which investors are placing firm or indicative subscription orders (such period being the **"bookbuilding"** period) and therefore to reflect the price of such orders;
3. Acknowledges that the Board of Directors will have the option to implement this resolution both pursuant to the fourteenth and fifteenth resolutions; and
4. Acknowledges that, in the event of use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall prepare a supplementary report, certified by the Statutory Auditors, describing the final terms of the transaction and providing the criteria for assessing the actual impact on the shareholder's situation.

The delegation of authority thus granted to the Board of Directors is valid for a term of 26 months as from the date of this Shareholders' Meeting.

**Seventeenth Resolution - Delegation of authority granted to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital of the Company without preferential subscription rights and for the benefit of a category of persons**

The Shareholders' Meeting, acting under the conditions of quorum and majority of extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138, L. 228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors to decide to increase the share capital, without shareholders' preferential subscription rights, once in full or in various instalments, for an overall nominal amount of €2,250,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 9,000,000 shares), by the issue of shares and any other securities giving access to the capital of the Company, the said shares granting the same rights as previously issued shares subject to their dividend entitlement date (*date de jouissance*), in euros or any other currencies determined by reference to several currencies, in France or abroad, it being specified that this amount will be included in the overall nominal cap amount of €2,250,000 set forth in the twenty-first resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital; it being specified that the Board of Directors will have the option to sub-delegate all necessary powers to decide, implement or postpone the share capital increase to the Managing Director or, with his prior approval, to one or more of Deputy Managing Directors, under the conditions set forth by law;

2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;

3. Also delegates its authority to the Board of Directors for the purpose of deciding on the issuance of securities entitling their holder to debt securities giving access to share capital of the Company to be issued;

4. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company or to debt securities that could potentially be issued pursuant to this delegation will amount to a maximum of €200,000,000 or to the exchange value of this amount in the event of an issuance carried out in any currency or in any other currency unit set through reference to a number of currencies;

5. Decides to suppress the preferential subscription right of shareholders to the securities to be issued pursuant to this resolution and to reserve the subscription right to industrial or commercial companies of the pharmaceutical/biotech sector or investment fund companies or fund management companies or collective savings managing funds of French or foreign law or any other legal entity (including trust) or physical person, investing in the pharmaceutical/biotech sector, likely to invest in a private placement, as well as to investment services providers of French or foreign law likely to secure such a transaction, in accordance with the provisions of article L. 411-2 II of the French *Code monétaire et financier* for French investors (“qualified investors” as defined in article D. 411-1 of the French *Code monétaire et financier* and “restricted circle of investors” as defined in article D. 411-4 of the French *Code monétaire et financier* and with equivalent dispositions for foreign investors;

6. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders’ renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights;

7. Decides that the Board of Directors will set the list of the beneficiaries within the category of beneficiaries mentioned above to the benefit of which the preferential subscription right have been suppressed and will set the characteristics, the amount and the terms of any issue as well as the terms and conditions for paying up the issued shares. In particular, it will determine the number of shares to be issued to each beneficiary and will set, given the information contained in its report, the subscription price of such securities, their entitlement date, provided that the sum received or to be received by the Company for each share issued under this delegation shall be at least equal to the volume-weighted average (in the central order book and excluding off-market block trades) of the Company’s share price quotation selected from a period comprising between five and thirty stock market trading days in a row consecutive sessions among the last thirty stock market trading days preceding the date upon which the issuance price is set, it being specified that this average could be adjusted, if necessary, to account for the different dividend entitlement date (date de jouissance) and potentially be discounted by a maximum amount of 15%;

8. The Board of Directors will have the option under the terms set out in paragraph 1, to sub-delegate to the Managing Director and, with his prior approval, to one or more Deputy Managing Directors, the duty to take all or part of the decisions mentioned above and, as the case may be, in accordance with indicative parameters which it may have adopted;

9. Specifies that the last thirty stock market trading days above are those that will immediately precede the determination of the issuance price of the ordinary shares, such determination to take place, if necessary, at the close of the period during which investors are placing firm or indicative subscription orders (such period being the “bookbuilding” period) and therefore to reflect the price of such orders;

10. Acknowledges that this delegation voids, from this day, any prior delegation of authority having the same purpose, i.e., any delegation given to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital of the Company without preferential subscription rights and in benefit of the category of persons above mentioned (it being specified, as necessary, that this resolution does not have the same object as the fifteenth resolution). This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its thirteenth resolution; and

11. Acknowledges that, in the event of use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The authorisation granted to the Board of Directors pursuant to the resolution is valid for a term of 18 months as from the date of this Shareholders' Meeting.

**Eighteenth Resolution - Authorisation granted to the Board of Directors to increase by 15% the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of article L. 225-135-1 of the French *Code de commerce*:

1. Authorizes the Board of Directors, with the option to sub-delegate to the Managing Director or, with his prior approval, to one or more of Deputy Managing Directors, under the conditions set forth by law, to increase the number of securities to be issued for each of the issuances, with or without shareholders' preferential subscription rights, decided upon pursuant to the thirteenth, fourteenth, fifteenth and seventeenth resolutions of this Shareholders' Meeting within thirty days following the closing of the subscription period, up to a limit of 15% of the initial issuance, and at the same price as the price retained for the initial issuance; and

2. Decides that the maximum nominal amount of the capital increases that could potentially be carried out pursuant to this delegation of authority will be included in the overall nominal share capital increase cap set by the twenty-first resolution of this Shareholders' Meeting.

The authorisation granted to the Board of Directors pursuant to the resolution is valid for a term of 26 months as from the date of this Shareholders' Meeting. This delegation therefore voids the

delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its fifteenth resolution.

**Nineteenth Resolution - Delegation of authority granted to the Board of Directors for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, as compensation for contributions in kind comprised of equity securities or securities giving access to the share capital**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-147 paragraph 6, and L. 228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors for the purpose of deciding on the issuance of shares or any other securities giving access to the share capital of the Company, in order to offer compensation for contributions in kind granted to the Company and comprised of equity securities or securities giving access to the share capital, when the provisions of article L. 225-148 of the French *Code de commerce* do not apply and decides, as necessary, to suppress the preferential subscription right of shareholders to these shares and securities to be issued, for the benefit of the holders of these securities, it being specified that the overall nominal amount of the capital increases that could potentially be carried out pursuant to this delegation may not, at the time of the issuance, exceed 10% of the share capital (this 10% limit shall apply at any time during the issuance to a capital adjusted according to the transactions affecting it subsequent to this Shareholders' Meeting), it being further specified that this amount will be included in the €2,250,000 overall nominal cap amount set forth in the twenty-first resolution of this Shareholders' Meeting;
2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
3. Also delegates its authority to the Board of Directors for the purpose of deciding on the issuance of debt securities giving access to share capital of the Company to be issued;
4. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €200,000,000 or to the exchange value of this amount in the event of an issuance carried out in any currency or in any currency unit set through reference to a number of currencies;

5. Acknowledges that this delegation of authority implies shareholders' renunciation of their preferential subscription rights to ordinary shares to which the securities that would be issued based on this delegation may grant rights over immediately or in the future;

6. Decides that the Board of Directors will have full powers, with the option to sub-delegate under the conditions set forth by law, to enforce this resolution and, in particular, to set the list of securities contributed, approve or reduce the valuation of contributions and the granting of specific advantages, to set, as the case may be, the cash amount to be paid, and acknowledge the number of securities contributed to the exchange;

7. Acknowledges that this delegation voids, from this day, any prior delegation of authority having the same purpose, i.e., any delegation allowing the issuance of shares or securities giving access to the share capital without shareholders' preferential subscription as compensation for contributions in kind, in the form of shares or securities giving access to the share capital. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its fifteenth resolution; and

8. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority granted to the Board of Directors pursuant to this resolution is valid for a term of 26 months as from the date of this Shareholders' Meeting.

**Twentieth Resolution - Delegation of authority granted to the Board of Directors for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, in the event of a public exchange offer initiated by the Company**

The Shareholders' Meeting, following the adoption of the eighth resolution, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-148, and L. 228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors for the purpose of deciding on the issuance of shares as well as any other securities giving access to the share capital of the Company, as compensation for securities tendered in the context of a public exchange offer initiated by the Company and carried out in France or outside France in accordance with local regulations, relating to the securities of another company admitted to trading on one of the regulated markets described in

article L. 225-148 of the French *Code de commerce*, and decides, as necessary, to suppress the preferential subscription right of shareholders to these shares and securities to be issued, for the benefit of holders of these securities; the nominal amount of the share capital increases that could potentially be carried out pursuant to this delegation cannot exceed an overall nominal amount of €2,250,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 9,000,000 shares), it being specified that this amount will be included in the €2,250,000 overall nominal cap amount set forth in the twenty-first resolution of this Shareholders' Meeting and that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;

2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;

3. Also delegates its authority to the Board of Directors for the purpose of deciding on the issuance of debt securities giving access to share capital of the Company to be issued;

4. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €200,000,000 or to the exchange value of this amount in the event of an issuance carried out in any other currency or in any currency unit set through reference to a number of currencies;

5. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights over immediately or in the future;

6. Decides that the Board of Directors will have full powers, with the option to sub-delegate under the conditions set forth by law, to enforce this resolution and, in particular, to set the exchange parity as well as, if applicable, the cash amount to be paid, and to acknowledge the number of securities contributed to the exchange;

7. Acknowledges that this delegation voids, from this day, any prior delegation of authority having the same purpose, i.e., any delegation for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, in the event of a public exchange offer initiated by the Company. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its sixteenth resolution; and



8. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority granted to the Board of Directors pursuant to this resolution is valid for a term of 26 months as from the date of this Shareholders' Meeting.

**Twenty-first Resolution - Overall cap applicable to the authorisations provided for in the resolutions n°13 to 15 and n°17 to 20**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated, decides that the overall amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to the thirteenth, fourteenth, fifteenth, seventeenth, eighteenth, nineteenth and twentieth resolutions of this Shareholders' Meeting cannot exceed an overall nominal amount of €2,250,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 9,000,000 shares, it being specified that this overall amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital.

**Twenty-second Resolution - Delegation of authority granted to the Board of Directors for the purpose of issuing autonomous share subscription warrants reserved for the members of the Board of Directors and the consultants of the Company**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-138 and L. 228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors for the purpose of deciding to increase the share capital, either once in full or in a number of instalments, in the proportions and at the times it shall determine, through the issuance of share subscription warrants (bons de souscription d'actions, or "BSA"), it being specified that the Board of Directors may sub-delegate to the Chief Executive or, with the Chairman's approval, to one or more of its Deputy Chief Executive officers members, under the conditions set forth by law, all the necessary powers to decide on the share capital increase;

2. Decides that the nominal amount of the share capital increases that could potentially be carried out pursuant to this delegation cannot exceed a maximum nominal amount of €12,500 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 50,000 shares), it being specified that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;

3. Decides to suppress the preferential subscription right of shareholders to the BSA referred to in this resolution and to reserve the right to assign such rights to any natural person or legal entity that is a member of the Board of Directors (including the members elected after this resolution) or a consultant of the Company able to prove an existing contractual relationship with the Company as of the date of the use of this delegation by the Board of Directors;

4. Acknowledges that, for the benefit of holders of the BSA issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares that these BSA grant rights over;

5. Decides that the Board of Directors will determine the precise list of beneficiaries within the category of beneficiaries previously mentioned for whose benefit the preferential subscription right was suppressed and will determine the characteristics, amounts and terms and conditions of any issuance, as well as the terms and conditions for paying up the issued shares, being specified that one share subscription warrant will give the right to subscribe to one Company's share. In particular, it will determine the number of the BSA to be issued for the benefit of each beneficiary and will set, taking into account the guidelines included in its report, the subscription price and the exercise price of such BSA, their dividend entitlement date (date de jouissance), it being specified that the amount paid or that should be paid to the Company for each share issued within the context of this delegation, will be at least equal to the volume-weighted average of the Company's share price quotation during a period of a minimum of five consecutive trading days to a maximum of thirty consecutive trading days among the last thirty trading days preceding the date upon which the issuance price is set, and potentially be discounted by a maximum amount of 5% at the time of allocation of the BSA, it being specified that the subscription price of the BSA shall be equal to 10% of the thus-determined exercise price of the BSA and that the amount thus disbursed at the moment of subscription may be deducted from the amount due at the time of exercise;

6. Acknowledges that this delegation voids, from this day, any prior delegation of authority having the same purpose, i.e., any delegation for the purpose of issuing autonomous BSA reserved for a specific

category of persons. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its eighteenth resolution; and

7. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Board of Directors is valid for a term of 18 months as from the date of this Shareholders' Meeting.

**Twenty-third Resolution - Authorisation granted to the Board of Directors to allocate options to subscribe and/or purchase shares**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-177 to L. 225-185 of the French *Code de commerce*;

1. Authorizes the Board of Directors to grant, on one or more occasions, subject to the abstention periods provided for by law, options granting entitlement to the subscription of new shares of the Company to be issued by means of a share capital increase or to the purchase of existing Company's shares resulting from buy-backs realized pursuant to applicable law, to the benefit of employees and executive officers of the Company or of the groups targeted in article L. 225-180 of the French *Code de commerce*, or of some of them, and thus approves the putting in place by the Board of Directors of one or more share subscription and/or purchase options plans within the frame set out below;

2. Decides that the options that may be granted pursuant to this authorisation will not give rights, upon exercise, to the subscription or purchase of a total number of shares exceeding 275,000 shares, that is, a maximum share capital increase of €68,750; it being specified that this cap: (i) does not take into account any adjustment that may be made in accordance with applicable legal and regulatory provisions and, as the case may be, with the contractual provisions providing for other adjustment cases to preserve the rights of the holders of securities or other rights giving access to the share capital; and (ii) shall be adjusted to account for all transactions lowering the nominal value of the shares or increasing the number of shares that could take place before the allocation of the options;

3. Decides that the time period for exercising the options shall not exceed 10 years from the date of grant;

4. Decides that the exercise price of the options granted pursuant to this delegation shall be set on the day the options are allocated by the Board of Directors, it being specified that the exercise price of the options shall not be (i) lower than 80% of the average of the stock price during the twenty stock market trading days preceding the date upon which the options are granted regarding the options to subscribe for shares or to purchase shares; and, (ii) lower than 80% of the average purchase price of the shares held by the Company, pursuant to articles L. 225-208 and L. 225-209 of the French *Code de commerce*;

5. Decides that the exercise price may be modified during the duration of the options only in case of implementation of the measures required to protect the interests of the beneficiaries of the options, pursuant to article L. 225-181 of the French *Code de commerce*;

6. Acknowledges that, for the benefit of the beneficiaries of the options, the Shareholders' Meeting's decision automatically implies shareholders' renunciation of their preferential subscription rights to shares that shall be issued as the options to subscribe are exercised;

7. Decides to grant full powers to the Board of Directors, with the option to delegate and sub-delegate under the conditions set forth by law, notably:

- to determine the number of beneficiaries and the number of options granted to each of them;
- to set the conditions for the allocation of the options;
- to set, within the above-specified limits, the options exercise price and the time period during which the options may be exercised, and set the conditions under which they shall be adjusted, in the circumstances provided for by law;
- to set the exercise conditions and notably the performance conditions to which the exercise of the options allocated to the executive officers of the Company and to some of the managing directors of the company and of its subsidiaries shall be subject to;
- to impose, as the case may be, a time period during which the options shall not be exercised and/or a time period during which the acquired shares may not be transferred;
- to temporarily suspend the exercise of the options in given circumstances;
- when determining the features of each plan, to take into account legal requirements, notably tax ones, applicable depending on the jurisdiction where the beneficiaries are located, notably, as far as the United States are concerned, article 422 of the Federal Tax Code;
- on its sole initiative, charge the capital increase expenses against the amount of the premium relating to these issuances and to deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital after each increase; and
- to record the completion of the increase(s) in the share capital resulting from the exercise of the options, complete any acts and formalities in order to finalize the increase(s) in share

capital realized pursuant to this authorisation, amend the bylaws accordingly and more generally take all decisions required in the context of this authorisation, grant all delegations, and do all that is needed.

The Board of Directors shall notify the shareholders each year during the Shareholders' Meeting, under the conditions set forth by law, of the transactions carried out in pursuant to this resolution.

The Shareholders' Meeting acknowledges that this delegation voids, from this day, any prior delegation of authority having the same purpose, i.e. any delegation relating to options to subscribe and/or purchase shares. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its nineteenth resolution.

This authorisation is granted for a period of 38 months from the date of this Shareholders' Meeting.

**Twenty fourth Resolution - Authorisation granted to the Board of Directors to allocate existing or new free shares**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-197-1 *et seq.* of the French *Code de commerce*, authorizes the Board of Directors to proceed with the free allocation of 75,000 common shares, existing or to be issued, with a nominal value of €0.25 each (the "**Free Shares**"), for the benefit of the employees and the executive officers of the Company and its consolidated subsidiaries as at 31 December 2017 eligible under the above mentioned texts, or for the benefit of some of them.

This authorisation may be used within 38 months from the date of this Shareholders' Meeting.

**(1) Share capital increase**

The allotment of the totality of the Free Shares, in the case of new shares, will result in a capital increase of €18,750, authorized by this Shareholders' Meeting, it being specified that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital.

The capital increase that will result from the creation of the Free Shares will be implemented by way of special incorporation of all or part of the reserve accounts available and, in particular, of the "premium account". The Shareholders' Meeting acknowledges that this decision implies shareholders' renunciation of their rights, for the benefit of holders of Free Shares, to the said reserves.

## (2) Allocation and retention periods

The Board of Directors shall determine, for each allocation, a vesting period of at least one year after which the allocation of existing or new shares will become definitive, followed, if deemed useful or necessary by the Board of Directors, by a retention period of a duration it shall determine and which shall run from the definitive acquisition of the existing or new shares; it being specified that the cumulated duration of the vesting period and, as the case may be, of the retention period, shall be of at least three years.

The definitive acquisition of the Free Shares must be subject to the condition of the beneficiary's presence in the Company or its consolidated subsidiaries as employee and/or executive officer or the member of the administrative or supervisory bodies and, as the case may be, to the fulfilment of performance conditions that the Board of Directors may determine upon allocation, as is specified below.

However, in the event of disability of the beneficiary corresponding to the classification in the second or third categories provided for in article 341-4 of the French Social Security Code (or its equivalent in foreign law), the Free Shares will be definitively allocated before the end of the remaining vesting period, said shares being then freely transferable.

## (3) Delegation of powers to the Board of Directors

The Shareholders' Meeting grants full powers to the Board of Directors, with the option to sub-delegate under the conditions set forth by law, to implement the allocation of Free Shares, including:

- to determine the eligibility of the employees of the Company or of its subsidiaries, as referred to in the first paragraph, eligible for such allocation;
- to determine the identity of the beneficiaries and the number of Free Shares granted to each of them;
- to determine, in particular for the executive officers and certain managing directors of the Company and its subsidiaries, as the case may be, the performance conditions subject to which the Free Shares will be definitively acquired;
- to establish the rules for the allocation plan of the Free Shares;
- to set, in accordance with the conditions and limits set forth by applicable legal provisions, the dates on which the Free Shares will be allocated;
- to take all necessary measures in order to preserve the rights of the holders of Free Shares pursuant to any legal or regulatory provision;
- to acknowledge the completion of the capital increase resulting from such allocation after the allocation period or, if applicable, as a result of the exercise of all other conditions subordinating the definitive allocation of Free Shares;
- to set the dividend entitlement date (date de jouissance), even retroactively, of the Free Shares to be issued; and

— to take any action required by the implementation of this authorisation, in accordance with the legislation currently in force.

The Shareholders' Meeting acknowledges that this delegation voids, from this day, any prior delegation of authority having the same purpose, i.e. any delegation relating to the allocation of existing or new free shares. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its twentieth resolution.

**Twenty-fifth Resolution - Delegation of authority granted to the Board of Directors for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company for the benefit of the members of a company savings plan**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, within the framework of the provisions of articles L. 3332-18 *et seq.* of the French *Code du travail* and of article L. 225-138-1 of the French *Code de commerce* and in accordance with the provisions of article L. 225-129-6 of that same Code:

1. Delegates all powers to the Board of Directors for the purpose of increasing the Company's share capital, either once in full or in a number of instalments, in the proportions and at the times it shall determine, by a maximum nominal amount of €12,500 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 50,000 shares), through the issuance of shares or other securities giving access to the share capital, reserved to members of a company savings plan of the Company and of French or foreign companies that are related to the Company under the conditions set forth in article L. 225-180 of the French *Code de commerce* and article L. 3344-1 of the French *Code du travail*;
2. Decides that the Board of Directors will set the subscription price of the new shares, that will be equal to 80% of the average of the first listed prices of the Company's share on the Euronext Paris stock exchange during the twenty stock market trading days preceding the date of the decision setting the opening date for subscription when the duration of the lock-up period stipulated by the savings plan pursuant to articles L. 3332-25 *et seq.* of the French *Code du travail* is less than 10 years, and to 70% of this average when said lock-up period is greater than or equal to 10 years. Nevertheless, the Shareholders' Meeting expressly authorizes the Board of Directors, if it thinks it appropriate, to reduce or cancel the above-mentioned discounts, within legal and regulatory limits, in order to take into account, among others, the applicable legal, accounting, tax and social security considerations in the countries where the members of a company savings plan benefiting from the capital increase reside;
3. The Board of Directors will also have the power to substitute all or part of the discount with an allocation of free shares or other securities giving access to the Company's share capital, either existing or to be issued, it being specified that the total benefit resulting from the allocation and, as applicable, the discount mentioned above, may not exceed the total benefit that members of the

savings plan would have received if that shortfall had been 20% or 30% when the lock-up period stipulated by the plan pursuant to articles L. 3332-25 *et seq.* of the French *Code du travail* is greater than or equal to 10 years;

4. Decides, pursuant to article L. 3332-21 of the French *Code du travail*, that the Board of Directors may also provide for the allocation, free of charge, of new or existing shares or other new or existing securities giving access to the Company's share capital, as an employer matching contribution, provided that their equivalent monetary value, valued at the subscription price, will not have the effect of exceeding the limits provided for in articles L. 3332-10 *et seq.* of the French *Code du travail*;

5. Decides to suppress, in favor of members of a company savings plan, the shareholders' preferential subscription rights to the new shares to be issued or to other securities giving access to the share capital, and to the securities to which such securities issued pursuant to this resolution give access to;

6. Decides that the characteristics of the other securities giving access to the share capital will be decided by the Board of Directors, under the conditions set forth by applicable regulations;

7. Decides that the Board of Directors shall have all powers, with the power to delegate or sub-delegate pursuant to applicable legal and regulatory provisions, to implement this resolution and, in particular, with respect to determining the terms and conditions of the transactions and deciding on the dates and terms of the issuances to be carried out pursuant to this delegation, setting the opening and closing dates of the subscription periods, the dividend entitlement dates (dates de jouissance) of the issued securities, determining the terms and conditions for paying up the shares and other securities giving access to the Company's share capital, determining the timeframe for such paying up of shares and, as applicable, of the securities giving access to the Company's share capital, requesting the created securities' admission to trading on the stock market wherever appropriate, announcing the completion of the share capital increases in the amount of the shares that will actually be subscribed, completing, directly or through an agent, any transactions and formalities in connection with share capital increases and, at its sole discretion and if it sees fit, deducting the costs of the share capital increases from the amount of premiums associated with those increases and withholding from that amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each share capital increase.

The Shareholders' Meeting acknowledges that this delegation voids, from this day, any prior delegation of authority having the same purpose, i.e. any delegation relating to the issuance of ordinary shares and/or securities giving access to the share capital of the Company for the benefit of the members of a company savings plan. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its twenty-first resolution.

The delegation thus granted to the Board of Directors is valid for a term of 26 months as from the date of this Shareholders' Meeting.



**Twenty-sixth Resolution - Delegation of power granted to the Board of Directors for the purpose of cancelling all or part of the treasury shares of the Company, acquired pursuant to the authorisation to repurchase shares**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, subject to the adoption of the authorisation allowing the Company to repurchase its own shares as detailed in the fifth resolution hereunder, authorizes the Board of Directors, pursuant to the provisions of articles L. 225-209 *et seq.* of the French *Code de commerce*, to cancel, in the proportions and at the times it shall determine, once in full or in several instalments, all or part of the Company's shares that the Company holds pursuant to the authorisation granted by the Shareholders' Meeting to repurchase the Company's shares, and to reduce the share capital by the overall nominal amount of the shares thus cancelled, within the limit of 10% of the share capital over a period of 24 months; it being reminded that this 10% limit applies to the Company's share capital, which may, if applicable, be adjusted according to transactions affecting the share capital that may occur subsequent to this Shareholders' Meeting.

The Shareholders' Meeting grants full power to the Board of Directors, with the power to sub-delegate under the conditions set forth by law, for the purpose of proceeding with said capital reduction, acknowledging its successful completion, adding the difference between the cancelled share repurchase price and their par value to all items relating to reserves or premiums, carrying out the corresponding amendments to the by-laws, as well as making any declarations to the French *Autorité des marchés financiers*, complete any other formalities and, generally speaking, take any necessary action.

This authorisation is granted for a term of 18 months as from the date of this Shareholders' Meeting. It voids, as from this day, any prior delegation of authority granted to the Board of Directors, having the same purpose, i.e., any delegation relating to the reducing of the share capital by cancellation of treasury shares. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 16, 2017 pursuant to its twenty-second resolution.

**Ordinary Shareholders' Meeting**

**Twenty seventh Resolution – Powers to carry out formalities**

The Shareholders' Meeting grants full powers to the holder of an original, a copy or an extract of the minutes of this Shareholders' Meeting, in its ordinary and extraordinary parts, for the purposes of fulfilling all legal formalities.

**Preliminary formalities to complete in order to participate in this Shareholders' Meeting**

The shareholders' meeting is composed of all the shareholders irrespective of the number of shares they do own.

The shareholders, wishing to participate to the shareholders' meeting, to be represented or to vote by correspondence, shall justify the ownership of their shares on the second business day preceding the shareholders' meeting at 0:00 am, Paris time (which will be the June, 13 2018, 0:00 am, Paris time) by registration of their shares in their name, in accordance with the conditions set forth in the article R.225-85 French *Code de commerce*.

### **Modalities to participate to the shareholders' meeting**

The shareholders willing to assist physically the shareholders' meeting will be able to:

- for the shareholder which shares are registered in registered form:

to introduce themselves on the Shareholders' Meeting day directly to the counter specifically dedicated to this purpose with an identity card.

request for an admittance card:

- either at the BNP Paribas Securities Services, Service Assemblées Générales – CTS Assemblées Générales – Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex,
- either by requesting online on the securitised platform VOTACCESS, via the access by the Planetshares website on the following address: <https://planetshares.bnpparibas.com>.

The holder of pure registered shares (*actions inscrites au nominatif pur*) will have to connect on the Planetshares website with his usual access codes.

The holder of administered registered shares (*actions inscrites au nominatif administré*) will have to log on the Planetshares website using his username, which is to be mentioned on the upper right of the hardcopy of his voting form. In case the shareholder is not in possession of his username and/or password, he may contact the numbers 01 57 43 02 30 (from France) or +33 1 57 43 02 30 (from abroad), at his disposal.

After being logged in, the holder of registered shares shall follow the guidelines on his screen in order to access the VOTACCESS website and request for an admission card.

- for the shareholder which shares are in the bearer form (*actions inscrites au porteur*):

request from the financial intermediary, which manages his share account, that an admission card will be sent to him.

If the financial intermediary, which manages his share account, is connected to the website VOTACCESS, the shareholder can also request an admission card by electronic means according to the following terms:

After being identified on the internet portal of this financial intermediary with usual access code, he shall click on the icon, which appears on the line corresponding to the GENFIT shares and follow the guidelines given on his screen in order to access to the VOTACCESS website and ask for an admission card

The shareholders no being personally present to the shareholders' meeting and wishing to vote by correspondence or being represented, by giving the power to the President of the shareholders' meeting or any other person, could:

- for the shareholder which shares are in registered form:
  - either re-send a unique voting form by correspondence or by power of attorney, which will be addressed with the convocation to the following address: BNP Paribas Securities Services, Service Assemblées Générales – CTS Assemblées Générales – Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.

The appointments or revocations of the representatives expressed in paper form will be received at least three calendar days before the shareholders' meeting.

- either transmit his oral voting instructions, and designate or revoke a representative by the Internet before the shareholders' meeting, on the VOTACCESS website in the conditions described below:

The holder of share in pure or administered registered form, wishing to vote by Internet, will access to the website VOTACCESS via the website Planetshares, which address is the following: <https://planetshares.bnpparibas.com>.

The holder of shares in pure registered form shall connect to the website Planetshares by using its usual access codes. The holder of shares in administered registered form shall connect to the website Planetshares by using his ID number on the upper right of his voting paper form. In case the shareholder is not in possession of his username and/or password any more, he can contact the numbers 01 57 43 02 30 (from France) or +33 1 57 43 02 30 (from abroad) at his disposal or proceed via a contact form.

After being logged in, the holder of shares in registered form shall follow the guidelines on his screen in order to access the website VOTACCESS and vote or designate or revoke a representative.

- for the shareholder which shares are in the bearer form:

request for the unique form of vote by correspondence or by power of attorney from the financial intermediary which manages the securities as from the date of which the general meeting has been convened. Such unique form shall be accompanied by a participation certificate delivered by a financial intermediary and addressed to: BNP Paribas Securities – CTS Assemblées Générales – Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.

To be taken into account, the forms of vote by correspondence shall be received by the issuer or the BNP Paribas Securities Services General Meetings department, at the latest, three calendar days (being June, 12, 2018) before the closing of the general meeting.

If the financial intermediary is connected to the website VOTACCESS, the shareholder shall identify himself on the internet portal of his account holder establishment with his usual access codes. He should then click on the icon appearing on the corresponding line of his shares and follow the guidelines written on the screen in order to access to the VOTACCESS website and vote or appoint or revoke a representative.

If the account holder establishment of the shareholder is not connected to the website VOTACCESS, in accordance with the provisions of article R.225-79 French *Code de commerce* the notice of the representative appointment and revocation can also be performed by electronic means, according to the following terms:

- the shareholder shall send an email to the address: [paris.bp2s.france.ctsmandats@bnpparibas.com](mailto:paris.bp2s.france.ctsmandats@bnpparibas.com).

This email shall contain the following information: name of the involved issuer, date of shareholders' meeting, name, surname, address, banking references of the shareholder and the name, surname and if possible the address of the representative.

- the shareholder shall request from his financial intermediary which manage his share accounts to send a written confirmation to the service Assemblées Générales of BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.

Only the designations or revocations' notifications of the representatives shall be addressed to the above mentioned electronic address, any other request or notification about another matter will not be taken into account.

In order for the designations or revocations' notifications of representative mandates expressed by electronic means to be validly taken into account, the confirmations shall be received at the latest the day before the general meeting, at 3:00 pm (Paris time).

The website VOTACCESS will be open from May, 30, 2018.

The possibility to vote by internet before the General Meeting will end on the day preceding the general meeting being June 14, 2018, at 3 pm, Paris time.

However,, in order to avoid any overcrowding of the VOTACCESS website, it is recommended to shareholders not to wait the day preceding the shareholders' meeting to vote.

### **Written questions**

In accordance with article R.225-84 of French *Code de commerce*, each shareholder has the possibility to send to the Board of Directors, which should answer during the meeting, the written questions of his choice.

The questions shall be sent by registered letter with acknowledgement of receipt at the following address GENFIT, Service Financier, Parc Eurasanté, 885 avenue Eugène Avinée, 59120 LOOS or by email to the following address: [investors@genfit.com](mailto:investors@genfit.com).

This mailing shall be realised at the latest the fourth business day preceding the date of the shareholders' meeting.

### **Rights to shareholder information**

All the documents and information set forth in article R.225-73-1 of the French *Code de commerce* shall be consulted on the issuer's website: [www.genfit.fr](http://www.genfit.fr), as from the 21<sup>st</sup> day before the general meeting, being May, 25 2018.

The Board of Directors