



**CONVENING OF THE COMBINED GENERAL MEETING
ON APRIL 12, 2018**

GENSIGHT BIOLOGICS
A French *Société Anonyme* (corporation)
with share capital of 605,855.575 Euros
74 rue du Faubourg Saint Antoine 75012 Paris
751 164 757 Paris Trade and Companies Registry

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BRIEF STATEMENT OF THE COMPANY'S SITUATION

GenSight Biologics S.A. is a clinical-stage biopharma company focused on discovering and developing innovative gene therapies for retinal neurodegenerative diseases and central nervous system disorders. GenSight Biologics' pipeline leverages two core technology platforms, the Mitochondrial Targeting Sequence (MTS) and optogenetics to help preserve or restore vision in patients suffering from blinding retinal diseases. GenSight Biologics' lead product candidate, GS010, is in Phase III trials in Leber Hereditary Optic Neuropathy (LHON), a rare mitochondrial disease that leads to irreversible blindness in teens and young adults. Using its gene therapy-based approach, GenSight Biologics' product candidates are designed to be administered in a single treatment to each eye by intravitreal injection to offer patients a sustainable functional visual recovery.

Technology	Product Candidate	Indication	Research	Preclinical	Phase I/II	Phase III	Registration	Next Expected Events
MTS PLATFORM	GS010 (FDA & EMA Orphan Drug Designation)	LHON ND4						RESCUE: Phase III top-line data in 2018 REVERSE: Phase III top-line data in 2018 REFLECT: Phase III ongoing*
	GS011	LHON ND1						Initiate preclinical studies following GS010 Phase III clinical data
	Undisclosed Mitochondria I Target	Undisclosed						--
OPTOGENETICS	GS030 (FDA & EMA Orphan Drug Designation)	RP						Treat first subject in Phase I/II ongoing clinical trial in Q2 2018 Receive interim data one year after last subject treated
	GS030	Dry AMD & Geographic Atrophy						--

* Conducting this trial under a special protocol assessment with the FDA

Financial Situation

The Company's operating income increased by 23.4% from €3.0 million in 2016 to €3.7 million in 2017.

This income was primarily in the form of research tax credit (*Crédit Impôt Recherche*), amounting to €2.9 million and €3.7 million in 2016 and 2017, respectively.

Research and Development expenses increased by 0.8% from €18.5 million in 2016 to €18.7 million in 2017. This modest increase reflects a continuous ramp up of research and development activities, both in CMC and manufacturing activities in anticipation for regulatory submission of GS010, and in clinical development with three Phase III trials ongoing with GS010, as well as the recruitment of additional research and development-dedicated personnel to support these activities, partly offset by a license milestone payment related to GS010 entering Phase III in 2016.

General and administrative expenses increased by 25.9% over the period, amounting to €6.5 million and €8.2 million in 2016 and 2017, respectively. This increase was primarily related to personnel expenses, and more specifically to increasing social contributions and non-cash share-based compensation expenses in relation with performance shares granted to management and employees in 2016 and 2017.

The Company's net loss in 2016 amounted to €22.1 million compared to €24.1 million in 2017. The loss per share (based on the weighted average number of shares outstanding over the period) amounted to €(1.36) and €(1.10) for 2016 and 2017, respectively.

Net cash flows from operating activities in 2016 and 2017 were €(19.6) million and €(18.8) million, respectively, primarily as a result of a limited increase in operating expenses more than compensated by increasing non-cash share-based compensation expenses over the period.

Net cash flows from financing activities amounted to €43.7 million and €20.9 million in 2016 and 2017, respectively, primarily as a result of the net proceeds of the Company's initial public offering on Euronext Paris in July 2016 and private placement in June 2017.

Research and Development

On January 31, 2017, Gensight Biologics announced that the U.S. Food and Drug Administration (FDA) has granted orphan drug designation (ODD) to the Company's product candidate GS030 for the treatment of retinitis pigmentosa.

On February 21, 2017, Gensight Biologics announced that enrollment in REVERSE, a Phase III clinical trial of GS010 in the treatment of Leber's Hereditary Optic Neuropathy (LHON), has been successfully completed. REVERSE is the first of two parallel randomized, double-masked, sham-controlled, multi-center pivotal Phase III trials designed to evaluate the efficacy of a single intravitreal injection of GS010 (rAAV2/2-ND4) in subjects affected by LHON due to the G11778A mutation in the mitochondrial ND4 gene. REVERSE enrolled 36 patients with an onset of vision loss of 7-12 months, while RESCUE, the second trial, is currently enrolling 36 patients with an onset of vision loss of less than 6 months.

On June 14, 2017, Gensight Biologics reported additional promising clinical trial results with GS010 after 96 weeks of follow-up in its Phase I/II study. These results confirm the long-term positive sustained visual acuity gain after 2 years with a single intravitreal injection of GS010 in patients with Leber's Hereditary Optic Neuropathy (LHON), especially in those with less than 2 years of disease onset.

Each cohort of three patients was administered an increasing dose of GS010 through a single intravitreal injection in the eye most severely affected by the disease. Recruitment was completed in April 2015 and long-term follow-up is ongoing. These patients had an average onset of disease of 6 years at the time of treatment. At baseline, both treated (TE) and untreated (UTE) eyes had an off-chart median visual acuity¹.

At week 96 post-injection, in patients with an onset of vision loss of less than 2 years and relatively better vision (<2,79 LogMAR) at the time of treatment, a mean gain of +29 ETDRS letters (-0.57 LogMAR) was observed in TE compared to baseline, with a mean gain of +15 ETDRS letters (-0.30 LogMAR) in UTE, resulting in a difference of +14 ETDRS letters in favor of TE. This improvement is clinically significant, and the magnitude of improvement similar to the observed trend at week 48 and week 78.

On August 1, 2017, Gensight Biologics announced that enrollment in RESCUE, a Phase III clinical trial of GS010 for the treatment of Leber's Hereditary Optic Neuropathy (LHON), has been successfully completed. RESCUE is one of two parallel randomized, double-masked, sham-controlled, multi-center pivotal Phase III trials designed to evaluate the efficacy of a single intravitreal injection of GS010 (rAAV2/2-ND4) in subjects affected by LHON due to the

G11778A mutation in the mitochondrial ND4 gene. RESCUE enrolled 37 patients with an onset of vision loss of less than 6 months.

On December 5, 2017, Gensight Biologics reported 2.5 years of follow-up data from its Phase I/II clinical trial with the Company's gene therapy GS010 in patients with Leber Hereditary Optic Neuropathy (LHON). These results confirm longterm sustained gains in visual acuity 2.5 years after a single intravitreal injection of GS010, especially in subjects with less than 2 years of onset of vision loss. In the study, five cohorts of three subjects were administered an increasing dose of GS010 via a single intravitreal injection in the eye more severely affected by the disease. Recruitment of 15 subjects was completed in April 2015 and long-term follow-up is ongoing. Subjects had an average onset of vision loss of 6 years at the time of treatment. At baseline, both treated (TE) and untreated (UTE) eyes had an offchart median visual acuity.

At year 2.5 post-injection, in subjects less than 2 years from onset of vision loss and with relatively better vision at the time of treatment (<2,79 LogMAR) TE had a mean gain of +28 ETDRS letters (-0.55 LogMAR) compared to baseline, while UTE had a mean gain of +13 ETDRS letters (-0.25 LogMAR) compared to baseline. The difference of +15 ETDRS letters in favor of TE is clinically significant, and the magnitude of the improvement, which is similar to the trend observed at Weeks 48, 78, and 96, suggests sustained benefit from GS010.

At year 2.5 post-injection, GS010 continued to demonstrate a favorable tolerability profile, with no reports of worsening vision or ocular sequelae, serious treatment-emergent adverse events (TEAEs), nor systemic adverse events (AEs) related to GS010 or its administration. Consistent with previously reported data, ocular AEs were mostly mild, well-tolerated, and reversible, responding to standard therapy.

On January 10, 2018, Gensight Biologics announced UK Medicines and Healthcare Regulatory Agency (MHRA) acceptance of the Company's Clinical Trial Application (CTA) to initiate the PIONEER Phase I/II study of GS030 in patients with Retinitis Pigmentosa (RP). PIONEER is a first-in-man, multi-center, open label dose-escalation study to evaluate the safety and tolerability of GS030 in subjects with Retinitis Pigmentosa. GS030 is the combination of a gene therapy (GS030-DP) administered via a single intravitreal injection and a wearable optronic visual stimulation device (GS030-MD).

Financing

On June 23, 2017, Gensight Biologics announced a capital increase whose gross proceeds amount to €22.5 million, reserved to a category of persons. Leading US and European institutional investors specialized in healthcare and biotechnology participated in the capital increase, further strengthening of the Company's shareholding structure. The funds raised will be allocated to prepare the launch of GS010 in Europe and the United States, especially marketing and market access, and the establishment of a marketing infrastructure.

AGENDA

The company's shareholders are convened to a Combined General Meeting that will be held on the 12th April 2018 at 9 a.m. CET at the company's registered office, 74 rue du Faubourg Saint-Antoine, 75012 Paris, in order to decide on the following agenda:

Of an ordinary nature:

1. Approval of the annual accounts for the financial year ended the 31st December 2017 – Approval of the non tax deductible expenses and charges,
2. Approval of the consolidated accounts for the financial year ended the 31st December 2017,
3. Allocation of the loss of the financial year,
4. Auditors' special report on the regulated agreements and commitments – Noting of the absence of any new agreement,
5. Auditors' special report on the regulated agreements and commitments and approval of a commitment made in favour of Mr Bernard Gilly,
6. Renewal of Mr Michael Wyzga's mandate as director,
7. Renewal of Mr Bernard Gilly's mandate as director,
8. Renewal of Mr José Alain Sahel's mandate as observer/non-voting director (*censeur*),
9. Approval of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid or allocated in respect of the financial year ended to Mr Michael Wyzga, Chairman of the Board of Directors,
10. Approval of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid or allocated in respect of the financial year ended to Mr Bernard Gilly, Managing Director,
11. Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind to be allocated to the Chairman of the Board of Directors,
12. Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind to be allocated to the Managing Director,
13. Authorisation to be given to the Board of Directors for the purposes of the company's repurchase of its own shares in the framework of the mechanism set out by article L. 225-209 of the Commercial Code, duration of the authorisation, purposes, terms and conditions and cap,

Of an extraordinary nature:

14. Authorisation to be given to the Board of Directors with a view to cancelling the shares, which have been repurchased by the company in the context of the mechanism set out by article L. 225-209 of the Commercial Code, duration of the authorisation and cap,
15. Delegation of powers to be given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights by public offering, duration of the delegation, maximum nominal

amount of the increase in capital, issue price, option to limit the amount of the subscriptions or to distribute the securities, which have not been subscribed for,

16. Delegation of powers to be given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights as remuneration for the securities contributed in the context of a public exchange offering,

17. Delegation of powers to be given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights by an offer referred to at section II of article L.411-2 of the Monetary and Financial Code, duration of the delegation, maximum nominal amount of the increase in capital, issue price, option to limit to the amount of subscriptions or to allocate the securities, which have not been subscribed for,

18. Authorisation, in the event of an issue without preferential subscription rights to determine the issue price pursuant to the conditions determined by this meeting hereof, subject to a limitation of 10 % of the capital per year,

19. Authorisation to increase the amount of the issues in the event of surplus demand,

20. Delegation to be given to the Board of Directors in order to increase the capital through the issue of ordinary shares and/or securities giving right to the capital, subject to a limitation of 10 % of the capital in view of remunerating contributions in kind of equity securities or securities giving right to the capital, duration of the delegation,

21. Delegation of powers to be given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights in favor of categories of persons satisfying determined characteristics,

22. Authorisation to be given to the Board of Directors with a view to the granting of options for the subscription and/or purchase of shares to members of the salaried work force and/or certain corporate officers of the company or related companies, waiver of the shareholders of their preferential subscription rights, duration of the authorisation, cap, option exercise price, maximum term of the option,

23. Authorisation to be given to the Board of Directors with a view to allocating free of charge existing shares and/or shares to be issued to members of the salaried work force and/or certain corporate officers of the company or related companies, waiver of the shareholders of their preferential subscription rights, duration of the authorisation, cap, term for the periods of acquisition in particular in the event of disability and as the case may be retention,

24. Delegation to be given to the board of directors with a view to issuing share subscription warrants (*bons de souscription d'actions (BSA)*), subscription warrants and/or purchase warrants for new shares and/or existing shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes (BSAANE)*) and/or subscription warrants and/or purchase warrants for new shares and/or existing redeemable shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes remboursables (BSAAR)*) with preferential subscription rights waived in favor of categories of persons,

25. Delegation of powers to be given to the Board of Directors in order to increase the capital through the issue of ordinary shares and/or securities giving right to the capital with preferential subscription rights waived in favor of members of a company savings plan pursuant to the application of articles L. 3332-18 et seq. of the Employment Code, term of the delegation, maximum nominal amount of the increase in capital, issue price, possibility to allocate free shares pursuant to the application of article L. 3332-21 of the Employment Code,
26. Global limitation of the caps of the delegations provided for by the fifteenth to the seventeenth and the twentieth to the twenty fifth resolutions of this Meeting hereof,
27. Harmonization of the articles of association,
28. Ratification of the Gensight Biologics S.A. 2017 Stock Option Plan regulations adopted by the Board of Directors on the 27th July 2017 and the 19th December 2017 in the context of the implementation of the authorisation concerning the allocation of options for the subscription or purchase of shares conferred by the Combined General Meeting of the 31st May 2017
29. Powers for the carrying out of formalities.

TEXT OF THE DRAFT RESOLUTIONS

Of an ordinary nature:

First resolution (Approval of the annual accounts for the financial year ended the 31st December 2017 – Approval of the non tax deductible expenses and charges). The General Meeting, after having reviewed the reports of the Board of Directors and the Auditors regarding the financial year ended the 31st December 2017, approves, such as they have been presented, the annual accounts closed on such date setting out a loss of 19,044,598 Euros.

The General Meeting specially approves the global amount, amounting to 784 euros, of the expenses and charges referred to at point 4 of article 39 of the General Tax Code as well as the corresponding tax.

Second resolution (Approval of the consolidated accounts for the financial year ended the 31st December 2017). — The General Meeting, after having reviewed the reports of the Board of Directors and the Auditors on the consolidated accounts as at the 31st December 2017, approves these accounts, such as they have been presented, setting out a (group share) loss of 24,112,236 Euros.

Third resolution (Allocation of the loss of the financial year). — The General Meeting, pursuant to the proposal of the Board of Directors, decides to allocate all of the loss of the financial year ended the 31st December 2017, namely the debit amount of 19,044,598 Euros, to the Losses Brought Forward account, which is accordingly increased from a debit amount of (38,536,643) Euros to a debit balance of 57,581,241 Euros. In accordance with the provisions of article 243 bis of the General Tax Code, the Meeting notes that it has been reminded that no dividend or income has been distributed during the course of the past three years.

Fourth resolution (Auditors' special report on the regulated agreements and commitments – Noting of the absence of any new agreement). - The General Meeting after having reviewed the Auditors' special report referring to the absence of any new agreement of the same nature as those referred to at articles L. 225-38 et seq. of the Commercial Code, purely and simply acknowledges this, it being specified that the approval of the commitment made in favour of Mr Bernard Gilly is the subject of the following resolution.

Fifth resolution (Auditor's special report on the regulated agreements and commitments and approval of a commitment made in favour of Mr Bernard Gilly). — Deciding on the Auditor's special report on the regulated agreements and commitments presented to it, the General Meeting approves the commitment made by the company in favour of Mr Bernard Gilly, Managing Director, corresponding to indemnities, which may become payable owing to the cessation of his duties, subject to the condition precedent of the renewal of his mandate as Managing Director by the Board of Directors to be held at the end of this General Meeting hereof.

Sixth resolution (Renewal of Mr Michael Wyzga's mandate as director). — The General Meeting decides to renew Mr Michael Wyzga's mandate as director for a term of three years, expiring at the end of the Meeting held in the year 2021 convened in order to decide on the accounts of the previous financial year.

Seventh resolution (Renewal of Mr Bernard Gilly's mandate as director). — The General Meeting decides to renew Mr Bernard Gilly's mandate as director for a term of three years, expiring at the end of the Meeting held in the year 2021 convened in order to decide on the accounts of the previous financial year.

Eighth resolution (Renewal of Mr José Alain Sahel's mandate as observer/non-voting director (*censeur*)). - The General Meeting decides to renew Mr José Alain Sahel's mandate as observer/non-voting director (*censeur*) for a term of three years, expiring at the end of the Meeting held in the year 2021 convened in order to decide on the accounts of the previous financial year.

Ninth resolution (Approval of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid or allocated in respect of the financial year ended to Mr Michael Wyzga, Chairman of the Board of Directors). – The General Meeting, deciding pursuant to the application of article L. 225-100 paragraph II of the Commercial Code, approves the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid or allocated in respect of the financial year ended to Mr Michael Wyzga, Chairman of the Board of Directors, pursuant to his mandate, such as presented in the explanatory statement.

Tenth resolution (Approval of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid or allocated in respect of the financial year ended to Mr Bernard Gilly, Managing Director). – The General Meeting, deciding pursuant to the application of article L. 225-100 paragraph II of the Commercial Code, approves the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid or allocated in respect of the financial year ended to Mr Bernard Gilly, Managing Director, pursuant to his mandate, such as presented in the explanatory statement.

Eleventh resolution (Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind to be allocated to the Chairman of the Board of Directors). - The General Meeting, deciding pursuant to the application of article L.225-37-2 of the Commercial Code, approves the principles and the criteria for the determination, the distribution and the allocation of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind to be allocated, pursuant to his mandate, to the Chairman of the Board of Directors, such as presented in the report referred to in the final paragraph of article L. 225-37 of the Commercial Code, presented in the explanatory statement.

Twelfth resolution (Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind to be allocated to the Managing Director). - The General Meeting, deciding pursuant to the application of article L.225-37-2 of the Commercial Code, approves the principles and the criteria for the determination, the distribution and the allocation of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind to be allocated, pursuant to his mandate, to the Managing Director, such as presented in the report referred to in the final paragraph of article L. 225-37 of the Commercial Code, presented in the explanatory statement.

Thirteenth resolution (Authorisation to be given to the Board of Directors for the purposes of the company's repurchase of its own shares in the framework of the mechanism set out by article L. 225-209 of the Commercial Code). - The General Meeting, having reviewed the Board of Directors' report authorises the latter, for a period of eighteen months, in accordance with articles L. 225-209 et seq. of the Commercial Code to purchase in one or several instalments at the times determined by it, the company's shares subject to a limitation of 5 % of the number of shares making up the share capital, adjusted as the case may be in order to take into account any increase or decrease of capital transactions, which may take place during the duration of the programme.

This authorisation cancels out the authorisation given to the Board of Directors by the General Meeting of the 31st May 2017 in its twelfth ordinary resolution.

The acquisitions may be carried out with a view:

- to ensure the buoyancy of the secondary market or the liquidity of the GENSIGHT BIOLOGICS shares through the intermediary of an investment service provider by way of a liquidity agreement in compliance with the code of ethics of the AMAFI (French Financial Markets' Association) admitted by the regulations, it being specified that in this context, the number of shares taken into account for the calculation of the limitation referred to hereabove corresponds to the number of shares purchased, following the deduction of the number of shares, which have been re-sold,
- to retain the purchased shares and to subsequently put them up for exchange or as payment in the context of any external growth transactions,
- to ensure the coverage of share purchase option schemes and/or share schemes allocated on a free of charge basis (or similar schemes) in favour of the salaried employees and/or the corporate officers of the group as well as any share allocations pursuant to a company or group savings scheme (or similar scheme) in respect of a company profit sharing scheme and/or any other forms of allocation of shares to the salaried employees and/or to the corporate officers of the group,
- to ensure the coverage of securities giving right to the allocation of shares of the company in the context of the regulations in force,
- to carry out the possible cancellation of the acquired shares, in accordance with the authorisation granted or to be granted by the Extraordinary General Meeting.

The share purchases may be carried out by any means, including through the acquisition of blocks of securities and at the times, which the Board of Directors shall determine.

The company reserves itself the right to use optional mechanisms or derivative instruments in the context of the applicable regulations.

The maximum purchase price is fixed at 24 Euros per share. In the event of equity transactions, in particular division or re-grouping of shares or free allocation of shares to the shareholders, the amount referred to hereabove shall be adjusted proportionally (multiplying factor equal to the relationship between the number of shares making up the share capital prior to the transaction and the number of shares following the transaction).

The maximum amount of the transaction is fixed at 28,795,704 Euros.

The General Meeting gives all powers to the Board of Directors for the purposes of carrying out these transactions, to determine the terms and conditions thereof, to enter into any agreements and to carry out all formalities.

Of an extraordinary nature:

Fourteenth resolution (Authorisation to be given to the Board of Directors with a view to cancelling the shares, which have been repurchased by the company in the context of the mechanism set out by article L. 225-209 of the Commercial Code). - The General Meeting, deciding pursuant to the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the Auditors' report and passing resolutions in accordance with the provisions of the Commercial Code and in particular its articles L.225-209 et seq.:

1) Terminates with immediate effect the authorisation of the same nature granted by the General Meeting of the 31st May 2017 in its thirteenth resolution as regards the portion not

yet used,

2) Grants to the Board of Directors the authorisation to cancel, pursuant to its sole discretion, in the proportions and at the times chosen by it, in one or several instalments, subject to the limitation of 10 % of the share capital calculated on the date of the cancellation decision, after having deducted any shares cancelled during the course of the preceding 24 months, the shares, which the company holds or may come to hold following the repurchases realised in the context of article L. 225-209 of the Commercial Code as well as to decrease the share capital for the same amount in accordance with the legal and regulatory provisions in force.

3) Fixes at twenty-four months as from the date of this Meeting, the term of validity of this authorisation hereof,

4) Grants all powers to the Board of Directors in order to carry out the necessary transactions for the purposes of such cancellation and the co-relative decreases in the share capital, and in particular:

- to determine the definitive amount of the decrease in capital, to fix the terms and conditions thereof and to note the realisation thereof,
- to impute the difference between the book value of the cancelled ordinary shares and their nominal amount to any available reserve or premium account including the legal reserve for an amount of 10 % of the cancelled capital,
- to amend the articles of association of the company in consequence and
- to carry out all required formalities, measures and declarations with regard to any organization and in general do everything which is necessary.

Fifteenth resolution (Delegation of powers to be given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights by public offering). - The General Meeting, deciding pursuant to the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the Auditors' special report and in accordance with the provisions of the Commercial Code and in particular its articles L.225-129-2, L. 225-136 and L. 228-92:

1) Terminates with immediate effect the delegation granted by the General Meeting of the 31st May 2017 in its sixteenth resolution as regards the portion not yet used,

2) Delegates its powers to the Board of Directors in order to carry out the issue, in one or several instalments, in the proportions and at the times, which it shall determine, on the French and/or international market, by way of a public offering, either in Euros, foreign currency or any other unit of account drawn up by reference to a basket of currencies,

- of ordinary shares of the company,
- and/or ordinary shares giving right to the allocation of other ordinary shares or debt securities,
- and/or securities giving right to ordinary shares to be issued immediately or in the future.

In accordance with article L. 228-93 of the Commercial Code, the securities to be issued may give right to ordinary shares to be issued by any company, which holds whether directly or indirectly more than half of the share capital of the company or in which the company holds more than half of the share capital whether directly or indirectly.

3) Fixes at twenty-six months the term of validity of this delegation hereof, starting as from the

date of this Meeting.

The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation hereof may not be higher than 75 % of the share capital as at the date of this Meeting hereof. To this cap shall be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of rights or securities giving right to the capital of the Company, in accordance with the law and as the case with the contractual provisions providing for other cases of adjustment.

This amount shall be imputed to the maximum nominal amount of the ordinary shares, which may be issued provided for by the twenty sixth resolution.

The nominal amount of the debt securities, which may be issued by the company by virtue of this delegation hereof may not be higher than 50,000,000 Euros.

This amount shall be imputed to the cap of the nominal amount of the debt securities provided for by the twenty sixth resolution.

4) Decides to cancel the preferential subscription right of the shareholders to the ordinary shares and to the securities giving right to the capital and/or to debt securities, which are the subject of this resolution hereof, leaving the option however to the Board of Directors to grant a priority right to the shareholders, in accordance with the law.

5) Decides that the Board of Directors shall have all powers to determine the issue price of the ordinary shares or the securities issued on the basis of this resolution hereof, it being specified that:

a. the issue price of the shares issued by virtue of this delegation hereof shall at least be equal to the minimum required by the legal and regulatory provisions applicable at the time when the Board of Directors shall implement the delegation (for reference, to date the weighted average of the listed prices of the share on the regulated Euronext Paris market for the three trading sessions preceding the determination of the subscription price for the increase in capital decreased by a maximum discount of 5 %). This amount may be amended, if applicable in order to take into account the difference in the entitlement to dividends date of the shares;

b. the issue price of the securities shall be such that the amount reverting or to be subsequently reverted to the company for each of the securities issued in the context of this delegation of powers hereof, after having taken into account in the event of the issue of autonomous share subscription warrants, the issue price of the said warrants, is for each ordinary share issued as a consequence of the issue of these securities, at least equal to the amount referred to at paragraph a) hereabove.

6) Decides that in the event that the subscriptions have not absorbed the totality of an issue referred to at point 1), the Board of Directors may make use of the following options:

- to limit the amount of the issue to the amount of the subscriptions, subject, as the case may be, to the limitations provided for by the regulations,
- to freely distribute all or part of the securities, which have not been subscribed for.

7) Decides that the Board of Directors shall have, subject to the limitations determined hereabove, the necessary powers in order to implement this resolution and in particular to:

- determine the conditions of the issue or issues, as the case may be to note the realisation of the increases in capital resulting therefrom,
- to carry out the co-relative amendments to the articles of association,

- to impute, pursuant to its sole initiative, the costs of the increases in capital to the amount of the premiums, relating thereto and to deduct the necessary amounts from this amount in order to increase the legal reserve to one tenth of the new capital following each increase and
- to carry out all the formalities and declarations and request any authorisations, which may be necessary for the realisation and successful completion of these issues.

Sixteenth resolution (Delegation of powers to be given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights as remuneration for the securities contributed in the context of a public exchange offering). - The General Meeting, deciding pursuant to the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the Auditors' special report and in accordance with the provisions of the Commercial Code and in particular its articles L.225-129-2, L. 225-135, L. 225-148 and L. 228-92:

1) Terminates with immediate effect the delegation granted by the General Meeting of the 31st May 2017 in its seventeenth resolution as regards the portion not yet used

2) Delegates its powers to the Board of Directors in order to carry out the issue, in one or several instalments, in the proportions and at the times, which it shall determine, for the purposes of remunerating the securities, which may be contributed to a public offer including an exchange component initiated in France or abroad, according to local rules, by the company on securities of a company whose shares are admitted to be traded on one of the regulated markets referred to at article L. 225- 148 of the Commercial Code:

- of ordinary shares of the company,
- and/or ordinary shares giving right to the allocation of other ordinary shares or debt securities,
- and/or securities giving right to ordinary shares to be issued immediately or in the future.

3) Fixes at twenty-six months the term of validity of this delegation hereof, starting as from the date of this Meeting.

4) The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation hereof may not be higher than 20 % of the share capital as at the date of this Meeting hereof.

To this cap shall be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of rights or securities giving right to the capital of the Company, in accordance with the law and as the case with the contractual provisions providing for other cases of adjustment.

This amount shall be imputed to the maximum nominal amount of the ordinary shares, which may be issued provided for by the twenty sixth resolution.

The nominal amount of the debt securities, which may be issued by the company by virtue of this delegation hereof may not be higher than 50,000,000 Euros.

This amount shall be imputed to the cap of the nominal amount of the debt securities provided for by the twenty sixth resolution.

5) Decides to cancel the preferential subscription right of the shareholders to the ordinary shares and to the securities giving right to the capital and/or to debt securities, which are the subject of this resolution hereof.

6) Decides that the Board of Directors shall have the necessary powers to implement this resolution hereof, subject to the conditions set out by article L. 225-148 of the Commercial Code and subject to the limitations set out hereabove and in particular to:

- draw up the list of securities contributed to the exchange,
- determine the conditions of issue, the parity of exchange as well as, as the case may be, the amount of the equalization payment to be paid in cash and to determine the terms and conditions for the issue.

7) Decides that the Board of Directors shall have, subject to the limitations determined hereabove, the necessary powers in particular to determine the conditions of the issue or issues, as the case may be to note the realisation of the increases in capital resulting therefrom,

- to carry out the co-relative amendments to the articles of association,
- to impute, pursuant to its sole initiative, the costs of the increases in capital to the amount of the premiums, relating thereto and to deduct the necessary amounts from this amount in order to increase the legal reserve to one tenth of the new capital following each increase and
- to carry out all the formalities and declarations and request any authorisations, which may be necessary for the realisation of these issues.

Seventeenth resolution (Delegation of powers to be given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights by an offer referred to at section II of article L.411-2 of the Monetary and Financial Code). - The General Meeting, deciding pursuant to the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the Auditors' special report and in accordance with the provisions of the Commercial Code and in particular its articles L.225-129-2, L. 225-135, L. 225-136 and L. 228-92:

1) Terminates with immediate effect the delegation granted by the General Meeting of the 31st May 2017 in its eighteenth resolution as regards the portion not yet used.

2) Delegates its powers to the Board of Directors in order to carry out the issue, in one or several instalments, in the proportions and at the times, which it shall determine, on the French and/or international market, by way of an offer referred to at section II of article L. 411-2 of the Monetary and Financial Code, in Euros, foreign currency or any other unit of account drawn up by reference to a basket of currencies,

- of ordinary shares of the company,
- and/or ordinary shares giving right to the allocation of other ordinary shares or debt securities,
- and/or securities giving right to ordinary shares to be issued immediately or in the future.

In accordance with article L. 228-93 of the Commercial Code, the securities to be issued may give right to ordinary shares to be issued by any company, which holds whether directly or indirectly more than half of the share capital of the company or in which the company holds more than half of the share capital whether directly or indirectly.

3) Fixes at twenty-six months the term of validity of this delegation hereof, starting as from the date of this Meeting.

4) The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation hereof may not be higher than 20 % of the share capital as at the date of this Meeting hereof.

To this cap shall be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of rights or securities giving right to the capital of the Company, in accordance with the law and as the case with the contractual provisions providing for other cases of adjustment.

This amount shall be imputed to the maximum nominal amount of the ordinary shares, which may be issued provided for by the twenty sixth resolution. It is specified that in any event the nominal amount of the increases in capital carried out pursuant to this resolution hereof may not exceed 20 % of the share capital per year, in accordance with the law.

The nominal amount of the debt securities, which may be issued by the company by virtue of this delegation hereof may not be higher than 50,000,000 Euros.

This amount shall be imputed to the cap of the nominal amount of the debt securities provided for by the twenty sixth resolution.

5) Decides to cancel the preferential subscription right of the shareholders to the ordinary shares and to the securities giving right to the capital and/or to debt securities, which are the subject of this resolution hereof.

6) Decides that the Board of Directors shall have all powers to determine the issue price of the ordinary shares or the securities issued on the basis of this resolution hereof, it being specified that:

a. the issue price of the shares issued by virtue of this delegation hereof shall at least be equal to the minimum required by the legal and regulatory provisions applicable at the time when the Board of Directors shall implement the delegation (for reference, to date the weighted average of the listed prices of the share on the regulated Euronext Paris market for the three trading sessions preceding the determination of the subscription price for the increase in capital decreased by a maximum discount of 5 %). This amount may be amended, if applicable in order to take into account the difference in the entitlement to dividends date of the shares;

b. the issue price of the securities shall be such that the amount reverting or to be subsequently reverted to the company for each of the securities issued in the context of this delegation of powers hereof, after having taken into account in the event of the issue of autonomous share subscription warrants, the issue price of the said warrants, is for each ordinary share issued as a consequence of the issue of these securities, at least equal to the amount referred to at paragraph a) hereabove.

7) Decides that in the event that the subscriptions have not absorbed the totality of an issue referred to at point 1), the Board of Directors may make use of the following options:

- to limit the amount of the issue to the amount of the subscriptions, subject, as the case may be, to the limitations provided for by the regulations,
- to freely distribute all or part of the securities, which have not been subscribed for.

8) Decides that the Board of Directors shall have, subject to the limitations determined hereabove, the necessary powers in particular to:

- determine the conditions of the issue or issues,
- as the case may be to note the realisation of the increases in capital resulting therefrom,
- to carry out the co-relative amendments to the articles of association,

- to impute, pursuant to its sole initiative, the costs of the increases in capital to the amount of the premiums, relating thereto and to deduct the necessary amounts from this amount in order to increase the legal reserve to one tenth of the new capital following each increase and
- to carry out all the formalities and declarations and request any authorisations, which may be necessary for the realisation of these issues.

Eighteenth resolution (Determination of the terms and conditions for setting the subscription price in the event of the cancellation of the preferential subscription rights, subject to an annual limitation of 10 % of the capital). - The General Meeting, deciding pursuant to the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the Auditors' special report and in accordance with the provisions of article L. 225-136, point 1, paragraph 2 of the Commercial Code:

1) Terminates with immediate effect the authorisation granted by the General Meeting of the 31st May 2017 in its nineteenth resolution as regards the portion not yet used;

2) Authorises the Board of Directors, for each of the issue of ordinary shares or securities giving right to the capital decided pursuant to the application of the fifteenth and seventeenth resolutions set out hereabove, to derogate, subject to the limitation of 10 % of the share capital of the company (such as it stands as at the date of the implementation of this authorisation hereof) per twelve month period at the time of the issue, from the conditions for the determination of the price provided for by the resolutions referred to hereabove and to determine the issue price of the ordinary shares and/or securities issued in accordance with the following terms and conditions:

a) The issue price of the ordinary shares shall at least be equal, at the choice of the Board of Directors:

- either to the weighted average of the company share price on the Euronext Paris regulated market on the date preceding the determination of the issue price, which may be decreased by a maximum discount of 15 %,
- or the average of 5 consecutive listed prices of the company share on the Euronext Paris regulated market chosen amongst the thirty trading sessions preceding the determination of the issue price, which may be decreased by a maximum discount of 15 %.

b) The issue price of the securities shall be such that the amount reverting or to be subsequently reverted to the Company for each of the securities issued in the context of this delegation of powers hereof, after having taken into account in the event of the issue of autonomous share subscription warrants, the issue price of the said warrants, is for each ordinary share issued as a consequence of the issue of these securities, at least equal to the amount referred to at paragraph a) hereabove.

3) Decides that the Board of Directors shall have all powers to implement this resolution hereof under the terms provided for by the resolutions pursuant to which the issue is decided upon.

4) Acknowledges the fact that the Board of Directors shall have to draw up a supplementary report, certified by the auditors, describing the definitive conditions of the transaction and providing information for the assessment of the effective impact on the shareholders' positions.

Nineteenth resolution (Authorisation to increase the amount of the issues in the event of surplus demand). - The General Meeting, deciding pursuant to the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of

Directors' report and the Auditors' special report and in accordance with the provisions of the Commercial Code and in particular its articles L. 225-135-1 and R. 225-118:

1) Terminates with immediate effect the authorisation granted by the General Meeting of the 31st May 2017 in its twentieth resolution as regards the portion not yet used.

2) Authorises the Board of Directors to decide, subject to the time periods and limitations provided for by the law and the regulations applicable on the date of the issue, for each of the issues of decided upon pursuant to the application of the fifteenth, seventeenth and twenty first resolutions set out hereabove, the increase in the number of securities to be issued subject to the limit(s) provided for in the resolution pursuant to which the issue is decided, where the Board of Directors notes a surplus demand.

Twentieth resolution (Delegation to be given to the Board of Directors in order to increase the capital through the issue of ordinary shares and/or securities giving right to the capital, subject to a limitation of 10 % of the capital in view of remunerating contributions in kind of equity securities or securities giving right to the capital). - The General Meeting, deciding pursuant to the quorum and majority conditions required for extraordinary general meetings, having reviewed the reports of the Board of Directors and the auditors and in accordance with articles L. 225-129-2, L. 225-147 and L. 228-92 of the Commercial Code:

1) Terminates with immediate effect the delegation granted by the General Meeting of the 31st May 2017 in its twenty first resolution as regards the portion not yet used.

2) Delegates the powers to the Board of Directors to carry out pursuant to the report of the contributions' assessor (*commissaire aux apports*), the issue, in one or several instalments, in the proportions and at the times, which it shall determine, on the French and/or international market, of ordinary shares or securities giving right to ordinary shares in view of remunerating the contributions in kind granted to the company and made up of equity securities or securities giving right to the capital where the provisions of article L. 225-148 of the Commercial Code are not applicable.

Fixes at twenty-six months the term of validity of this delegation hereof, starting as from the date of this Meeting.

Decides that the global nominal amount of the ordinary shares, which may be issued by virtue of this delegation hereof may not be higher than 10 % of the share capital as at the date of this Meeting hereof, it being specified that (i) this cap is fixed not taking into account the nominal amount of the increase in capital necessary in order to preserve the rights of the holders rights or securities giving right to the capital of the Company in accordance with the law and as the case may be the contractual provisions providing for other cases of adjustment and (ii) this cap shall be imputed to the global cap provided for by the twenty sixth resolution of this Meeting hereof.

5) The nominal amount of the debt securities, which may be issued by the company by virtue of this delegation hereof may not be higher than 50,000,000 Euros.

This amount shall be imputed to the global nominal amount of the debt securities over the Company, which may be issued, provided for by the twenty sixth resolution.

6) Acknowledges the absence of any preferential rights of subscription of the shareholders to the shares or securities thereby issued and that this delegation hereof entails the waiver by the shareholders of their preferential rights of subscription to the shares of the Company to which the securities, which may be issued on the basis of this delegation hereof may give right.

7) Delegates all powers to the Board of Directors in order to implement this resolution hereof and in particular:

- to carry out the approval of the valuation of the contributions and any grant of specific benefits,
- to decide on the increase in capital resulting therefrom, to note the realisation thereof,
- to impute to the contribution premium as the case may be all of the costs and duties arising from the increase in capital,
- to deduct from the contribution premium the amounts necessary in order to increase the legal reserve to one tenth of the new capital following each increase,
- to carry out the co-relative amendments to the articles of association, and
- to carry out all formalities and declarations and to request any authorisation, which may prove necessary for the realisation of these contributions.

Twenty first resolution (Delegation of powers to be given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights in favour of categories of persons satisfying determined characteristics). -

The General Meeting, deciding pursuant to the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the Auditors' special report and in accordance with the provisions of the Commercial Code and in particular articles L. 225-129-2, L. 225-138 and L. 228-92 of the Commercial Code:

1) Terminates with immediate effect the delegation granted by the General Meeting of the 31st May 2017 in its twenty second resolution as regards the portion not yet used.

2) Delegates its powers to the Board of Directors, in order to carry out the issue, in one or several instalments, in the proportions and at the times, which it shall determine both in France and abroad, with cancellation of any preferential subscription rights in favour of categories of persons defined herebelow:

- of ordinary shares of the company,
- and/or ordinary shares giving right to the allocation of other ordinary shares or debt securities,
- and/or securities giving right to ordinary shares to be issued immediately or in the future.

In accordance with article L.228-93 of the Commercial Code, the securities to be issued may give right to ordinary shares to be issued by any company, which directly or indirectly holds more than half of the capital of the company or in which the company directly or indirectly holds more than half of the capital.

3) Fixes at eighteen months the term of validity of this delegation hereof, starting as from the date of this Meeting.

4) The maximum global nominal amount of the increases in capital, which may be carried out by virtue of this delegation hereof may not be higher than 85 % of the share capital as at the date of this Meeting hereof.

To this cap shall be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of rights or securities giving right to the capital of the Company, in accordance with the law and as the case with the contractual provisions providing for other cases of adjustment.

This amount shall be imputed to the global nominal amount of the ordinary shares, which may be issued provided for by the twenty sixth resolution.

The nominal amount of the debt securities, which may thereby be issued by the company, may not be higher than 50,000,000 Euros.

This amount shall be imputed to the global nominal amount of the debt securities over the Company, which may be issued, provided for by the twenty sixth resolution.

5) Decides that the Board of Directors shall have all powers to set the issue price of the ordinary shares or the securities issued on the basis of this resolution hereof, it being specified that the amount reverting or to be reverted to the Company for each:

a) of the shares issued in the context of this delegation hereof shall at least be equal to the average weighted by the volumes (in the central order book and not including blocks and off market) of the price of the Company's shares on the Euronext Paris regulated market for the last 3 trading sessions preceding the determination of the issue price, such average subject to amendment as the case may be in order to take into account the differences in the entitlement to dividends date and may be decreased as the case may be by a maximum discount of 15 %;

b) of the securities shall be such that the amount reverting or to be subsequently reverted to the company for each of the securities issued in the context of this delegation of powers hereof, after taking into account, in the event of the issue of autonomous share subscription warrants, of the issue price of the said warrants, for each ordinary share issued as a consequence of the issue of these securities at least equal to the amount referred to at paragraph a) hereabove.

6) Decides to cancel the preferential subscription right of the shareholders to the ordinary shares and other securities giving right to the capital to be issued by virtue of article L. 228-91 of the Commercial Code, in favour of the following categories of persons:

(i) individual or legal entities (including companies), investment companies, trusts, investment funds, or other investment vehicles of any form whatsoever, whether French or foreign generally investing in the pharmaceutical, bio-technological, ophthalmological, neurodegenerative diseases or medical technologies sectors; and/or

(ii) companies, institutions or entities of any form whatsoever, whether French or foreign conducting a significant part of their business in those sectors; and/or

(iii) investment service providers, being French or foreign with an equivalent status, capable of guaranteeing that an increase in capital will be successfully placed with the persons referred to in (i) and (ii) hereabove and, in this context, subscribing to the issued securities

7) Decides that in the event that the subscriptions have not absorbed the totality of an issue referred to at point 1), the Board of Directors may at its discretion use in the order, which it shall determine, either or both of the following options:

- limiting the amount of the issue to the amount of the subscriptions, subject to the limitations provided for by the regulations, as the case may be,
- freely distributing all or part of the securities, which have not been subscribed for amongst the categories of persons defined hereabove.

8) Decides that the Board of Directors shall have all powers to implement this delegation hereof, for the purposes in particular of:

- determining the conditions of the issue or issues;
- determining the list of beneficiaries within the categories referred to hereabove;
- determining the number of securities to be allocated to each of the beneficiaries;

- deciding the amount to be issued, the issue price as well as the amount of the premium, which may be required upon issue, as the case may be;
- determining the dates and the terms and conditions of the issue, the nature, the form and the characteristics of the securities to be created, which may in particular take the form of subordinated securities or not, with a defined or undefined duration;
- determining the method for the payment of the shares and/or the issued securities or the securities to be issued;
- fixing, if necessary the terms and conditions of exercise of the rights attached to the securities, which have been issued or which are to be issued and in particular to determine the date, even if this is retroactive as from which the new shares shall bear dividends, as well as any other terms and conditions for the realisation of the issue;
- suspending as the case may be the exercise of the rights attached to the issued securities during a maximum period of three months;
- pursuant to its sole initiative, imputing the costs of the increases in capital to the amount of the premiums relating thereto and to deduct from this amount the amounts necessary in order to bring the legal reserve to one tenth of the new capital following each increase;
- noting the realisation of each increase in capital and to carry out the co-relative amendments to the articles of association;
- taking all necessary measures in order to protect the rights of holders of securities or other rights giving right to the capital, in compliance with the legal and regulatory provisions and, as the case may be, the contractual provisions providing for other cases of adjustment;
- in a general manner to enter into any agreement, take all measures and carry out all formalities necessary for the issue and the financial servicing of these securities issued by virtue of this delegation hereof as well as the exercise of the rights attached thereto and more generally do everything necessary in such cases.

9) Recognises the fact that the Board of Directors shall report on the use of this delegation hereof granted pursuant to this resolution hereof at the next Ordinary General Meeting, in accordance with the law and the regulations.

Twenty second resolution (Authorisation to be given to the Board of Directors with a view to the granting of options for the subscription and/or purchase of shares to members of the salaried work force (and/or certain corporate officers)). - The General Meeting, having reviewed the Board of Directors' report and the Auditors' special report:

Authorises the Board of Directors, in the context of the provisions of articles L. 225-177 to

1) L. 225-185 of the Commercial Code to grant in one or several instalments options in favour of the beneficiaries set out herebelow, giving right to the subscription of new shares of the company to be issued as an increase in capital or for the purchase of existing shares of the company originating from repurchases carried out pursuant to the conditions provided for by law.

2) Fixes at thirty-eight months the term of validity of this authorisation hereof, starting as from the date of this Meeting.

3) Decides that the beneficiaries of these options may only be:

- on the one hand, the salaried employees or certain salaried employees or certain categories of the workforce of GENSIGHT BIOLOGICS and, as the case may be, companies or economic interest groups, related to it under the conditions of article L. 225-180 of the Commercial Code;

- on the other hand, the corporate officers who meet the conditions set out by article L. 225-185 of the Commercial Code.

4) The total number of options, which may be granted by the Board of Directors pursuant to this authorisation hereof may not give right to the subscription or the purchase of a number of shares higher than 5 % of the existing share capital as at the date of this Meeting, it being specified that this cap shall be imputed to the global nominal amount of the shares, which may be issued provided for by the twenty sixth resolution.

5) Decides that the price for the subscription and/or purchase of the shares by the beneficiaries shall be fixed on the date when the options shall be granted by the Board of Directors, and shall at least be equal to the average of the closing prices of the GENSIGHT BIOLOGICS shares for the last 20 trading sessions preceding the date of the allocation decision.

6) Decides that no option may be granted:

- either during the time period of the ten trading sessions preceding and following the date on which the consolidated accounts are made public,

- or in the time period comprised between the date on which the corporate bodies of the company became aware of information, which, if it were made public, could have a significant impact on the price of the securities of the company and the date subsequent to the ten trading sessions to that when this information is made public,

- less than twenty trading sessions following the ex-coupon date giving right to dividends or an increase in capital.

7) Recognises that this authorisation hereof includes in favor of the beneficiaries of the share subscription options, an express waiver of the shareholders to their preferential subscription right to the shares, which will be issued as and when the options are exercised.

8) Delegates all powers to the Board of Directors in order to determine the other terms and conditions for the allocation of the options and their exercise and in particular to:

- fix the conditions under which the options shall be granted and to draw up the list or the categories of the beneficiaries such as provided hereabove; to determine, as the case may be the seniority and performance conditions, which these beneficiaries shall have to satisfy; to decide on the conditions pursuant to which the price and the number of shares shall have to be adjusted in particular in the cases provided for by articles R. 225-137 to R. 225-142 of the Commercial Code;

- determine the period or periods of exercise of the options thereby granted, it being specified that the term of the options may not exceed a period of seven years, as from the date of their allocation;

- provide for the option to temporarily suspend the exercise of the options during a maximum period of three months in the event of the realisation of financial transactions involving the exercise of a right attached to the shares;

- to carry out, as the case may be, the acquisitions of the shares necessary in the context of the programme for the repurchase of shares and to allocate them to the options scheme,

- to carry out or to instruct the carrying out of all actions and formalities for the purposes of rendering definitive the increase or increases in capital, which may, as the case may be, be realised by virtue of the authorisation, which is the subject of this resolution hereof; to amend the articles of association in consequence and generally do everything necessary;

- pursuant to its sole discretion and if it deems it advisable, to impute the costs of the increases in the share capital to the amount of the premiums relating to these increases and to

deduct from this amount the necessary amounts in order to bring the legal reserve to one tenth of the new capital following each increase.

9) Recognises that this authorisation hereof cancels out the effects of any previous authorisation having the same purpose as regards the part, which has not been used, as the case may be.

Twenty third resolution (Authorisation to be given to the Board of Directors with a view to allocating free of charge shares to members of the salaried work force and/or certain corporate officers). - The General Meeting, having reviewed the Board of Directors' report and the Auditors' special report authorises the Board of Directors to allocate in one or several instalments, options in accordance with articles L. 225-197-1 and L. 225-197-2 of the Commercial Code, ordinary shares of the company, whether existing or to be issued, in favor:

- of members of the salaried workforce of the company or companies directly or indirectly related to it under the conditions of article L. 225-197-2 of the Commercial Code;
- and/or the corporate officers who meet the conditions set out by article L. 225-197-1 of the Commercial Code.

The total number of shares, which may be allocated on a free of charge basis pursuant to this authorisation hereof may not be higher than 10 % of the existing share capital as at the date of this Meeting, it being specified that this cap shall be imputed to the global nominal amount of the shares, which may be issued pursuant to the twenty sixth resolution.

The allocation of the shares to the beneficiaries shall become definitive at the end of an acquisition period, the term of which shall be determined by the Board of Directors, which may not be less than one year.

The beneficiaries, as the case may be, shall have to retain these shares for a period, determined by the Board of Directors, which shall at least be equal to that necessary in order that the cumulated term of the acquisition period and as the case may be the retention period is not less than two years.

By way of exception, the definitive allocation shall take place prior to the end of the acquisition period in the event of the disability of the beneficiary corresponding to the classification in the second and third categories provided for by article L. 341-4 of the Social Security Code.

All powers are conferred upon the Board of Directors for the purposes of:

- determining the conditions and, as the case may be, the criteria for the allocation and conditions of performance of the shares;
- determining the identity of the beneficiaries as well as the number of shares to be allocated to each of them;
- as the case may be:
 - noting the existence of sufficient reserves and carrying out a transfer at the time of each allocation to a non-distributable reserve account of the amounts necessary for the payment of the new shares to be allocated,
 - deciding on, at the appropriate moment, the increase or increases in capital through the incorporation of reserves, premiums or profits correlative to the issue of the new shares, which have allocated on a free of charge basis,
 - carrying out the acquisitions of the shares necessary in the context of the programme for the repurchase of shares and to allocate them to the allocation scheme,

- determining the impact on the rights of the beneficiaries of the transactions modifying the capital or which may have an impact on the value of the allocated shares and realised during the acquisition period and in consequence to amend or adjust if necessary the number of the shares allocated in order to preserve the rights of the beneficiaries;
- deciding whether or not to set a retention obligation at the end of the acquisition period and as the case may be to determine the term thereof and to take any measures necessary in order to ensure the compliance thereof by the beneficiaries;
- and generally, to do everything necessary for the implementation of this authorisation hereof in the context of the legislation in force.

This authorisation hereof by right entails the waiver of the shareholders to their preferential subscription rights to the new shares issued through the incorporation of reserves, premiums and profits.

It is given for a term of thirty-eight months starting from the date of this Meeting.

It cancels out the effects of any previous authorisation having the same purpose as regards the part, which has not been used, as the case may be.

Twenty fourth resolution (Delegation to be given to the board of directors with a view to issuing share subscription warrants (*bons de souscription d'actions (BSA)*), subscription warrants and/or purchase warrants for new shares and/or existing shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes (BSAANE)*) and/or subscription warrants and/or purchase warrants for new shares and/or existing redeemable shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes remboursables (BSAAR)*) with preferential subscription rights waived in favor of categories of persons). - The General Meeting, having reviewed the Board of Directors' report and the Auditors' special report and in accordance with the provisions of articles L. 225-129-2, L. 225-138 and L. 228-91 of the Commercial Code:

- 1) Delegates its powers to the Board of Directors, in order to carry out the issue, in one or several instalments, in the proportions and at the times, which it shall determine both in France and abroad, of share subscription warrants (*bons de souscription d'actions (BSA)*), subscription warrants and/or purchase warrants for new shares and/or existing shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes (BSAANE)*) and/or subscription warrants and/or purchase warrants for new shares and/or existing redeemable shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes remboursables (BSAAR)*) with preferential subscription rights waived in favour of categories of persons defined herebelow.
- 2) Fixes at eighteen months the term of validity of this delegation hereof, starting as from the date of this Meeting.
- 3) Decides that the maximum number of shares to which the warrants issued pursuant to this delegation hereof may give right to may not be higher than 5 % of the share capital as at the date of this Meeting hereof. To this cap shall be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of rights or securities giving right to the capital of the Company, in accordance with the law and as the case may be with the contractual provisions providing for other cases of adjustment. This cap shall be imputed to the global nominal amount of the shares, which may be issued provided for by the twenty sixth resolution.
- 4) Decides that the price for the subscription and/or purchase of the shares to which the warrants shall give right shall at least be equal to the weighted average of the closing prices of

the GENSIGHT BIOLOGICS shares for the last 20 trading sessions preceding the date of the decision to issue the warrants, deducted by any issue price of the warrant.

5) Decides to cancel the preferential rights of subscription of the shareholders to the BSA, BSAANE, and BSAAR to be issued, in favour of the following categories of persons:

(i) salaried executives or management executives or members of the management team of the Company not having the capacity of corporate officer, or

(ii) members of any reviewing committee (*comité d'études*) or carrying out the duties of observer/non-voting director (*censeur*) within the Company or director having the capacity of independent director, whether exercising or not the duties of the Chairperson of the Board of Directors, or

(iii) consultants, managers or partners of the corporate service providers of the Company having entered into an advisory or service agreement with the latter in force at the time of the use of this delegation hereof by the Board of Directors, or

(iv) salaried employees of the Company.

6) Notes that this delegation hereof by right entails a waiver of the shareholders to their preferential subscription rights to the shares of the company, which may be issued pursuant to the exercise of the warrants in favour of the holders of BSA, BSAANE and/or BSAAR.

7) Decide that in the event that the subscriptions have not absorbed the totality of an issue of BSA, BSAANE and/or BSAAR, the Board of Directors may make use of the following options:

- to limit the amount of the issue to the amount of subscriptions, as the case may be subject to the limitations provided for by the regulations,
- to freely distribute, within the categories of the persons defined hereabove, all or part of the BSA, BSAANE and/or BSAAR, which have not been subscribed for.

8) Decides that the board of directors shall have all powers necessary, pursuant to the conditions determined by the law and provided for hereabove, in order to carry out the issues of the BSA, BSAANE and/or BSAAR and in particular:

- to determine the precise list of the beneficiaries within the categories of persons defined hereabove, the nature and the number of the warrants to be allocated to each of them, the number of shares to which each warrant shall give right, the issue price of the warrants and the price for the subscription and/or purchase of the shares to which the warrants shall give right pursuant to the conditions provided for hereabove, the conditions and the time periods for the subscription and exercise of the warrants, their terms and conditions of adjustment and more generally all of the terms and conditions of the issue;
- to draw up a supplementary report describing the definitive conditions of the transaction;
- to acquire the shares necessary in the context of the share repurchase programme and to allocate them to the allocation scheme;
- to note the realisation of the increase in capital, which may arise from the exercise of the BSA, BSAANE and/or BSAAR and to carry out the correlative amendments to the articles of association;
- pursuant to its sole discretion, to impute the costs of the increases in the share capital to the amount of the premiums relating to these increases and to deduct from this amount the necessary amounts in order to bring the legal reserve to one tenth of the new capital following each increase;

- to itself delegate to the Managing Director the powers necessary for the realisation of the increase in capital, as well as to defer it subject to the limitations and in accordance with the terms and conditions, which the Board of Directors may have previously determined;
- and more generally to do everything, which is necessary in such cases.

The General Meeting recognises that this delegation cancels out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

Twenty fifth resolution (Delegation of powers to be given to the Board of Directors in order to increase the capital through the issue of ordinary shares and/or securities giving right to the capital with preferential subscription rights waived in favor of members of a company savings plan pursuant to the application of articles L. 3332-18 et seq. of the Employment Code). — The General Meeting, having reviewed the Board of Directors' report and the Auditors' special report and deciding pursuant to the application of articles L. 225- 129-6, L. 225-138-1 and L. 228-92 of the Commercial Code and L. 3332-18 et seq. of the Employment Code:

- 1) Delegates its powers to the Board of Directors for the purposes, in the event it considers it advisable, pursuant to its sole discretion, to increase the share capital in one or several instalments through the issue of ordinary shares or securities giving right to equity securities to be issued by the Company in favour of members of one or several company or group savings schemes set up by the Company and/or the French or overseas companies, which are related to it pursuant to the conditions of article L.225-180 of the Commercial Code and article L.3344-1 of the Employment Code.
- 2) Cancels in favor of these persons the preferential subscription rights to the shares, which may be issued by virtue of this delegation hereof.
- 3) Fixes at twenty-six months the term of validity of this delegation hereof, starting as from the date of this Meeting.
- 4) Limits the maximum nominal amount of the increase or increases, which may be realised through the use of this delegation hereof to 2 500 Euros, such amount being imputed to the global nominal amount of the ordinary shares, which may be issued pursuant to the twenty sixth resolution. To this amount shall be added as the case may be the nominal amount of the increase in capital necessary in order to preserve, in accordance with the law and as the case may be with any contractual provisions providing for other cases of adjustment, the rights of holders of rights or securities giving right to the capital of the Company;
- 5) Decides that the price of the shares to be issued, pursuant to the application of point 1/ of this delegation hereof, may not be less than over 20 %, or 30 % where the period of non-assignability provided for by the scheme pursuant to the application of articles L. 3332-25 and L. 3332-26 of the Employment Code is higher or equal to ten years, of the average of the first listed prices of the shares at the time of the 20 trading sessions preceding the decisions of the Board of Directors relating to the increase in capital and to the corresponding issue of shares or higher than this average.
- 6) Decides, pursuant to the application of the provisions of article L.3332-21 of the Employment Code that the Board of Directors may provide for the allocation to the beneficiaries defined in the first paragraph hereabove on a free of charge basis, of shares to be issued or already issued or other securities giving right to the capital of the Company to be issued or already issued, in respect (i) of the employers' contribution, which may be paid pursuant to the application of the regulations of the company or group savings schemes and/or (ii) as the case may be, of the discount;

7) Recognises that this delegation hereof cancels out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

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

Twenty sixth resolution (Global limitation of the caps of the delegations provided for by the fifteenth to the seventeenth and the twentieth to the twenty fifth resolutions of this Meeting hereof). — The General Meeting, deciding pursuant to the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report, decides to set at:

- 100 % of the existing share capital as at the date of this Meeting hereof, the global nominal amount of the shares, which may be issued, whether immediately or in the future by virtue of the fifteenth to the seventeenth and the twentieth to the twenty fifth resolutions of this Meeting hereof, it being specified that the nominal amount of the ordinary shares of the Company to be issued in order to preserve the rights of the holders of the securities giving right to the capital of the Company, in accordance with the law and as the case may be, the contractual provisions providing for other cases of adjustment, may be added to this amount.
- 50,000,000 Euros, the global nominal amount of the debt securities over the Company, which may be issued by virtue of the fifteenth to the seventeenth, twentieth and twenty first resolutions of this Meeting hereof.

Twenty seventh resolution (Harmonization of the articles of association). — The General Meeting, having reviewed the Board of Directors' report, decides:

- to harmonize the company's articles of association with the provisions of article L. 225-47 and L. 225-53 of the Commercial Code, such as amended by the law n°2016-1691 of the 9th December 2016;
- to amend in consequence the first paragraph of article 17 I of the articles of association as follows, the remainder of the article remaining unchanged:

"The Board of Directors elects amongst its members a Chairperson who shall be a natural person subject to the penalty of the invalidity of the appointment. The Board of Directors shall determine his or her remuneration under the conditions provided for by the law."

- to amend in consequence the second paragraph of article 19 II of the articles of association as follows, the remainder of the article remaining unchanged:

"Where the Board of Directors opts for the dissociation of the duties of Chairperson and Managing Director, it shall appoint a Managing Director, determine the term of his or her mandate, determine his or her remuneration under the conditions provided for by the law and, as the case may be, determine the limitations to his or her powers."

- to harmonize the company's articles of association with the provisions of article L. 225-37 of the Commercial Code, such as amended by the order of the 12th July 2017, which removed the obligation of the Chairperson's report;
- to delete in consequence the third paragraph of article 17 I of the articles of association, the remainder of the article remaining unchanged.

Twenty eighth resolution (Ratification of the Gensight Biologics S.A. 2017 Stock Option Plan regulations adopted by the Board of Directors on the 27th July 2017 and the 19th December 2017 in the context of the implementation of the authorisation concerning the allocation of options for the subscription or purchase of shares conferred by the Combined General Meeting of the 31st May 2017). — The Extraordinary General Meeting, having reviewed the

Board of Directors' report and recognizing that the regulations of the Gensight Biologics S.A. 2017 Stock Option Plan have been made available to it,

After having reminded that at the time of its meetings on the 27th July 2017 and 19th December 2017 respectively, the Board of Directors of the Company, making use of the authorisation conferred by the Combined General Meeting of the 31st May 2017 pursuant to the terms of its Twenty Third Resolution, decided to allocate 220,000 and 300,000 options respectively (the "2017 Options") in favor of two American tax resident beneficiaries and drew up the terms applicable to the 2017 Options in the Gensight Biologics S.A. 2017 Stock Option Plan regulations,

Aware of the Board of Directors' decision to submit the said plan regulations to the approval of this Extraordinary General meeting hereof with regard to the American regulations for the purposes in particular of allowing the beneficiaries of the 2017 Options to benefit from the stock-options incentive scheme,

Approves, ratifies and confirms the Gensight Biologics S.A. 2017 Stock Option Plan regulations adopted by the Board of Directors at the time of its meeting on the 27th July 2017 and the 19th December 2017 respectively in all their provisions, the said 2017 Options representing a maximum number of 220,000 and 300,000 ordinary shares of the Company respectively.

Twenty-ninth resolution (Powers for the carrying out of formalities). — The General Meeting grants all powers to the holder of an original copy, a copy or an extract of these minutes hereof, in view of carrying out all publication and registration formalities required by law.

The Board of Directors

GenSight Biologics

Société Anonyme (public limited company) with a share capital of 605 855,575 Euros

74 rue du Faubourg Saint Antoine 75012 Paris

751 164 757 RCS (Trade and Companies Registry) Paris

**REPORT OF THE BOARD OF DIRECTORS TO THE COMBINED
GENERAL MEETING OF APRIL 12, 2018**

**1. Approval of the company accounts for the financial year ended the 31st
December 2017 and the non-tax-deductible expenses and charges** (*first resolution*)

We would recommend that you approve the company accounts for the financial year ended the 31st December 2017, resulting in a loss of (19,044,598) euros.

We would recommend that you approve the global amount of the expenses and charges referred to by articles 39-4 of the General Tax Code, namely the amount of 784 euros and the corresponding tax.

**2. Approval of the consolidated accounts for the financial year ended the 31st
December 2017** (*second resolution*)

We would recommend that you approve the consolidated accounts for the financial year ended the 31st December 2017, resulting in a (group share) loss of (24,112,236) euros.

3. Allocation of the loss for the financial year (*third resolution*)

The allocation of the loss for our company that we propose to you is compliant with the law and with our articles of association.

We recommend that you allocate the whole of the loss for the financial year 2017, i.e. the debtor amount of (19,044,598) euros in its entirety to the loss carry forward account, which shall thus be increased from a debit amount of (38,536,643) euros to a debit balance of (57,581,241) euros.

Pursuant to the provisions of article 243 bis of the French General Tax Code, we remind you that no dividends or revenue were distributed over the last three financial years.

**4. Auditors' special report on the related party agreements and commitments –
Noting of the absence of any new agreement** (*fourth resolution*)

We recommend that you review the Auditors' special report referring to the absence of any new related party agreement of the same nature as those referred to in articles L. 225-38 et seq. of the Commercial Code.

**5. Commitment made by the Company in favour of Mr Bernard Gilly, Managing
Director** (*fifth resolution*)

We recommend that you approve the commitment made by the Company in favour of Mr Bernard Gilly, Managing Director, at the meeting of the Board of Directors of the 9th March

2017, corresponding to the indemnities, which may be due owing to the cessation of his duties, under the condition precedent of the renewal of his mandate as Managing Director by the Board of Directors to be held at the end of this General Meeting hereof, having the following characteristics:

- The amount of the sudden termination indemnity shall be equal to twelve (12) months' remuneration, calculated on the basis of the last annual remuneration (fixed and variable) in the event of cessation by Mr Bernard Gilly of his duties as Managing Director (or of Chairman and Managing Director, in the event that the Board of Directors subsequently decides to combine the functions of Chairman of the Board of Directors and those of Managing Director) for whatever reason.

As an exception to the above, it is however specified that this Termination Indemnity shall not be due:

- (i) in the event of dismissal of Mr Bernard Gilly from his position as Managing Director (or of Chairman and Managing Director, in the event that the Board of Directors subsequently decides to combine the functions of Chairman of the Board of Directors and those of Managing Director) for serious misconduct or gross negligence, as these notions are defined by the case law applicable in employment law, or
- (ii) in the event of resignation by Mr Bernard Gilly from his mandate as Managing Director (or of Chairman and Managing Director, in the event that the Board of Directors subsequently decides to combine the functions of Chairman of the Board of Directors and those of Managing Director), unless this resignation is due to illness or for family reasons, it being specified that in these latter two cases, the Termination Indemnity shall then be due to Mr Bernard Gilly.

It is specified that the Termination Indemnity shall not be due if Mr Bernard Gilly changes position within the group or leaves the Company at his own initiative in order to take up new positions.

The payment of the Termination Indemnity shall be contingent on meeting the following conditions: Achievement of at least 50% of the annual objectives for the past year.

6. Members of the Board of Directors (*sixth and seventh resolutions*)

We would remind you that the board of director member mandates of Mr Michael Wyzga as well as Mr Bernard Gilly shall expire at the end of the next General Meeting.

Pursuant to the recommendation of the appointments committee, we recommend that you renew the director's mandate of Mr Michael Wyzga for a term of three years, namely until the end of the Meeting to be held in 2021 convened in order to decide upon the accounts of the previous financial year.

It is specified that Mr Michael Wyzga is considered as independent with regard to the Middlesbrough Code criteria.

Pursuant to the recommendation of the appointments committee, we recommend that you renew the director's mandate of Mr Bernard Gilly for a term of three years, namely until the end of the Meeting to be held in 2021 convened in order to decide upon the accounts of the previous financial year.

Information on these candidates and in particular their experience and the positions held is set out on the Board's report on Corporate Governance.

7. Appointment of an observer/non-voting director (*censeur*) (*eighth resolution*)

We recommend that you renew Mr José Alain Sahel's mandate as observer/non-voting director (*censeur*), for a term of three years, expiring at the end of the Meeting to be held in the year 2021.

José-Alain Sahel M.D. Ph.D., is the Director of Institut de la Vision, Chairman of the Department of Ophthalmology at the Centre Hospitalier National d'Ophtalmologie des XV-XX in Paris, France and a Professor at the Pierre et Marie Curie University. Since July 2016, Dr. Sahel has also been the Chairman of the Department of Ophthalmology at the Brain Institute at the University of Pittsburgh.

8. Approval of the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid or allocated in respect of the financial year ended to the Chairman of the Board of Director and the Managing Director (*ninth and tenth resolutions*)

We recommend that you approve the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid or allocated in respect of the financial year ended to the Chairman of the Board of Director and the Managing Director pursuant to their mandates.

- **Ex post say on pay of the Chairman of the board of directors (*ninth resolution*)**

Remuneration items paid or allocated in respect of the financial year ended	Amounts or accounting valuation subject to a vote	Presentation
Fixed remuneration	€ 145 154 (amount paid)	
Allocation of share subscription warrants (<i>Bons de souscription d'actions (BSA)</i>)	BSA = € 24 600 (accounting valuation)	15 000 BSA Representing 0.06 % of the share capital Resolution approved at the time of the General Meeting of the 19th May 2016 in its resolution number twenty-six. The allocation was decided in favour of the Beneficiaries by the Board of Directors on the 27 th July 2017.

- Ex post say on pay of the Managing Director (*tenth resolution*)

Remuneration items paid or allocated in respect of the financial year ended	Amounts or accounting valuation subject to a vote	Presentation
Fixed remuneration	€ 365 000 (amount paid)	
Variable annual remuneration	€ 127 750 € (amount to be paid <u>following the approval of the general meeting</u>)	70% of the objectives were achieved, being reminded that the qualitative objectives are not publicly disclosed for confidentiality reasons and represent mainly operational milestones related to the research and development projects development, the conduct of operations and the development of the Company in general.
Free allocation of shares	Shares = € 1 024 000 (accounting valuation)	200 000 free shares (i) The definitive allocation of Tranche 1 representing 50 % of the free shares shall be subject to the receipt of the definitive clinical report of the REVERSE study (Performance Condition 1) (ii) The definitive allocation of Tranche 2 representing 50 % of the free shares shall be subject to the recruitment of 50 % of patients in the study of Phase I/II of GS030 (Performance Condition 2). Representing 0.85 % of the share capital Resolution approved at the time of the General Meetings of the 19th May 2016 in its resolution number twenty-seven. The allocation was decided in favour of the Beneficiaries by the Board of Directors on the 27 th July 2017.
Exceptional remuneration	–	
Benefits of any kind	€ 41 268 (accounting valuation)	Company flat
Remuneration items owing to the cessation of duties	No amount is subject to a vote	This commitment is described at point 5 hereabove
Remuneration items owing to non-competition commitments	No amount is subject to a vote	The contents of the non-compete commitment is described at point 9 (cf herebelow)

9. Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional items making up the remuneration and benefits of any kind to be allocated to the Chairman of the Board of Directors and the Managing Director (eleventh and twelfth resolutions)

This part is drawn up pursuant to the application of articles L. 225-37-2 and R 225-56-1 of the Commercial Code (ex ante say on pay).

Within the context of the determination of the global remuneration of the directors who are company representatives, the board of directors, pursuant to the proposal of the remuneration committee, has taken into consideration the following principles, in accordance with the recommendations of R13 of the Middledenext corporate governance code of September 2016:

- ◆ Exhaustiveness: the determination of the remuneration of directors who are company representatives shall be exhaustive: fixed part, variable part (bonus), stock options, bonus shares, attendance fees, retirement conditions and specific benefits shall be considered in the global assessment of remuneration.
- ◆ Equilibrium between the items of the remuneration: each remuneration item shall be grounded and shall correspond to the general interest of the company.
- ◆ Benchmark: this remuneration shall be assessed, as far as possible, in the context of a business and of the reference market and proportional to the situation of the company, while paying attention to its inflationary effect.
- ◆ Consistency: the remuneration of the director who is a company representative shall be determined in accordance with that of the other directors and of the company's employees.
- ◆ Comprehensibility of the rules: the rules shall be simple and transparent; the performance criteria used to establish the variable part of the remuneration or, as appropriate, for the allocation of options or bonus shares, shall be linked to the performance of the company, correspond to its objectives, be demanding, explainable and, as far as possible, sustainable. These shall be detailed, albeit without calling into question the confidentiality which may be justified for certain information.
- ◆ Measurement: the determination of the remuneration and allocation of options or of bonus shares must strike a fair balance and take account of the general interest of the company, of market practices and of the performances of the directors.
- ◆ Transparency: the annual "shareholders'" information on all of the remuneration and benefits received by the directors shall be carried out pursuant to the applicable regulations.

1. Principles and criteria of determination, distribution and allocation of the items making up the total remuneration and benefits of any kind attributable to the Chairman of the Board of Directors

These principles and criteria set by the Board, pursuant to the recommendations of the remuneration committee, are as follows:

Fixed remuneration

The Chairman of the Board of Directors shall receive fixed remuneration, payable in 12 monthly instalments. This amount shall be revised each year on the basis of market practices observed in comparable companies, through recommendations of a specialist external consulting firm.

Attendance fees

The Chairman of the Board of Directors may receive attendance fees under the same conditions and in accordance with the same rules as the other directors.

Allocation of Share Subscription Warrants (Bons de Souscription d'Actions (BSA))

The Chairman of the Board of directors shall be eligible to receive BSAs. These unlisted BSAs may be exercised for 7 years from their issue for a price set by the board equal to at least 8 % of the market value of an ordinary share on the date of allocation. The exercise price shall be equal to the weighted average of the price of the last 20 trading sessions preceding the allocation date.

2. Principles and criteria of determination, distribution and allocation of the items making up the total remuneration and benefits of any kind attributable to the Managing Director

These principles and criteria set by the Board, pursuant to the recommendations of the remuneration committee, are as follows:

Fixed remuneration

The Managing Director shall receive fixed remuneration, payable in 12 monthly instalments. This amount shall be revised each year on the basis of market practices observed in comparable companies, through recommendations of a specialist external consulting firm.

Annual variable remuneration

The annual variable remuneration is capped at a maximum of 50 % of the annual fixed remuneration.

In view of the profile of the company, the criteria for determining the annual variable remuneration are exclusively qualitative. The qualitative criteria have been pre-established by the board of directors, pursuant to the proposals of the remuneration committee, but are not made public on grounds of confidentiality. They principally represent operational milestones linked to the development of research and development projects, the conduct of operations and the development of the company in general.

Allocation of Free Shares

The Managing Director is eligible to receive the allocation of free of charge shares. These shares are subject to an acquisition period, conditional on the presence and achievement of performance criteria, as well as of a mandatory retention period.

The amount of allocations of free shares is set on the basis of market practices observed in comparable companies, through recommendations of a specialist external consulting firm.

Benefits in kind

The Managing Director shall benefit from a company flat.

Exceptional remuneration

The Board of Directors may decide, pursuant to the proposal of the remuneration committee, to grant exceptional remuneration to the Managing Director in view of very special circumstances. The payment of this type of remuneration must be justifiable by an event, such as the execution of a major transaction for the company, or an operational outperformance measure.

The payment of the variable remuneration items and, as appropriate, exceptional remuneration attributed for a financial year is conditional to the approval by the Ordinary General Meeting of the remuneration items of the Managing Director, paid or attributed in respect of the said financial year (ex post vote).

In the event that the Board of Directors were to decide to combine the offices of Chairman and Managing Director, the remuneration principles and criteria applicable to the Managing Director shall be applicable to the Chairman-Managing Director, with any necessary adaptations (he or she may in particular receive attendance fees).

In the event that the Board of Directors were to decide to appoint one or several Assistant Managing Directors, the principles and criteria for the remuneration applicable to the Managing Director shall be applicable to the Assistant managing Directors, with any necessary adaptations.

3. Commitments with regard to the Managing Director on the basis of article L.225-42-1 of the Commercial Code

Departure indemnities

The amount of the sudden termination indemnity shall be equal to twelve (12) months' remuneration calculated on the basis of the last annual remuneration (fixed and variable) in the event of cessation by Mr Bernard Gilly of his duties as Managing Director (or of Chairman and Managing Director, in the event that the Board of Directors subsequently decides to combine the functions of Chairman of the Board of Directors and those of Managing Director) for whatever reason.

As an exception to the above, it is however specified that this Termination Indemnity shall not be due:

(i) in the event of dismissal of Mr Bernard Gilly from his duties as Managing Director (or of Chairman and Managing Director, in the event that the Board of Directors subsequently decides to combine the functions of Chairman of the Board of Directors and those of Managing Director) for serious misconduct or gross negligence, as these notions are defined by the case law applicable in employment law or

(ii) in the event of resignation by Mr Bernard Gilly from his mandate as Managing Director (or of Chairman Managing Director, in the event that the Board of Directors subsequently decides to combine the functions of Chairman of the Board of Directors and those of Managing Director), unless this resignation is due to illness or for family reasons, it being specified that in these latter two cases, the Termination Indemnity shall then be due to Mr Bernard Gilly.

It is specified that the Termination Indemnity shall not be due if Mr Bernard Gilly changes position within the group or leaves the Company at his own initiative in order to take up new positions.

The payment of the Termination Indemnity shall be contingent on meeting the following conditions: Achievement of at least 50% of the annual objectives for the past year. These objectives are established annually by the Board of directors, pursuant to the proposal of the remuneration committee, but are not made public for reasons of confidentiality. They

principally represent operational milestones linked to the development of research and development projects, the conduct of operations and the development of the company in general.

Non-competition commitment

The monthly non-competition commitment in favour of Mr Bernard Gilly, Managing Director, authorized by the Board on the 9th March 2017 for a period of one (1) year starting from his departure from the Company, equal to 40 % of his last net monthly remuneration, excluding any bonus (after deduction of any other amount received in any capacity by way of a non-competition obligation) as consideration for the commitment made by the latter for the same duration of one year starting from his departure:

- not to hold in Europe, Canada, the United States or any country in which the Company exercises its Activity, a position of manager, director, employee or consultant in a company conducting the Activity; or
- not to hold shares in the share capital of a company carrying out the Activity, with the exception of a holding in any listed company representing at most 1 % of the share capital held exclusively for financial reasons.

10. Proposal to renew the authorisation concerning the implementation of the share buyback programme (thirteenth resolution) and the capital reduction by cancellation of treasury stock (fourteenth resolution)

We recommend that pursuant to the thirteenth resolution you grant the Board of Directors, for an 18-month period, the powers necessary to purchase company shares, in one or several instalments, at times that it shall determine, within the limit of 5 % of the number of shares comprising the share capital, adjusted, as appropriate, in order to take account of any transactions to increase or reduce the share capital which may take place during the term of the programme.

This authorisation would cancel the authorisation granted to the Board of Directors by the General Meeting of the 31st May 2017 in its twelfth ordinary resolution.

The acquisitions may be made with a view:

- to ensure the buoyancy of the secondary market or the liquidity of the GENSIGHT BIOLOGICS shares through the intermediary of an investment service provider by way of a liquidity agreement in compliance with the code of ethics of the AMAFI (French Financial Markets' Association) admitted by the regulations, it being specified that in this context, the number of shares taken into account for the calculation of the limitation referred to hereabove corresponds to the number of shares purchased, following the deduction of the number of shares, which have been re-sold,
- to retain the purchased shares and to subsequently put them up for exchange or as payment in the context of any external growth transactions,
- to ensure the coverage of share purchase option schemes and/or share schemes allocated on a free of charge basis (or similar schemes) in favor of the salaried employees and/or the corporate officers of the group as well as any share allocations pursuant to a company or group savings scheme (or similar scheme) in respect of a company profit sharing scheme and/or any other forms of allocation of shares to the salaried employees and/or to the corporate officers of the group,
- to ensure the coverage of securities giving right to the allocation of shares of the company

in the context of the regulations in force,

— to carry out the possible cancellation of the acquired shares, in accordance with the authorisation granted or to be granted by the Extraordinary General Meeting.

These share purchases may be carried out by any means, including through the acquisition of blocks of securities and at the times, which the Board of Directors shall determine.

The company reserves itself the right to use optional mechanisms or derivative instruments in the context of the applicable regulations.

The maximum purchase price would be fixed at 24 Euros per share. In the event of equity transactions, in particular division or re-grouping of shares or free allocation of shares to the shareholders, the amount referred to hereabove shall be adjusted proportionally (multiplying factor equal to the relationship between the number of shares making up the share capital prior to the transaction and the number of shares following the transaction).

The maximum amount of the transaction is fixed at 28,795,704 Euros.

As a consequence of the cancellation objective, we recommend that you authorise the board of directors to cancel, for a 24-month period, at its sole discretion, in one or several instalments, within the limit of 10 % of the share capital, calculated on the date of the cancellation decision, after deduction of any shares cancelled during the previous 24 months, the shares that the company holds or may hold, following buybacks executed within the context of its buyback program and to reduce the share capital accordingly, pursuant to the legal and regulatory provisions in effect.

The board of directors would thus have the necessary powers for doing what is necessary in such situations.

11. Financial delegations

The Board of Directors wishes to have available the necessary delegations for making all issues, if it considers these useful, which may prove necessary within the context of developing the company's activities, as well as all necessary authorisations for securing the tools which permit the existence of an incentivising employee shareholder policy and of a nature to support the company's development.

This is why you are being asked to renew the expiring financial delegations (BSA, BSAANE, BSAAR and the delegations to categories of persons), as well as to renew in advance all of the financial delegations in progress as well as the authorisations relating to employee shareholder matters, due to the use of the global cap at the time of the increase in capital carried out in June 2017.

For the status of the delegations in progress, you will find the table of delegations and authorisations granted by the General Meeting to the Board of Directors and the status of their use in the Board's report on Corporate Governance.

Moreover, in view of the delegations likely to generate a cash capital increase in the future, you are asked to rule on a delegation of authority with the effect of increasing the share capital in favor of members of a company savings plan, in accordance with the regulations in force.

11.1 Delegations of powers with a view to issuing ordinary shares and/or securities with cancellation of the preferential subscription rights

We recommend that you renew the delegations of authority with a view to conducting the capital increases by cash contribution (with the exception of the 16th resolution) with cancellation of the preferential subscription rights.

These delegations have the purpose of granting full latitude to the Board of Directors to issue, at times of its choice, over a 26-month period:

- ordinary shares;
- and/or ordinary shares providing entitlement to the allocation of other ordinary shares or debt securities;
- and/or securities giving rights to ordinary shares to be issued immediately or in the future.

Pursuant to article L. 228-93 of the Commercial Code, the securities to be issued could give rights to the ordinary shares to be issued by any company holding directly or indirectly more than half of its capital or of which it directly or indirectly holds more than half of the share capital.

11.1.1 Delegation of powers with a view to issuing ordinary shares giving right, as the case may be, to ordinary shares or to the allocation of debt securities, and/or of securities giving right to ordinary shares with cancellation of the preferential subscription right through a public offering (fifteenth resolution)

The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation hereof may not be higher than 75 % of the share capital as at the date of this Meeting hereof. To this cap would be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of rights or securities giving right to the capital of the Company, in accordance with the law and as the case with the contractual provisions providing for other cases of adjustment.

This amount would be imputed to the global cap provided for by the twenty sixth resolution regarding the maximum nominal amount of the ordinary shares, which may be issued.

The nominal amount of the debt securities, which may be issued by the company by virtue of this delegation hereof could not be higher than 50,000,000 euros.

This amount would be imputed to the global cap provided for by the twenty sixth resolution regarding the nominal amount of the debt securities provided for by the twenty sixth resolution.

The issues would be carried out by public offering pursuant to this delegation.

The preferential subscription right of the shareholders to the ordinary shares and/or to the securities giving right to the capital would be cancelled leaving the option to the Board of Directors to grant a priority subscription right to the shareholders.

The issue price of the shares issued by virtue of this delegation hereof should at least be equal to the minimum required by the legal and regulatory provisions applicable at the time when the Board of Directors shall implement the delegation (for reference, to date the weighted average of the listed prices of the share on the regulated Euronext Paris market for the three trading sessions preceding the determination of the subscription price for the increase in capital decreased by a maximum discount of 5 %). This amount may be amended, if applicable in order to take into account the difference in the entitlement to dividends date of the shares.

The issue price of the securities would be such that the amount reverting or to be subsequently reverted to the company for each of the securities issued in the context of this delegation of powers hereof, after having taken into account in the event of the issue of

autonomous share subscription warrants, the issue price of the said warrants, is for each ordinary share issued as a consequence of the issue of these securities, at least equal to the amount referred to in the above paragraph.

In the event that the subscriptions have not absorbed the totality of the issue, the Board of Directors may make use of the following options:

- to limit the amount of the issue to the amount of the subscriptions, subject, as the case may be, to the limitations provided for by the regulations,
- to freely distribute all or part of the securities, which have not been subscribed for.

The Board of Directors would have, subject to the limitations determined hereabove, the necessary powers in order to implement this resolution and in particular to:

- determine the conditions of the issue or issues, as the case may be to note the realisation of the increases in capital resulting therefrom,
- to carry out the co-relative amendments to the articles of association,
- to impute, pursuant to its sole initiative, the costs of the increases in capital to the amount of the premiums, relating thereto and to deduct the necessary amounts from this amount in order to increase the legal reserve to one tenth of the new capital following each increase and
- to carry out all the formalities and declarations and request any authorisations, which may be necessary for the realisation and successful completion of these issues.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

11.1.2 Delegation of powers to be given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights as remuneration for the securities contributed in the context of a public exchange offering (sixteenth resolution)

Pursuant to this delegation, the issues would be carried out for the purpose of remunerating securities to be contributed to the company in the context of a public exchange offering pursuant to the conditions set out by article L. 225-148 of the Commercial Code.

The preferential right of subscription of the shareholders to the ordinary shares and/or to the debt securities, which are the subject of this resolution hereof would be cancelled.

The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation hereof may not be higher than 20 % of the share capital as at the date of this Meeting hereof.

To this cap would be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of securities giving right to the capital of the Company, in accordance with the law and as the case may be with the contractual provisions providing for other cases of adjustment.

This amount would be imputed to the global cap provided for by the twenty sixth resolution regarding the maximum nominal amount of the ordinary shares, which may be issued.

The nominal amount of the debt securities, which may be issued by the company by virtue of this delegation hereof could not be higher than 50,000,000 euros.

This amount would be imputed to the global cap provided for by the twenty sixth resolution regarding the nominal amount of the debt securities.

The Board of Directors would have the necessary powers to draw up the list of securities contributed to the exchange, determine the conditions of issue, the parity of exchange as well as, as the case may be, the amount of the equalization payment to be paid in cash and to determine the terms and conditions for the issue, subject to the conditions set out by article L. 225-148 of the Commercial Code and subject to the limitations set out hereabove.

The Board of Directors would have, subject to the limitations determined hereabove, the necessary powers in particular to determine the conditions of the issue or issues, as the case may be to note the realisation of the increases in capital resulting therefrom, to carry out the co-relative amendments to the articles of association, to impute, pursuant to its sole initiative, the costs of the increases in capital to the amount of the premiums, relating thereto and to deduct the necessary amounts from this amount in order to increase the legal reserve to one tenth of the new capital following each increase and to carry out all the formalities and declarations and request any authorisations, which may be necessary for the realisation of these issues.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

11.1.3 Delegation of powers with a view to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities and/or securities giving a right to ordinary shares without preferential subscription rights by private placement (*seventeenth resolution*)

Pursuant to this delegation, the issues would be carried out by way of an offer referred to at section II of article L. 411-2 of the Monetary and Financial Code.

The preferential right of subscription of the shareholders to the ordinary shares and/or to securities giving right to the capital would be cancelled.

The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation hereof may not be higher than 20 % of the share capital as at the date of this Meeting hereof, it being specified that it would in addition be limited to 20 % of the capital per year.

This amount would be imputed to the global cap provided for by the twenty sixth resolution regarding the maximum nominal amount of the ordinary shares, which may be issued.

To this cap would be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of securities giving right to the capital of the Company, in accordance with the law and as the case may be with the contractual provisions providing for other cases of adjustment.

The maximum nominal amount of the debt securities over the Company, which may be issued by virtue of this delegation hereof could not be higher than 50,000,000 euros.

This amount would be imputed to the global cap provided for by the twenty sixth resolution regarding the nominal amount of the debt securities.

The issue price of the shares issued by virtue of this delegation hereof should at least be equal to the minimum required by the legal and regulatory provisions applicable at the time when

the Board of Directors shall implement the delegation (for reference, to date the weighted average of the listed prices of the share on the regulated Euronext Paris market for the three trading sessions preceding the determination of the subscription price for the increase in capital decreased by a maximum discount of 5 %). This amount may be amended, if applicable in order to take into account the difference in the entitlement to dividends date of the shares.

The issue price of the securities would be such that the amount reverting or to be subsequently reverted to the company for each of the securities issued in the context of this delegation of powers hereof, after having taken into account in the event of the issue of autonomous share subscription warrants, the issue price of the said warrants, is for each ordinary share issued as a consequence of the issue of these securities, at least equal to the amount referred to in the above paragraph.

In the event that the subscriptions have not absorbed the totality of the issue, the Board of Directors may make use of the following options:

- to limit the amount of the issue to the amount of the subscriptions, subject, as the case may be, to the limitations provided for by the regulations,
- to freely distribute all or part of the securities, which have not been subscribed for.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

11.1.4 Authorisation to determine the issue price pursuant to the conditions determined by the meeting in the event of an issue with cancellation of the preferential subscription rights, subject to an annual limitation of 10 % of the capital (*eighteenth resolution*)

We recommend, in accordance with the provisions of article L. 225-136, point 1, paragraph 2 of the Commercial Code that you authorise the Board of Directors deciding on an issue of ordinary shares or securities giving right to the capital with cancellation of the preferential subscription rights by way of public offering and/or by private placement (fifteenth and seventeenth resolutions), to derogate, subject to the limitation of 10 % of the share capital of the company per twelve month period at the time of the issue, from the conditions for the determination of the price provided for according to the terms and conditions referred to hereabove and to determine the issue price of the fungible securities to be issued in accordance with the following terms and conditions:

The issue price of the ordinary shares would at least be equal, at the choice of the Board of Directors:

- either to the weighted average of the company share price on the Euronext Paris regulated market on the date preceding the determination of the issue price, which may be decreased by a maximum discount of 15%,
- or the average of 5 consecutive listed prices of the company share on the Euronext Paris regulated market chosen amongst the thirty trading sessions preceding the determination of the issue price, which may be decreased by a maximum discount of 15 %.

This price derogation rule could allow the Board to have a certain flexibility in the determination of the amount of the discount at the time of the determination of the issue price based on the transaction and the market situation.

This authorisation would cancel out the effects of any previous authorisation having the same purpose.

11.1.5 Authorisation to increase the amount of the issues in the event of excess demand (nineteenth resolution)

We recommend, within the context of the delegations with cancellation of the preferential subscription right by way of public offering, private placement and in favor of categories of persons (fifteenth, seventeenth and twenty first resolutions), that you grant the power to the Board of Directors to increase the number of securities provided in the initial issue, under the conditions provided by the articles L 225-135- 1 and R 225-118 of the Commercial Code, and subject to the limit of the caps set by the Meeting.

In this way, the number of securities could be increased within 30 days of closing of the subscription within the limit of 15 % of the initial issue and at the same price as the initial issue, within the limit of the caps set by the Meeting.

This authorisation would cancel out the effects of any previous authorisation having the same purpose.

11.2 Delegation of powers in order to increase the share capital in view of remunerating contributions in kind of equity securities or securities (twentieth resolution)

In order to facilitate external growth transactions, we recommend that you grant to the Board of Directors a delegation for increasing the share capital by issuing ordinary shares or securities giving right to the share capital, with a view to remunerating any contributions in kind granted to the company and consisting of equity securities or securities giving right to the share capital.

This delegation would be granted for a 26-month period.

The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation may not exceed 10 % of the share capital as at the date of the Meeting, not taking into account the amount of the increase in capital necessary in order to preserve the rights of the holders of securities giving right to the capital of the Company in accordance with the law and as the case may be the contractual provisions providing for other cases of adjustment.

This amount would be imputed to the global cap provided for by the twenty sixth resolution regarding the maximum nominal amount of the ordinary shares, which may be issued.

The maximum nominal amount of the debt securities over the Company, which may be issued by virtue of this delegation hereof may not be higher than 50,000,000 euros.

This amount shall be imputed to the global amount provided for by the twenty sixth resolution regarding the global nominal amount of the debt securities over the Company, which may be issued.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

11.3 Delegation of powers in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities and/or securities giving a right to ordinary shares with cancellation of preferential subscription rights in favour of categories of persons satisfying determined characteristics (twenty first resolution)

This delegation has the purpose of granting full latitude to the Board of Directors, with the right of subdelegation under the conditions provided by law, for issuing, during the periods of its choice:

- ordinary shares,
- and/or ordinary shares giving right to the allocation of other ordinary shares or debt securities,
- and/or securities giving right to ordinary shares to be issued immediately or in the future.

In accordance with article L.228-93 of the Commercial Code, the securities to be issued may give right to ordinary shares to be issued by any company, which directly or indirectly holds more than half of its capital or in which it directly or indirectly holds more than half of the capital.

Pursuant to this delegation, the issues would be carried out in favor of categories of persons, in particular in accordance with the provisions of articles L. 225-129-2, L. 225-138 and L. 228-92 of the Commercial Code.

The term of validity of this delegation hereof, would be set at 18 months, starting as from the date of this meeting.

The maximum global nominal amount of the increases in capital, which may be carried out by virtue of this delegation hereof may not be higher than 85 % of the share capital as at the date of the General Meeting.

To this cap would be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of rights or securities giving right to the capital of the Company, in accordance with the law and as the case may be with the contractual provisions providing for other cases of adjustment.

This amount would be imputed to the global cap provided for by the twenty sixth resolution regarding the global nominal amount of the shares, which may be issued.

The nominal amount of the debt securities, which may thereby be issued by the company, may not be higher than 50,000,000 Euros.

This amount shall be imputed to the global cap provided for by the twenty-sixth resolution regarding the global nominal amount of the debt securities over the Company, which may be issued.

The Board of Directors would have all powers to set the issue price of the ordinary shares or the securities issued on the basis of this resolution hereof, it being specified that the amount reverting or to be reverted to the Company for each:

a) of the shares issued in the context of this delegation hereof would at least be equal to the average weighted by the volumes (in the central order book and not including blocks and off market) of the price of the Company's shares on the Euronext Paris regulated market for the last 3 trading sessions preceding the determination of the issue price, such average subject to amendment as the case may be in order to take into account the differences in the entitlement to dividends date and may be decreased as the case may be by a maximum discount of 15 %;

b) of the securities would be such that the amount reverting or to be subsequently reverted to the company for each of the securities issued in the context of this delegation of powers hereof, after taking into account, in the event of the issue of autonomous share subscription warrants, of the issue price of the said warrants, is for each ordinary share issued as a

consequence of the issue of these securities at least equal to the amount referred to in the above paragraph.

The preferential subscription right of the shareholders to the ordinary shares and other securities giving right to the capital to be issued by virtue of article L. 228-91 of the Commercial Code, would be cancelled in favor of the following categories of persons:

(i) natural persons or legal entities (including companies), investment companies, trusts, investment funds, or other investment vehicles of any form whatsoever, whether French or foreign generally investing in the pharmaceutical, bio-technological, ophthalmological, neurodegenerative diseases or medical technologies sectors; and/or

(ii) companies, institutions or entities of any form whatsoever, whether French or foreign conducting a significant part of their business in those sectors; and/or

(iii) investment service providers, being French or foreign with an equivalent status, capable of guaranteeing that an increase in capital will be successfully placed with the persons referred to in (i) and (ii) hereabove and, in this context, subscribing to the issued securities

In the event that the subscriptions have not absorbed the totality of an issue, the Board of Directors may make use of the following options:

- limiting the amount of the issue to the amount of the subscriptions, subject to the limitations provided for by the regulations, as the case may be,
- freely distributing all or part of the securities, which have not been subscribed for amongst the categories of persons referred to hereabove.

The Board of Directors would thereby have full powers, with the right of subdelegation under the conditions provided by the law, to implement this delegation hereof and would report at the next Ordinary General Meeting, pursuant to the law and regulations, on the use of this delegation granted by this resolution.

11.4 Authorisation in view of the granting of options for the subscription and/or purchase of shares to members of the salaried work force (and/or certain corporate officers) (twenty second resolution)

In order to allow the continuation of an incentivising employee shareholder policy, of a nature to support the development of the company, we recommend that you authorise the Board of Directors, for a 38-month period, to grant options for the subscription and/or purchase of shares in favour of the salaried employees or certain of them or certain categories of the work force, and/or the corporate officers defined by law, both of the company and of the companies and economic interest groupings related to it under the conditions of article L. 225-180 of the Commercial Code;

The total number of options, which may be granted by the Board of Directors pursuant to this authorisation hereof may not give right to the subscription or the purchase of a number of shares higher than 5 % of the existing share capital as at the date of this Meeting, it being specified that this cap shall be imputed to the global cap set out by the 26th resolution regarding the global nominal amount of the shares, which may be issued.

The price for the subscription and/or purchase of the shares by the beneficiaries would be fixed on the date when the options would be granted by the Board of Directors, and would at least be equal to the average of the closing prices of the GENSIGHT BIOLOGICS shares for the last 20 trading sessions preceding the date of the allocation decision.

In this way, the Board would have, within the limits set above, full powers to set the other conditions and procedures for the allocation of the options and their exercise and in particular in order to set the conditions under which the options are granted and for drawing up the list or the categories of beneficiaries, as provided above, setting the exercise period or periods for the options thereby granted, executing or arranging for the execution of all acts and formalities with the effect of rendering definitive the capital increase or increases, which may, as appropriate, be realised, consequently amending the articles of association and in general doing everything necessary.

11.5 Authorisation to be given to the Board of Directors with a view to allocating free of charge shares to members of the salaried work force and/or certain corporate officers (twenty third resolution)

In order to allow the continuation of an incentivising employee shareholder policy, of a nature to support the development of the company, we recommend that you authorise the Board of Directors, for a 38-month period, to carry out the allocation in one or several instalments of ordinary shares of the company, whether existing or to be issued in accordance with articles L. 225-197-1 and L. 225-197-2 of the Commercial Code, in favour:

- of members of the salaried workforce of the company or companies directly or indirectly related to it under the conditions of article L. 225-197-2 of the Commercial Code;
- and/or the corporate officers who meet the conditions set out by article L. 225-197-1 of the Commercial Code.

The total number of shares, which may be allocated on a free of charge basis pursuant to this authorisation hereof may not be higher than 10 % of the existing share capital as at the date of this Meeting, it being specified that this cap shall be imputed to the global cap provided for by the twenty sixth resolution regarding the global nominal amount of the shares, which may be issued.

The allocation of the shares to the beneficiaries would become definitive at the end of an acquisition period, the term of which shall be determined by the Board of Directors, which may not be less than one year.

The beneficiaries, as the case may be, would have to retain these shares for a period, determined by the Board of Directors, which shall at least be equal to that necessary in order that the cumulated term of the acquisition period and as the case may be the retention period is not less than two years.

The Board of Directors would have all powers in order to determine the conditions and, as the case may be, the criteria for the allocation and conditions of performance of the shares; determining the identity of the beneficiaries as well as the number of shares to be allocated to each of them.

11.6 Delegation to be given to the board of directors with a view to issuing share subscription warrants (*bons de souscription d'actions (BSA)*), subscription warrants and/or purchase warrants for new shares and/or existing shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes (BSAANE)*) and/or subscription warrants and/or purchase warrants for new shares and/or existing redeemable shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes remboursables (BSAAR)*) with preferential subscription rights waived in favour of categories of persons) (twenty fourth resolution)

We recommend that you authorise the Board of Directors, for a term of 18 months to carry out in one or several instalments and in accordance with the provisions of articles L. 225-129-2, L. 225-138 and L. 228-91 of the Commercial Code in order to carry out the issue, in the proportions and at the times, which it shall determine both in France and abroad, of share subscription warrants (*bons de souscription d'actions (BSA)*), subscription warrants and/or purchase warrants for new shares and/or existing shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes (BSAANE)*) and/or subscription warrants and/or purchase warrants for new shares and/or existing redeemable shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes remboursables (BSAAR)*) with preferential subscription rights waived in favour of:

- (i) salaried executives or management executives or members of the management team of the Company not having the capacity of corporate officer, or
- (ii) members of any reviewing committee (*comité d'études*) or carrying out the duties of observer/non-voting director (*censeur*) within the Company or director having the capacity of independent director, whether exercising or not the duties of the Chairperson of the Board of Directors, or
- (iii) consultants, managers or partners of the corporate service providers of the Company having entered into an advisory or service agreement with the latter in force at the time of the use of this delegation hereof by the Board of Directors, or
- (iv) salaried employees of the Company.

The maximum number of shares to which the warrants issued pursuant to this delegation hereof may give right may not be higher than 5 % of the share capital as at the date of this Meeting hereof. To this cap would be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of rights or securities giving right to the capital of the Company, in accordance with the law and as the case may be with the contractual provisions providing for other cases of adjustment.

This cap shall be imputed to the global cap provided for by the twenty sixth resolution regarding the global nominal amount of the shares, which may be issued.

The price for the subscription and/or purchase of the shares to which the warrants would give right would at least be equal to the weighted average of the closing prices of the GENSIGHT BIOLOGICS shares for the last 20 trading sessions preceding the date of the decision to issue the warrants, deducted by any issue price of the warrant.

In the event that the subscriptions have not absorbed the totality of an issue of BSA, BSAANE and/or BSAAR, the Board of Directors may make use of the following options:

- to limit the amount of the issue to the amount of subscriptions, as the case may be subject to the limitations provided for by the regulations,
- to freely distribute, within the categories of the persons defined hereabove, all or part of the BSA, BSAANE and/or BSAAR, which have not been subscribed for.

The Board of Directors would accordingly have all powers necessary, pursuant to the conditions determined by the law and provided for hereabove, in order to determine the other conditions and procedures for the allocation of the BSA, BSAANE and/or BSAAR and in particular to draw up a supplementary report describing the definitive conditions of the transaction, to carry out or instruct the carrying out of all actions and formalities for the purpose of rendering the increase or increase in capital definitive, which may, as the case may be, be realised, to amend the articles of association in consequence and generally to do everything, which is necessary.

11.7 Delegation of powers to be given to the Board of Directors in order to increase the capital through the issue of ordinary shares and/or securities giving right to the capital with preferential subscription rights waived in favour of members of a company savings plan pursuant to the application of articles L. 3332-18 et seq. of the Employment Code (twenty fifth resolution)

We submit this resolution hereof to your vote, in order to comply with the provisions of article L. 225-129-6 of the Commercial Code, pursuant to the terms of which, the Extraordinary General Meeting shall also rule on a resolution aiming to execute a capital increase under the conditions provided by the articles L. 3332-18 et seq. of the Employment Code, when it delegates its authority to execute a cash capital increase. Since the Meeting is called upon to decide on delegations likely to generate cash capital increases, it must also rule on a delegation in favor of the members of a company savings plan, it being observed that the inclusion of this delegation in the agenda in favor of the members of a company savings plan also allows the Company to satisfy the three-year obligation provided by the aforementioned provisions.

Within the context of this delegation, we recommend that you authorise the Board of Directors to increase the share capital in one or several instalments through the issue of ordinary shares or securities giving right to the capital of the Company in favour of members of one or several company or group savings schemes set up by the Company and/or the French or overseas companies, which are related to it pursuant to the conditions of article L.225-180 of the Commercial Code and article L.3344-1 of the Employment Code.

Pursuant to the application of the provisions of article L.3332-21 of the Employment Code, the Board of Directors may provide for the allocation to the beneficiaries on a free of charge basis, of shares to be issued or already issued or other securities giving right to the capital of the Company to be issued or already issued, in respect (i) of the employers' contribution, which may be paid pursuant to the application of the regulations of the company or group savings schemes and/or (ii) as the case may be, of the discount.

In accordance with the law, the General Meeting would cancel the preferential subscription rights of the shareholders.

The maximum nominal amount of the increases in capital, which may be realised through the use of this delegation hereof would be of 2 500 Euros, such amount being imputed to the global cap provided for by the twenty sixth resolution of this Meeting hereof regarding the global nominal amount of the ordinary shares, which may be issued. To this amount would be added as the case may be the nominal amount of the increase in capital necessary in order to preserve, in accordance with the law and as the case may be with any contractual provisions providing for other cases of adjustment, the rights of holders of securities giving right to equity securities of the Company.

This delegation would have a term of 26 months.

It is specified that, in accordance with article L. 3332-19 of the Employment Code, the price of the shares to be issued, may not be more than 20 % (or 30 % where the lock-up period provided for by the scheme pursuant to the application of articles L. 3332-25 and L. 3332-26 of the Employment Code is higher or equal to ten years) below the average of the first listed prices of the shares at the time of the 20 trading sessions preceding the decision of the Board of Directors relating to the increase in capital and to the corresponding issue of shares or higher than this average.

The Board of Directors would have, subject to the limitations determined hereabove, the necessary powers in particular to determine the conditions of the issue or issues, to note the

realisation of the increases in capital resulting therefrom, to carry out the co-relative amendments to the articles of association, to impute, pursuant to its sole initiative, the costs of the increases in capital to the amount of the premiums, relating thereto and to deduct the necessary amounts from this amount in order to increase the legal reserve to one tenth of the new capital following each increase and more generally to do everything necessary in such cases.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

However, insofar as such delegation does not seem either relevant or opportune to us, we would recommend that you reject it.

11.8 Global limitation of the caps of the delegations provided for by the fifteenth to the seventeenth and the twentieth to the twenty fifth resolutions of this Meeting hereof (*twenty sixth resolution*)

We recommend that you set at 100 % of the existing share capital as at the date of this Meeting hereof, the global nominal amount of the shares, which may be issued, whether immediately or in the future by virtue of the fifteenth to the seventeenth and the twentieth to the twenty fifth resolutions of this Meeting hereof, it being specified that the nominal amount of the ordinary shares of the Company to be issued in order to preserve the rights of the holders of the securities giving right to the capital of the Company, in accordance with the law and as the case may be, the contractual provisions providing for other cases of adjustment, may be added to this amount.

Moreover, we recommend that you set at 50,000,000 Euros, the global nominal amount of the debt securities over the Company, which may be issued by virtue of the fifteenth to the seventeenth, twentieth and twenty first resolutions of this Meeting hereof.

12. Harmonisation of the articles of association (*twenty seventh resolution*)

We recommend that you harmonise the articles of association of the company in order to include a say on pay reference regarding the determination of the remuneration of the Chairman of the Board and the Managing Director in articles 17.1 and 19.2 of the articles of association in accordance with the law 2016-1691 of the 9th December 2016.

We would also ask you to kindly delete the reference to the Chairman's report set out at article 17.1 of the articles of association in accordance with the order of the 12th July 2017.

13. Ratification of the Gensight Biologics S.A. 2017 Stock Option Plan regulations adopted by the Board of Directors on the 27th July 2017 and the 19th December 2017 in the context of the implementation of the authorisation concerning the allocation of options for the subscription or purchase of shares conferred by the Combined General Meeting of the 31st May 2017 (*twenty eighth resolution*)

We recommend that you approve, ratify and confirm the Gensight Biologics S.A. 2017 Stock Option Plan regulations adopted by the Board of Directors at the time of its meetings on the 27th July 2017 and the 19th December 2017 respectively in all their provisions, the said 2017 Options representing a maximum number of 220,000 and 300,000 ordinary shares of the Company respectively.

The Board of Directors invites you to approve through your vote the text of the resolutions submitted to your approval, except for the 25th resolution.

THE BOARD OF DIRECTORS

PARTICIPATE IN THE GENERAL MEETING

The general meeting is composed of all the shareholders whatever the number of shares they hold.

The only shareholders who will be eligible to participate in the General Meeting will be those who can prove the registration of shares in their name or in that of the intermediary registered on their behalf on the second business day prior to the general meeting, namely **April 10, 2018** at 00.00, Paris time:

- either in the registered share accounts kept by the company,
- or in the bearer share accounts kept by the authorized intermediary.

For the holders of registered shares, registration in an account in accordance with the above-mentioned terms and conditions is sufficient to enable them to participate in the General Meeting.

For the holders of bearer shares, recording of the shares in the bearer share accounts is evidenced by a certificate of participation (*attestation de participation*) issued by the financial institution that holds the shares. In order to be able to participate in the general meeting, this certificate of participation must be sent by the institution holding the shares to BNP PARIBAS Securities Services - CTS Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex with a view to obtaining an admission card or presented on the date of the general meeting by a shareholder who has not received an admission card.

If shareholders cannot attend the general meeting in person, they may choose one of the following three possibilities:

- a) Giving a proxy to the person of their choice under the conditions of Article L. 225-106 of the French Commercial Code (*Code de commerce*);
- b) Sending a proxy to the company without a specific proxy representative;
- c) Postal voting.

As from the twenty-first day prior to the general meeting, the single postal voting or proxy form is available online on the company's website (www.gensight-biologics.com).

Holders of bearer shares can ask BNP PARIBAS Securities Services - CTS Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex in writing to send them this form. This will be done for requests received no later than six days prior to the date of the general meeting.

This form must be sent together with their certificate of participation for holders of bearer shares. The postal voting form must be received by BNP PARIBAS Securities Services - CTS Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex, by **April 9, 2018** at the latest.

Where a shareholder appoints a proxy representative, he/she can notify such appointment by sending the signed, scanned form by electronic transmission, together with a photocopy of both sides of his/her identity card and, where applicable, of his/her certificate of participation, to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. The proxy given in this manner is revocable in the same forms.

The shareholder must mandatorily ask the financial intermediary responsible for managing his/her securities account to send a written confirmation to BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex.

Only notices of appointment or revocation of proxies may be sent to the above-mentioned e-mail address, and any other request or notice concerning another subject will not be taken into account and/or processed.

In order for appointments or revocations of proxies made by electronic means to be validly taken into account, the confirmations must be received no later than the day before the general meeting, i.e. on April 11, 2018, at 3.00 p.m. (Paris time).

It is specified that a shareholder may in no event return to the company both the proxy form and the postal voting form.

Shareholders who have requested the inclusion of points or draft resolutions on the agenda shall send the Company another certificate proving that the shares are recorded in the same accounts, on the second business day prior to the general meeting at 00.00, Paris time.

The preparatory documents for the general meeting provided for by Article R. 225-73-1 of the French Commercial Code are available online on the company's website (www.gensight-biologics.com) as from the twenty-first day prior to the general meeting.

It is specified that the full text of the documents intended to be presented to the general meeting in accordance with Articles L. 225-115 and R. 225-83 of the French Commercial Code in particular is made available at the registered office, 74 rue du Faubourg Saint-Antoine 75012 Paris.

In accordance with Article R. 225-84 of the French Commercial Code, any shareholder may send the company's Chairman of the Board of Directors written questions up to the fourth business day prior to the date of the general meeting, namely **April 5, 2018**. These written questions must be sent either by registered letter with return receipt requested to the registered office or by electronic transmission to the following address: ir@gensight-biologics.com. They shall be accompanied by a shareholding certificate.

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

GENSIGHT BIOLOGICS

A French Société Anonyme (corporation)

with share capital of 605 855,575 Euros

74 rue du Faubourg Saint Antoine 75012 Paris

751 164 757 Paris Trade and Companies Registry

The undersigned

LAST NAME AND FIRST NAME

ADDRESS

Zip Code --- City

Holding _____ shares in the form of:

- registered shares
- bearer shares in the books of (*):

kindly asks **GENSIGHT BIOLOGICS** to send him/her the documents and information provided for in article R.225-81 and article R.225-83 of the French Commercial Code, in view of the Combined General Meeting of April 12, 2018.

In _____, Date: / / 2018

Signature

PLEASE NOTE: As per paragraph 3 of article R.225-88 of the French Commercial Code, the holders of registered shares may obtain from the Company, by a single request, the documents provided for in Article R.225-83 of such Code for each subsequent General Meeting.

(*) Details of the bank, financial institution or online broker that holds the shares (the person making the request must prove that he/she is a shareholder by sending a shareholding certificate issued by the duly authorized financial intermediary).

**Request to be returned to BNP Paribas Securities Services
C.T.S – Assemblées – 9 rue du Débarcadère – 93751 Pantin Cedex**