



**CONVENING OF THE COMBINED GENERAL MEETING
ON APRIL 29, 2020**

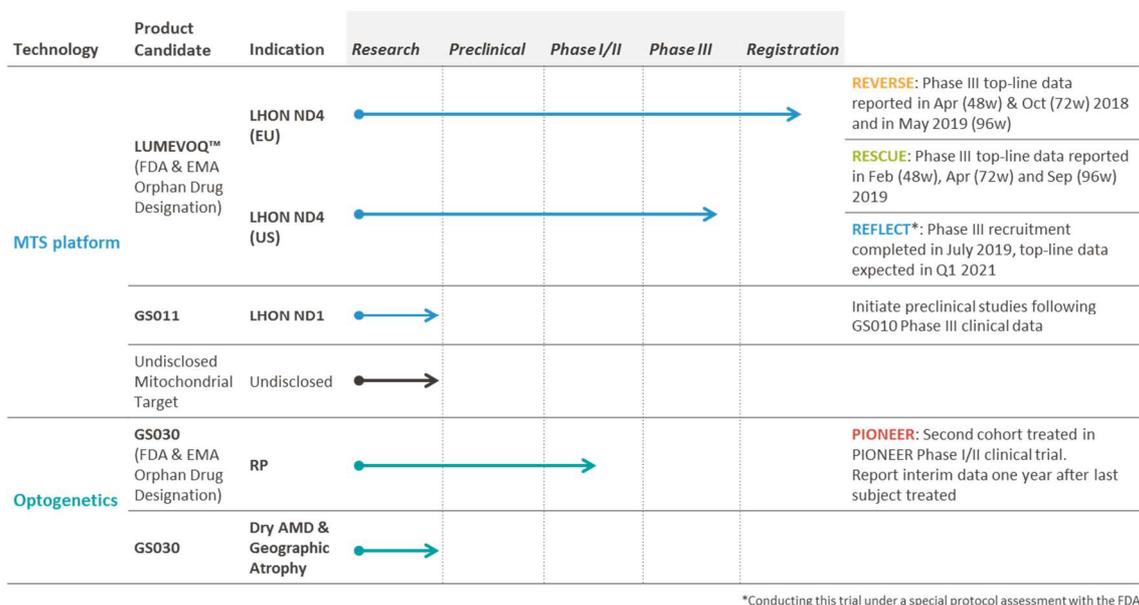
GENSIGHT BIOLOGICS
A French *Société Anonyme* (corporation)
with share capital of 820,684.05 Euros
74 rue du Faubourg Saint Antoine 75012 Paris
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BRIEF STATEMENT OF THE COMPANY'S SITUATION

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.



Financial Situation

The Company's **operating income** increased by 13.0% to €4.9 million in 2019 from €4.3 million in 2018. This income was primarily derived from research tax credit (Crédit Impôt Recherche), amounting for €4.2 million and €4.3 million in 2019 and 2018, respectively. The Company also generated revenues for the first time from the named patient Temporary Authorization for Use ("ATU nominative") for LUMEVOQ™ (GS010) granted by the French National Drug Safety Agency (Agence Nationale de Sécurité du Médicament or ANSM) in December 2019, at a price of €700,000 per patient.

Research and Development expenses were contained year-on-year at €28.7 million in 2019 compared to €29.0 million in 2018. These expenses reflect the continuous efforts, both in CMC and manufacturing activities in anticipation for regulatory submission of LUMEVOQ™ expected in Europe in the third quarter of 2020, and in clinical development with the RESCUE, REVERSE and REFLECT Phase III trials of LUMEVOQ™ and the PIONEER Phase I/II trial of GS030, conducted over the period.

Sales and marketing expenses were reduced to €0.8 million in 2019 from €1.4 million in 2018 yet ensuring that key strategic marketing and market access actions were maintained in preparation of the commercial launch of LUMEVOQ™ in Europe.

General and administrative expenses decreased by 18.2% over the period to €5.7 million in 2019 compared to €7.0 million in 2018. This decrease demonstrated a strong control on costs not directly related to progressing the pipeline and was primarily driven by a reduction of professional services such as legal and audit fees.

The Company's **net loss** in 2019 was down 8.2% to €30.7 million compared to €33.5 million in 2018. The average weighted number of shares increased to 28.4m in 2019 from 24.5m in 2018 leading the loss per share to decrease by 20.9% to €(1.08) in 2019 from €(1.37) in 2018.

Net cash flows from operating activities were stable over the period at €(28.1) million in 2019 compared to €(28.4) million a year earlier, primarily as a result of a positive change in working capital in 2018, despite reducing operating expenses in 2019.

Net cash flows from investment activities was reduced to €(0.1) million in 2019 compared to €(0.7) million in 2018, as the set-up of the Company's offices in New York completed in 2018 had no impact in 2019.

Net cash flows from financing activities amounted to €21.2 million and €(0.1) million in 2019 and 2018, respectively, reflecting the net proceeds of the private placement in February 2019 for €7.9 million, as well as the bond issuance and the private placement in December 2019 for €5.7 million and €8.3 million, respectively.

Research and Development

On February 4, 2019, GenSight Biologics reported results from the first scheduled readout, at Week 48, of the RESCUE Phase III clinical trial evaluating the safety and efficacy of a single intravitreal injection of GS010 (rAAV2/2-ND4) in 39 subjects whose visual loss due to 11778-ND4 Leber Hereditary Optic Neuropathy (LHON) occurred up to 6 months prior to study treatment. These subjects received GS010 in one eye and a sham injection in the other eye, with drug treatment randomized between best- and worst-affected eyes.

Visual loss in LHON usually progresses such that vision reaches a nadir in 3 to 5 months, before stabilizing; the duration of this progression to nadir varies from patient to patient. In RESCUE, mean best-corrected visual acuity (BCVA) of GS010-treated eyes and sham-treated eyes evolved with similar trajectories, worsening to a low point before showing an improvement at Week 48. At Week 48, change from baseline for GS010-treated eyes was -19 ETDRS letters equivalent, while that for sham-treated eyes -20 ETDRS letters equivalent. These figures incorporate a recovery from the nadir of vision loss for drug- and sham-treated eyes: mean improvement over the nadir of vision loss was +13 ETDRS letters equivalent in GS010-treated eyes and +11 ETDRS letters equivalent in sham-treated eyes. The primary efficacy endpoint, defined as a +15-letter difference in visual acuity improvement for GS010-treated eyes compared to sham-treated eyes at 48 weeks, was not met.

Even at an early readout at Week 48, some trends point toward GS010 efficacy. GS010-treated eyes were significantly more likely than sham-treated eyes to have 20/200 or better vision, the threshold for legal blindness (statistically significant with $p=0.0347$; odds ratio = 2.9). Subject responder analysis showed that in 24% of subjects, the change from baseline of high-contrast

visual acuity in GS010-treated eyes was at least 0.3 LogMAR (15 ETDRS letters) better than in sham-treated eyes. Another subject responder analysis showed that in 24% of subjects, the change from baseline of low-contrast acuity (measured on the Pelli Robson scale) in GS010-treated eyes was at least 0.3 LogCS better than in sham-treated eyes.

On April 17, 2019, GenSight Biologics reported results from the second scheduled readout, at Week 72, of the RESCUE Phase III clinical trial evaluating the safety and efficacy of a single intravitreal injection of GS010 (rAAV2/2-ND4) in 39 subjects whose visual loss due to 11778-ND4 Leber Hereditary Optic Neuropathy (LHON) occurred up to 6 months prior to study treatment. These subjects received GS010 in one eye and a sham injection in the other eye, with drug treatment randomized between best- and worst-affected eyes.

The key measure of visual function – best-corrected visual acuity (BCVA) – continued to improve at Week 72 compared to Week 48, demonstrating sustained recovery from the lowest point, or nadir, experienced in the acute phase of the disease. By Week 72, GS010-treated eyes improved by -0.413 LogMAR (+21 ETDRS letters equivalent) from nadir, compared to the Week 48 improvement of -0.257 LogMAR (+13 ETDRS letters equivalent). This recovery at week 72 could not yet completely offset deterioration from baseline through the acute phase: GS010-treated eyes were still below baseline by 0.192 LogMAR (-10 ETDRS letters equivalent), compared to 0.380 LogMAR (-19 ETDRS letters equivalent) at Week 48.

Consistent with all readouts so far in the RESCUE and REVERSE trials, sham-treated eyes had a BCVA evolution that closely tracked that of GS010-treated eyes. At Week 72 of RESCUE, sham-treated eyes improved by -0.435 LogMAR from nadir (+21.7 ETDRS letters equivalent). The U-shaped curve thus closely matched that of GS010-treated eyes, so a statistically significant difference in visual acuity between GS010- and sham-treated eyes could not be shown.

The strength of the bilateral recovery shifted the mean BCVA in both sets of eyes from being off-chart at Week 48 to on-chart at Week 72. In addition, 40% of GS010- and sham-treated eyes improved by a clinically meaningful difference of -0.3 LogMAR (+15 letters ETDRS) from nadir. Similarly, 58% of GS010-treated and 50% of sham-treated eyes improved by a clinically meaningful difference of -0.2 LogMAR (+10 letters ETDRS) from nadir.

On May 7, 2019, GenSight Biologics announced that the independent Data Safety Monitoring Board (DSMB) completed its first safety review of the ongoing PIONEER Phase I/II clinical trial of GS030 combining gene therapy and optogenetics for the treatment of Retinitis Pigmentosa. The DSMB confirmed the absence of any safety issues for the first cohort of three subjects who received a single intravitreal injection of 5e10 vg combined with a wearable optronic visual stimulation device. The DSMB recommended moving forward as planned without any modification in the protocol and recruiting the second cohort of three subjects receiving an escalating dose of 1.5e11 vg.

On May 15, 2019, GenSight Biologics reported a first set of results from Week 96 of the REVERSE Phase III clinical trial. The trial evaluated the safety and efficacy of a single intravitreal injection of GS010 (rAAV2/2-ND4) in 37 subjects whose visual loss due to 11778-ND4 Leber Hereditary Optic Neuropathy (LHON) commenced between 6 and 12 months prior to study treatment. Week 96 is the last of the scheduled readouts for the trial and marks the time when the data are unmasked, providing access to individual patient profiles.

The results point to continued efficacy of GS010 two years past injection, with best-corrected visual acuity (BCVA) sustaining a clinically meaningful improvement over baseline. At Week 96,

GS010-treated eyes showed a mean improvement of -0.308 LogMAR compared to baseline, equivalent to +15.4 ETDRS letters or 3 lines on the ETDRS vision chart. This clinically meaningful level of improvement in visual acuity maintains the gain observed at Week 72 (+14.7 ETDRS letters equivalent).

As in previous readouts at Week 48 and Week 72, BCVA in sham-treated eyes evolved on a relatively parallel trajectory, achieving a mean improvement of -0.259 LogMAR over baseline, or a gain of +12.9 ETDRS letters equivalent, at Week 96. Although lower in magnitude, the mean BCVA improvement of sham-treated eyes was not statistically significant from that of GS010-treated eyes.

As in RESCUE and consistent with natural history, subjects experienced an initial point of low visual acuity, or nadir. Eyes of REVERSE subjects recovered impressively. By week 96, GS010-treated eyes had gained +28 more letters relative to their nadir.

Responder analyses suggest various ways in which GS010-treated eyes achieved better clinical outcomes than sham-treated eyes. The proportion of GS010-treated eyes that achieved at least a -0.2 LogMAR or +10 ETDRS letters equivalent improvement versus baseline at Week 96 is statistically significantly higher than the corresponding proportion of sham-treated eyes (65% vs. 46%, p-value = 0.0348). GS010-treated eyes were also significantly more likely than sham-treated eyes to achieve another measure of treatment success – improving by at least 15 ETDRS letters at Week 96 from on-chart acuity at baseline, or avoiding the US legal blindness threshold of 20/200 at Week 96 (32% vs. 16%, p = 0.0196).

Based on a generalized estimating equations (GEE) model, GS010-treated eyes were 2.8 times more likely to be at or above 20/200 than sham-treated eyes (p = 0.0094). When only eyes that were strictly above the threshold were considered, the odds ratio rose to 3.6 (p = 0.0032).

Another responder analysis provides a useful perspective on the REVERSE results. In a natural history study conducted by Santhera¹, 15% of subjects who had the 11778A mutation achieved the following definition of spontaneous “clinically relevant recovery” (CRR) from baseline in at least one eye:

- Improved by at least 10 ETDRS letters from on-chart visual acuity, or
- Improved from off-chart visual acuity to being able to read at least 5 ETDRS letters

By comparison, 68% of REVERSE subjects achieved this definition of CRR in at least one eye at Week 96, with GS010-treated eyes significantly more likely to achieve this than sham-treated eyes (62% vs. 43%, p = 0.0348).

Improvements in visual function were reflected in quality of life scores in the National Eye Institute Visual Function Questionnaire-25 (NEI VFQ-25) survey, a validated, vision-specific quality-of-life instrument completed by REVERSE subjects. Mean composite score and means of relevant sub-scale scores continued to improve over baseline, particularly for the ability to carry out near and distance activities. The increase over baseline of the mean sub-scale scores exceeded those that have been associated with a 15-letter improvement in BCVA in other ocular diseases.

On July 11, 2019, GenSight Biologics announced that enrollment in REFLECT, a Phase III clinical trial of GS010 for the treatment of Leber Hereditary Optic Neuropathy (LHON), was successfully completed ahead of schedule.

On September 23, 2019, GenSight Biologics reported the first set of results from Week 96 of the RESCUE Phase III clinical trial. The trial evaluated the efficacy and safety of a single

intravitreal injection of GS010 (rAAV2/2-ND4) in 39 subjects whose visual loss due to 11778-ND4 Leber Hereditary Optic Neuropathy (LHON) commenced up to 6 months prior to study treatment. Week 96, which marks the time when individual patient profiles can be analyzed, is the last of the scheduled readouts for the RESCUE trial and completes the data collection from GS010's pivotal trials in Europe. The results point to continued efficacy of GS010 two years past injection, with best-corrected visual acuity (BCVA) sustaining a clinically meaningful improvement over nadir. Having been treated early in the course of the disease, RESCUE patients' vision initially deteriorated to a worst point, or nadir, before beginning to recover.

On October 9, 2019, Gensight Biologics reported positive proof of GS010 DNA transfer from one eye to the other eye following unilateral intravitreal injection of primates. In a non-clinical study to investigate the local biodistribution of GS010, tissue samples from the non-injected eye of monkeys that had been unilaterally injected with GS010 were found to contain GS010 DNA three months after injection, indicating the expression of the therapeutic gene in the contralateral eye.

Performed by CiToxLAB France, a leading CRO for preclinical research, the study was initiated by GenSight to investigate potential mechanisms behind the unexpected contralateral effect seen in two of GS010's Phase III trials, REVERSE and RESCUE. As previously reported, both trials, which this year completed the two-year follow-up of patients unilaterally injected with GS010, documented sustained bilateral improvements in LogMAR mean visual acuity. The contralateral effect did not conform to expectations for gene therapies administered to only one eye.

The CiToxLAB study uses a purpose-bred species of monkeys, which is favored by scientists and accepted by regulatory bodies due to physiological similarities with humans. For testing at three months, a control monkey was given an intravitreal injection of saline solution in its right eye and was not injected in its left eye. Three test monkeys were given an intravitreal injection of GS010 in their right eyes and not injected in their left eyes. The dosage of GS010 was calibrated to be the allometric equivalent of that used in the GS010 Phase III trials. Three months after the injection, tissues from the right and left eyes were sampled and tested using a qPCR test which had been validated in a dedicated prior study. The highly sensitive and accurate test contains a protocol that specifically targets a portion of the GS010 DNA and can detect the GS010 DNA matrix.

As expected, the qPCR test did not detect the GS010 DNA in any of the tissue samples from the control monkey unilaterally injected with saline solution. Also as expected, the test was able to detect, and in many cases, quantify the presence of GS010 DNA in tissue samples from GS010-injected right eye. Remarkably the qPCR test was also able to detect, and even quantify, viral DNA vector in the contralateral eye, which had received no injection.

DNA was detected and quantified in the anterior segment, the retina, as well as the optic nerve of the noninjected contralateral eye. In addition, DNA was detected and quantified in the optic chiasm, suggesting that the anatomic route taken by the viral vector DNA from the treated eye to the non-treated eye was via the optic nerves and chiasm.

On December 9, 2019, the National Eye Hospital (CHNO) of the QuinzeVingts in Paris and GenSight Biologics announced that the French Competent Authority, the National Drug Safety Agency (Agence Nationale de Sécurité du Médicament or ANSM), granted a named patient Temporary Authorization for Use ("ATU nominative") for LUMEVOQ™ (GS010) to the CHNO of the Quinze-Vingts. Dr Catherine Vignal, who as the prescribing physician originated the request, will be able to use LUMEVOQ™ to treat a patient recently affected by Leber

Hereditary Optic Neuropathy (LHON). GenSight Biologics committed to provide the drug for a bilateral injection.

The temporary authorization is the outcome of a close partnership between physicians and pharmacists from the CHNO of the Quinze-Vingts, the “Ouvrir les yeux” (Open the eyes) patient advocacy group and GenSight Biologics, to the benefit of patients affected by LHON.

On December 11, 2019, GenSight Biologics reported results from the REALITY registry study and an analysis of REVERSE and RESCUE Phase III data, which further highlight the poor prognosis for patients with loss of vision due to Leber Hereditary Optic Neuropathy (LHON) associated with the ND4 mutation. The results confirm LHON experts’ observations from their clinical practice and contrast sharply against the bilateral improvement observed in LUMEVOQ™ (GS010)’s Phase III studies.

REALITY is a retrospective and cross-sectional observational study of subjects with LHON, conducted in centers across Spain, Italy, France, United Kingdom, and the United States. The objective is to generate insights about the natural history of the disease based on an approach that would facilitate comparisons with REVERSE and RESCUE. The study seeks to enroll 50 subjects by the second quarter of 2020.

Interim analysis of REALITY, based on the fifteen subjects with the ND4 mutation who were at least 15 years old at onset and who had enrolled in the study as of September 2019, shows the dramatic and usually irreversible decline in visual acuity that is the typical outcome for ND4 LHON patients. Unlike in subjects enrolled in REVERSE and RESCUE, who all received a unilateral injection of LUMEVOQ™, mean visual acuity in REALITY subjects did not recover after the initial decline.

Financing

On February 25, 2019, GenSight Biologics announced the completion of a capital increase of €8 million subscribed entirely by Sofinnova Crossover I SLP (“Sofinnova”). The purpose of this capital increase is to pursue the final stages of clinical development of GS010, and file for marketing authorization in Europe.

On December 20, 2019, GenSight Biologics announced that it had obtained committed financing in the form of a bond financing of up to €12 million from Kreos Capital VI (UK) Limited (“Kreos”) and issued a drawdown notice thereunder for the first tranche of €6 million (the “Kreos Transaction”) concurrently with the completion of a capital increase of €9 million subscribed for by one of its main shareholders Sofinnova Crossover I SLP (“Sofinnova”) and by a new strategic Chinese investor Strategic International Group Limited, a wholly owned subsidiary of 3SBio Inc. (“3SBio”) (the “3SBio-Sofinnova Transaction”).

AGENDA

The company's shareholders are convened to a Combined General Meeting, that will be held on the 29th of April 2020 at 9 a.m. CET at the company's registered office, in order to decide on the following agenda:

Of an ordinary nature:

1. Approval of the annual financial statements for the financial year ended on 31 December 2019,
2. Approval of the consolidated financial statements for the financial year ended on 31 December 2019,
3. Appropriation of the result for the financial year,
4. Renewal of Mr. Peter GOODFELLOW as a board member,
5. Renewal of Ms. Natalie MOUNT as a board member,
6. Appointment of Kreos Capital (UK) Limited, as an observer,
7. Approval of the remuneration policy for the Chief Executive Director and/or any other corporate officer,
8. Approval of the remuneration policy for the Chairman of the Board of Directors,
9. Approval of the remuneration policy for the members of the Board,
10. Approval of the information referred to in I of Article L. 225-37-3 of the Code of Commerce;
11. Approval of the fixed, variable, and exceptional elements comprising the total remuneration and benefits paid over the previous financial year or awarded in that financial year to Mr. Michael WYZGA, Chairman of the Board of Directors.
12. Approval of the fixed, variable, and exceptional elements comprising the total remuneration and benefits paid over the previous financial year or awarded in that financial year to Mr. Bernard GILLY, Chief Executive Officer.
13. Authorization to be given to the Board of Directors to redeem the Company's shares under the arrangements provided for in Article L. 225-209 of the Code of Commerce, duration of the authorization, purposes, terms, cap, suspension during public offering period,

Of an extraordinary nature:

14. Authorization to be given to the Board of Directors to cancel the shares redeemed by the company under the arrangements provided for in Article L. 225-209 of the Code of Commerce, duration of the authorization, cap,
15. Delegation of authority to the Board of Directors to issue common shares giving access, as applicable, to common shares or to the issuance of debt securities (in the company or in a group company), and/or negotiable securities giving access to common shares (in the company or in a group company), with waiver of the

- preferential subscription right by public offering (excluding the offerings referred to in 1 of Article L. 411-2 of the Monetary and Financial Code), duration of the delegation of authority, maximum par value amount of the capital increase, issue price, option to limit the amount of subscriptions or to distribute any shares not subscribed, suspension during public offering period,
16. Delegation of authority to be given to the Board of Directors to issue common shares giving access, as applicable, to common shares or to the issuance of debt securities (in the company or in a group company), and/or negotiable securities giving access to common shares (in the company or in a group company), with waiver of the preferential subscription right as remuneration for shares contributed in a public offer of exchange, suspension during public offering period,
 17. Delegation of authority to be given to the Board of Directors to issue common shares giving access, as applicable, to common shares or to the issuance of debt securities (in the company or in a group company), and/or negotiable securities giving access to common shares (in the company or in a group company), with waiver of the preferential subscription right through an offering referred to in 1 of Article L. 411-2 of the Monetary and Financial Code, duration of the delegation of authority, maximum par value amount of the capital increase, issue price, option to limit the amount of subscriptions or to distribute any shares not subscribed, suspension during public offering period,
 18. Authorization, in the event of an issue with a waiver of the preferential subscription right, to establish the issue price, within the limit of 10% of the share capital per year, under conditions determined by the general meeting,
 19. Delegation of authority to be given to the Board of Directors in order to issue common shares giving access, as applicable, to common shares or to the issuance of debt securities (in the company or in a group company), and/or negotiable securities giving access to common shares (in the company or in a group company), with waiver of the preferential subscription right benefiting categories of persons meeting specified characteristics, duration of the delegation of authority, maximum par value amount of the capital increase, issue price, option to limit the amount of subscriptions or to distribute any shares not subscribed, suspension during public offering period,
 20. Authorization to increase issue amounts,
 21. Delegation of authority to be given to the Board of Directors to increase the share capital by issuing common shares and/or negotiable securities giving access to the share capital, within the limit of 10% of the share capital in order to remunerate in-kind contributions of capital securities or negotiable securities giving access to share capital, duration of delegation of authority,
 22. Delegation of authority to be granted to the Board of Directors in order to issue share purchase warrants (BSA), purchase and/or subscription warrants for existing and/or new shares (BSAANE) and/or purchase and/or subscription warrants for new and/or existing redeemable shares (BSAAR) with a waiver of the preferential subscription right benefiting a category of persons, maximum par value amount of the capital increase, duration of the delegation of authority, exercise price,
 23. Delegation of authority to be given to the Board of Directors to increase the share capital by issuing common shares and/or negotiable securities giving access to the share capital with a waiver of the preferential subscription right benefiting the members of a company savings plan in accordance with Articles L. 3332-18 et seq. of the Labour Code, duration of the delegation of authority, maximum par value amount

of the capital increase, option to award free shares in accordance with Article L. 3332-21 of the Labour Code,

24. Authorization to be given to the Board of Directors in order to award existing shares free of charge and/or to issue to salaried staff members and/or certain corporate officers of the company or companies or associated economic interest groups, waiver by the shareholders of their preferential subscription right, duration of the delegation of authority, cap, duration of purchase periods, particularly in the event of invalidity and retention as applicable,
25. Overall limitation of the caps of the delegations of authority provided for in the fifteenth to seventeenth, nineteenth, and twenty-first to twenty-fourth resolutions of this General Meeting, as well as the twenty-second resolution of the General Meeting of 12 April 2018,
26. Amendment of Article 17 of the Articles of Association in order to allow certain decisions to be made through a written consultation of the Board members,
27. Harmonization of the Articles of Association with current regulations,
28. Textual references applicable in the event of code changes,
29. Authority for formalities.

TEXT OF THE DRAFT RESOLUTIONS

Of an ordinary nature:

Resolution One - Approval of the annual financial statements for the financial year ended on 31 December 2019,

The General Meeting, after reading the reports from the Board of Directors and the auditors regarding the financial year ended on 31 December 2019, approves, as they were presented, the annual financial statements drawn up at that date, showing a loss of 29,322,954 euros.

Resolution Two - Approval of the consolidated financial statements for the financial year ended 31 December 2019

The General Meeting, after reading the reports from the Board of Directors and the auditors regarding the consolidated financial statements at 31 December 2019, approves those financial statements as they were presented, showing a loss (group share) of 30,710,470 euros.

Resolution Three - Allocation of the loss for the financial year

The General Meeting, upon a proposal by the Board of Directors, decides to allocate the entire loss for the financial year ended on 31 December 2019, namely the negative amount of (29,322,954) euros, to the Carry-forward account thus bringing it from a negative amount of (89,769,439) euros to a negative amount of (119,092,393) euros.

In accordance with the provisions of Article 243a of the General Tax Code, the General Meeting observes that it was reminded that no dividends or earnings have been distributed for the past three financial years.

Resolution Four - Renewal of Mr. Peter GOODFELLOW as a Board member,

The General Meeting decides to renew Mr. Peter GOODFELLOW as a Board member, for a period of three years ending at the end of the 2023 Meeting called to decide on the financial statements for the previous financial year.

Resolution Five - Renewal of Ms. Natalie MOUNT as a board member,

The General Meeting decides to renew Ms. Natalie MOUNT as a board member, for a period of three years ending at the end of the 2023 Meeting called to decide on the financial statements for the previous financial year.

Resolution Six - Appointment of Kreos Capital (UK) Limited as an observer

The General Meeting decides to appoint Kreos Capital (UK) Limited as an observer, for a period of three years ending at the end of the 2023 Meeting called to decide on the financial statements for the previous financial year, in accordance with the provisions of Article 17 VI of the Articles of Association.

Resolution Seven - Approval of the remuneration policy for the Chief Executive Officer and/or any other corporate officer,

The General Meeting, voting in accordance with Article L. 225-37-2 of the Code of Commerce, approves the remuneration policy for the Chief Executive Officer and/or any other corporate officer presented in the report on corporate governance contained in Paragraph 13.1.1 of the 2019 Universal Registration Document.

Resolution Eight - Approval of the remuneration policy for the Chairman of the Board of Directors

The General Meeting, voting in accordance with Article L. 225-37-2 of the Code of Commerce, approves the remuneration policy for the Chairman of the Board of Directors presented in the report on corporate governance contained in Paragraph 13.1.1. of the 2019 Universal Registration Document.

Resolution Nine - Approval of the remuneration policy for members of the Board

The General Meeting, voting in accordance with Article L. 225-37-2 of the Code of Commerce, approves the remuneration policy for members of the Board presented in the report on corporate governance contained in Paragraph 13.1.1 of the 2019 Universal Registration Document.

Resolution Ten - Approval of the information referred to in I of Article L. 225-37-3 of the Code of Commerce

The General Meeting, voting in accordance with Article L. 225-100 II of the Code of Commerce, approves the information referred to in I of Article L. 225-37-3 of the Code of Commerce mentioned in the report on corporate governance contained in Paragraphs 13.1.2 and seq. of the 2019 Universal Registration Document.

Resolution Eleven - Approval of the fixed, variable, and exceptional elements comprising the total remuneration and benefits of any kind paid over the previous financial year or awarded in that financial year to Mr. Michael WYZGA, Chairman of the Board of Directors

The General Meeting, voting in accordance with Article L. 225-100 III of the Code of Commerce, approves the fixed, variable, and exceptional elements comprising the total remuneration and benefits of any kind paid over the previous financial year or awarded in that financial year to Mr Michael WYZGA, Chairman of the Board of Directors, presented in the explanatory statement.

Resolution Twelve - Approval of the fixed, variable, and exceptional elements comprising the total remuneration and benefits of any kind paid over the previous financial year or awarded in that financial year to Mr. Bernard GILLY, Chief Executive Officer

The General Meeting, voting in accordance with Article L. 225-100 III of the Code of Commerce, approves the fixed, variable, and exceptional elements comprising the total remuneration and benefits of any kind paid over the previous financial year or awarded in that

financial year to Mr. Bernard GILLY, Chief Executive Officer, presented in the explanatory statement.

Resolution Thirteen - Authorization to be given to the Board of Directors to redeem the company's shares under the arrangements provided for in Article L. 225-209 of the Code of Commerce

The General Meeting, after reading the report from the Board of Directors, authorises the Board of Directors, for a period of eighteen months, in accordance with Articles L. 225-209 et seq. of the Code of Commerce, to redeem company shares, on one or more occasions, at the times determined, within the limit of 5% of the number of shares comprising the share capital, adjusted as applicable in order to account for any share capital increase or reduction operations that may take place throughout the duration of the program.

This authorization terminates the authorization given to the Board of Directors by the General meeting of the 11th of June 2019 in its 17th ordinary resolution.

The redemptions may be conducted in order to:

- Support the secondary market or the liquidity of the GENSIGHT BIOLOGICS share by means of an investment service provider through a liquidity contract in compliance with practices authorised by regulations, with it being specified that in this context, the number of shares used to calculate the aforementioned limit corresponds to the number of shares redeemed, minus any shares resold,
- Retain the shares redeemed and subsequently use them in exchange or as payment for any external growth operations,
- Hedge stock option plans and/or free share plans (or similar plans) benefiting group employees and/or corporate officers as well as any share allocations under a company or group savings plan (or similar plan) for company profit sharing and/or any other forms of share allocation to group employees and/or corporate officers.
- Hedge negotiable securities granting entitlement to company shares under current regulations,
- Cancel any shares redeemed, in accordance with the authorization granted or to be granted by the Extraordinary General Meeting.

Such redemptions may be by any means, including through the acquisition of blocks of securities, at the times deemed appropriate by the Board of Directors. The Board may not use this authorization, without the prior authorization of the General Meeting, during a public offering period of company shares initiated by a third party, until the end of the offering period.

The company reserves the right to use options or derivatives in accordance with applicable regulations.

The maximum purchase price is set at 15 euros per share. In the event of an operation involving the share capital, particularly the splitting or combining of shares or the allocation of free shares to shareholders, the above amount will be adjusted in the same proportions (multiplying factor equal to the ratio between the number of shares comprising the company share capital before the operation and the number of shares after the operation).

The maximum amount of the operation is set at 24,620,520 euros.

The General Meeting grants full authority to the Board of Directors to conduct such operations, establish the terms and conditions thereof, sign any agreements and carry out any formalities.

Of extraordinary nature:

Resolution Fourteen - Authorization to be given to the Board of Directors to cancel the shares redeemed by the company under the arrangements provided for in Article L. 225-209 of the Code of Commerce

The General Meeting, after reading the report from the Board of Directors and the report from the statutory auditors:

- 1) Authorises the Board of Directors to cancel, at its own initiative, on one or more occasions, within the limit of 10% of the share capital calculated at the date of the cancellation decision, minus any shares cancelled over the previous 24 months, shares that the company holds or may hold further to the redemptions conducted in accordance with Article L. 225-209 of the Code of Commerce, as well as to reduce the share capital accordingly, pursuant to the statutory and regulatory provisions in effect.
- 2) Sets the validity period of this authorization at twenty-four months as from this Meeting,
- 3) Gives full authority to the Board of Directors to conduct the operations necessary for such cancellations and the corresponding share capital reductions, amend the Articles of Association accordingly, and carry out all required formalities.

Resolution Fifteen - Delegation of authority to be given to the Board of Directors to issue common shares giving access, as applicable, to common shares or to the issuance of debt securities (in the company or in a group company), and/or negotiable securities giving access to common shares (in the company or in a group company), with waiver of the preferential subscription right through a public offering (excluding the offerings referred to in 1 of Article L. 411-2 of the Monetary and Financial Code)

The General Meeting, after reading the report from the Board of Directors and the special report from the statutory auditors, and pursuant to the provisions of the Code of Commerce, particularly Articles L. 225-129-2, L 225-136, and L. 228-92:

- 1) Delegates its authority to the Board of Directors for the purpose of conducting the issuance, on one or more occasions, in the proportions and at the times it deems appropriate, on the French and/or international market, through an offering to the public excluding the offerings referred to in 1 of Article L.411-2 of the Monetary and Financial Code, in euros, or in foreign currencies, or in any other accounting unit established by reference to a set of currencies, of:
 - Common shares
 - And/or common shares entitling the bearer to the allocation of other common shares or debt securities,
 - And/or negotiable securities giving access to common shares to be issued.

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

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

3) The overall par value of the common shares that may be issued under this delegation of authority may not be more than 60% of the share capital as at the date of this Meeting.

The par value of the share capital increase necessary to preserve, in accordance with the law and any contractual provisions providing for other preservation methods, as applicable, the rights of the holders of any rights or negotiable securities giving access to the Company share capital shall be added to this cap.

This amount will be added to the maximum par value of the common shares that may be issued under the 25th resolution of this Meeting.

The par value of any debt securities in the company that may be issued under this delegation of authority may not be more than 50,000,000 euros.

This amount will be added to the cap on the par value of debt securities provided for in the 25th resolution of this Meeting.

4) Decides to waive the preferential subscription right of shareholders to common shares and negotiable securities giving access to the share capital and/or to debt securities under this resolution, leaving the Board of Directors the option, however, of granting a priority right to shareholders in accordance with the law.

5) Decides that the sum paid or due to the Company for each of the common shares issued under this delegation of authority, after taking into account, in the event of the issuance of autonomous share purchase warrants, the issue price of said warrants, shall be determined in accordance with statutory and regulatory provisions applicable when the Board of Directors implements the delegation of authority (for informational purposes, current regulations stipulate that the price be at least equal to the weighted average price over the last three trading sessions prior to the start of the offering, which may be reduced by a maximum discount of 10%, with it being specified that this price rule does not apply to the offerings referred to in Article L. 411-2-1 of the Monetary and Financial Code).

6) Decides that if subscriptions do not cover the entire issue referred to in 1/, the Board of Directors may employ the following options:

- Limit the amount issued to the amount of the subscriptions, where appropriate, within the limits provided for by current regulations,
- Freely distribute all or some of the shares not subscribed,

7) Decides that the Board of Directors will have, within the limits established above, the necessary authority, particularly in order to determine the conditions of the issuance(s), as applicable, to establish the completion of the resulting share capital increases, make the corresponding amendments to the Articles of Association, charging, at its sole initiative, the expenses of share capital increases to the amount of any premiums related thereto, and to deduct from that amount the monies necessary to bring the statutory reserve to one tenth of the new share capital amount after each increase and, more generally, to do whatever is necessary in such matters.

8) Decides that the Board of Directors may not, without the prior authorization of the General Meeting, use this delegation after the filing by a third party of a proposed public offering of company shares, until the end of the offering period.

9) Acknowledges that this delegation of authority invalidates, where applicable, the unused portion of any prior delegation of authority with the same purpose.

Resolution Sixteen - Delegation of authority to be given to the Board of Directors to issue common shares giving access, as applicable, to common shares or to the issuance of debt securities (in the company or in a group company), and/or negotiable securities giving access to common shares (in the company or in a group company), with waiver of the preferential subscription right as remuneration for shares contributed in a public offer of exchange

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having read the report from the Board of Directors and the special report from the Statutory Auditors, and in accordance with the provisions of the Code of Commerce, particularly Articles L. 225-129-2, L. 225-135, L. 225-148 and L. 228-92:

- 1) Terminates, with immediate effect, the unused part of the delegation of authority given by the General Meeting of 12 April 2018 in its sixteenth resolution.
- 2) Delegates its authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it deems appropriate, for the purpose of remunerating securities contributed to a public offering comprising an exchange component, initiated in France or abroad, according to local rules, by the company using the securities of a company whose shares are admitted for trading on one of the regulated markets referred to in Article L. 225-148 of the Code of Commerce:
 - Common shares in the company,
 - And/or common shares entitling the bearer to the allocation of other common shares or debt securities,
 - And/or negotiable securities giving access, immediately or in the future, to common shares to be issued.
- 3) Sets the validity period of this delegation of authority at twenty-six months, as from the date of this Meeting.
- 4) The overall par value of the common shares that may be issued under this delegation of authority may not be more than 20% of the share capital as at the date of this Meeting.

The par value of the share capital increase necessary to preserve, in accordance with the law and the contractual provisions providing for other adjustment cases, as applicable, the rights of the holders of any rights or negotiable securities giving access to the Company share capital shall be added to this cap.

This amount will be added to the maximum par value of the common shares that may be issued under the 25th resolution of this Meeting.

The par value of any debt securities in the company that may be issued under this delegation of authority may not be more than 50,000,000 euros. This amount will be added to the cap on the par value of debt securities provided for in the 25th resolution of this Meeting.

- 5) Decides to waive the preferential subscription right of shareholders to common shares and negotiable securities giving access to the share capital and/or to debt securities under this resolution.
- 6) Decides that the Board of Directors may not, without the prior authorization of the General Meeting, use this delegation after the filing by a third party of a proposed public offering of company shares, until the end of the offering period.
- 7) Decides that the Board of Directors will have, under the conditions established in Article L.225-148 of the Code of Commerce, and within the limits established above, the authority

necessary to implement this resolution, and notably to:

- Establish a list of the securities contributed to the exchange,
 - Set the terms of the issuance, the exchange parity as well as, where applicable, the amount of the balancing cash adjustment to be paid, and to determine the issuance terms and conditions.
- 8) Decides that the Board of Directors will have, within the limits set above, the necessary powers in particular for:
- set the conditions for the issue (s),
 - where appropriate, record the completion of the resulting capital increases,
 - proceed with the corresponding modification of the statutes,
 - charge, on its own initiative, the costs of the capital increases on the amount of the premiums relating thereto and deduct from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each increase, and
 - carry out all formalities and declarations and require all authorizations which prove necessary for the production of these broadcasts.

Resolution Seventeen - Delegation of authority to be given to the Board of Directors to issue common shares giving access, as applicable, to common shares or to the issuance of debt securities (in the company or in a group company), and/or negotiable securities giving access to common shares (in the company or in a group company), with waiver of the preferential subscription right through a public offering referred to in 1 of Article L. 411-2 of the Monetary and Financial Code

The General Meeting, after reading the report from the Board of Directors and the special report from the statutory auditors, and pursuant to the provisions of the Code of Commerce, particularly Articles L. 225-129-2, L 225-136, and L. 228-92:

- 1) Delegates its authority to the Board of Directors for the purpose of conducting the issuance, on one or more occasions, in the proportions and at the times it deems appropriate, on the French and/or international market, through an offering referred to in 1 of Article L.411-2 of the Monetary and Financial Code, in euros, or in foreign currencies, or in any other accounting unit established by reference to a set of currencies, of:
- Common shares,
 - And/or common shares entitling the bearer to the allocation of other common shares or debt securities,
 - And/or negotiable securities giving access to common shares to be issued.

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

- 2) Sets the validity period of this delegation of authority at twenty-six months, as from the date of this Meeting.
- 3) The overall par value of the common shares that may be issued under this delegation of authority may not be more than 20% of the share capital as at the date of this Meeting.

The par value of the share capital increase necessary to preserve, in accordance with the

law and any contractual provisions providing for other preservation methods, as applicable, the rights of the holders of any rights or negotiable securities giving access to the Company share capital shall be added to this cap.

This amount will be added to the maximum par value of the common shares that may be issued under the 25th resolution of this Meeting. It is hereby specified that, in any case, the amount of the share capital increases conducted in accordance with this delegation of authority may not, pursuant to the law, be more than 20% of the share capital per year.

The par value of any debt securities in the company that may be issued under this delegation of authority may not be more than 50,000,000 euros.

This amount will be added to the cap on the par value of debt securities provided for in the 25th resolution of this Meeting.

- 4) Decides to waive the preferential subscription right of shareholders to common shares and negotiable securities giving access to the share capital and/or to debt securities under this resolution.
- 5) Decides that the sum paid or due to the Company for each of the common shares issued under this delegation of authority, after taking into account, in the event of the issuance of autonomous share purchase warrants, the issue price of said warrants, shall be determined in accordance with statutory and regulatory provisions applicable when the Board of Directors implements the delegation of authority (for informational purposes, current regulations stipulate that the price be at least equal to the weighted average price over the last three trading sessions prior to the start of the offering, which may be reduced by a maximum discount of 10%, with it being specified that this price rule does not apply to the offerings referred to in Article L. 411-2-1 of the Monetary and Financial Code).
- 6) Decides that if subscriptions do not cover the entire issue referred to in 1/, the Board of Directors may employ the following options:
 - Limit the amount issued to the amount of the subscriptions, where appropriate, within the limits provided for by current regulations,
 - Freely distribute all or some of the shares not subscribed,
- 7) Decides that the Board of Directors will have, within the limits established above, the necessary authority, particularly in order to determine the conditions of the issuance(s), as applicable, to establish the completion of the resulting share capital increases, make the corresponding amendments to the Articles of Association, charging, at its sole initiative the expenses of share capital increases to the amount of any premiums related thereto, and to deduct from that amount the monies necessary to bring the statutory reserve to one tenth of the new share capital amount after each increase and, more generally, to do whatever is necessary in such matters.
- 8) Decides that the Board of Directors may not, without the prior authorization of the General Meeting, use this delegation after the filing by a third party of a proposed public offering of company shares, until the end of the offering period.
- 9) Acknowledges that this delegation of authority invalidates, where applicable, the unused portion of any prior delegation of authority with the same purpose.

Resolution Eighteen - Authorization, in the event of an issue with a waiver of the preferential subscription right, to establish the issue price, within a limit of 10% of the share capital per year, under conditions determined by the general meeting,

The General Meeting, after reading the report from the Board of Directors and the special report from the statutory auditors, and pursuant to the provisions of Article L.225-136 1(2) of the Code of Commerce, authorised the Board of Directors, which is deliberating on the issuance of common shares or negotiable securities giving access to the share capital in accordance with the 15th and 17th resolutions, subject to the provisions of Article L. 225-136 1(1) of the Code of Commerce, to waive, within the limit of 10% of the share capital per year, the price-setting conditions provided for in the aforementioned resolutions and to establish the issue price of similar capital securities to be issued according to the following terms and conditions:

The issue price of similar capital securities to be issued immediately or in the future may not be less than the weighted average price over the last five trading sessions prior to the date the issue price is set, which may be reduced by a maximum discount of 15%.

Resolution Nineteen - Delegation of authority to be given to the Board of Directors to issue common shares giving access, as applicable, to common shares or to the issuance of debt securities (in the company or in a group company), and/or negotiable securities giving access to common shares (in the company or in a group company), with waiver of the preferential subscription right benefiting categories of persons fulfilling specific characteristics

The General Meeting, after reading the report from the Board of Directors and the special report from the statutory auditors, and pursuant to the provisions of the Code of Commerce, particularly Articles L. 225-129-2, L 225-138, and L. 228-92 of the Code of Commerce:

- 1) Delegates its authority to the Board of Directors for the purpose of issuing, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, with a waiver of the preferential subscription right benefiting the categories of persons specified below:
 - Common shares,
 - And/or common shares entitling the bearer to the allocation of other common shares or debt securities,
 - And/or negotiable securities giving access to common shares to be issued.

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

- 2) Sets the validity period of this delegation of authority at eighteen months, as from the date of this Meeting.
- 3) The overall maximum par value of the share capital increase that may be carried out under this delegation of authority may not be more than 60% of the share capital as at the date of this Meeting.

The par value of the share capital increase necessary to preserve, in accordance with the law and any contractual provisions providing for other preservation methods, as applicable, the rights of the holders of any rights or negotiable securities giving access to the Company share capital shall be added to this cap.

This amount will be added to the cap on the share capital increase set in the 25th resolution of this Meeting.

The par value of any debt securities in the company that may be issued under this delegation of authority may not be more than 50,000,000 euros.

This amount will be added to the cap on the par value of debt securities provided for in the 25th resolution of this Meeting.

- 4) Decides, pursuant to the provisions of Article L. 225-138 of the Code of Commerce, that the Board of Directors will have full authority to establish the issue price of any common shares or negotiable securities issued on the basis of this resolution, with it being specified that the amount paid or due to the Company for each of:
 - a) The shares issued under this delegation of authority will be at least equal, to the weighted average price over the last five trading sessions prior to the date the issue price is set, which may be reduced by a maximum discount of 15%.
 - b) The negotiable securities will be such that the amount paid or subsequently due to the company for each negotiable security issued under this delegation of authority, after taking into account, in the case of the issuance of autonomous share purchase warrants, the issue price of those warrants, for each common share issued as a consequence of the issuance of those negotiable securities, at least equal to the amount referred to under paragraph "a)" above.
- 5) Decides to waive the preferential subscription right of shareholders of common shares and other negotiable securities giving access to the share capital to be issued under Article L. 228-91 of the Code of Commerce, to the benefit of the following categories of persons:
 - (i) Natural persons or legal entities (including companies), investment companies, trusts, investment funds or other investment vehicles regardless of their form, under French or foreign law, normally investing in the pharmaceutical, biotech, ophthalmologic, neurodegenerative disease, and/or medical technology fields; and/or
 - (ii) French or foreign companies, institutions, or entities, regardless of their form, conducting a significant portion of their business in such fields; and/or
 - (iii) French or foreign investment service providers with equivalent status that may guarantee the completion of a share capital increase, intended to be made with the persons referred to in (i) and (ii) above, and in this context, to subscribe to the securities issued,
- 6) Decides that if subscriptions do not cover the entire issue referred to in 1/, the Board of Directors may employ the following options in the order that it determines:
 - Limit the amount issued to the amount of the subscriptions, where appropriate, within the limits provided for by current regulations,
 - Freely distribute all or some of the shares not subscribed among the categories of persons specified above.
- 7) Decides that the Board of Directors will have full authority to implement this delegation of authority, notably for the purpose of:
 - a) Establishing the terms of the issuance(s);
 - b) Establishing a list of the beneficiaries in the categories designated above;
 - c) Establishing the number of securities to be allocated to each beneficiary;
 - d) Deciding on the amount to be issued, the issue price, as well as the amount of the premium that may be requested with the issuance, where applicable;

- e) Determining the dates and terms of the issuance, and the nature, form, and characteristics of the securities created, which may or may not take the form of subordinated securities and be for a fixed or indefinite duration;
 - f) Determining the payment method for the shares and/or securities issued or to be issued;
 - g) Setting, where applicable, the terms of exercising the rights attached to the securities issued or to be issued and, notably, establishing the date, even retrospectively, from which the new shares will grant dividend entitlements, as well as all other terms and conditions of the issuance;
 - h) Potentially suspending the exercise of rights attached to the securities issued for a maximum period of three months;
 - i) At its sole discretion, charging the cost of share capital increases to the premiums arising thereon, and deducting from that amount the monies necessary to bring the statutory reserve to one tenth of the new share capital after each share capital increase;
 - j) Establishing the completion of each share capital increase and making the corresponding changes to the Articles of Association;
 - k) Making any necessary adjustments in compliance with statutory provisions, and establishing the terms preserving the rights of the holders of negotiable securities giving future access to the share capital;
 - l) In general, entering into any agreement, taking any measures and carrying out any formalities necessary for the issuance and financial servicing of the securities issued under this delegation of authority, as well as for the exercise of the rights attached thereto, and more generally, doing whatever is necessary in such matters.
- 8) Decides that the Board of Directors may not, without the prior authorization of the General Meeting, use this delegation after the filing by a third party of a proposed public offering of company shares, until the end of the offering period.
- 9) Formally acknowledges that the Board of Directors will report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use of this delegation of authority granted under this resolution.
- 10) Acknowledges that this delegation of authority invalidates, where applicable, the unused portion of any prior delegation of authority with the same purpose.

Resolution Twenty - Authorization to increase issue amounts

The General Meeting, after reading the report from the Board of Directors, decides that, for each issuance of common shares or negotiable securities giving access to share capital decided upon in accordance with the 15th, 17th, and 19th resolutions, the number of securities to be issued may be increased under the conditions provided for by Articles L. 225-135-1 and R. 225-118 of the Code of Commerce, within the limit of the caps established by the General Meeting.

Resolution Twenty-One - Delegation of authority to be given to the Board of Directors to increase the share capital by issuing common shares and/or negotiable securities giving access to the share capital, within the limit of 10% of the share capital in order to remunerate in-kind contributions of securities or negotiable securities giving access to share capital

The General Meeting, after reading the reports from the Board of Directors and the statutory auditors, and pursuant to the provisions of Articles L. 225-147, and L. 228-92 of the Code of Commerce:

- 1) Authorises the Board of Directors to issue, upon a report from the statutory auditor, common shares or negotiable securities giving access to common shares in order to remunerate in-kind contributions made to the company consisting of capital securities or of negotiable securities giving access to the share capital when the provisions of Article L. 225-148 of the Code of commerce do not apply.
- 2) Sets the validity period of this delegation of authority at twenty-six months, as from the date of this Meeting.
- 3) Decides that the overall par value of the common shares that might be issued under this delegation of authority may not be more than 10% of the share capital as at the date of this General Meeting, not counting the par value of the capital increase necessary to preserve, in accordance with the law and, where applicable, with the contractual provisions providing for other preservation methods, the rights of the holders of rights or negotiable securities giving access to the Company share capital.
- 4) This amount will be added to the cap on the share capital increase set in the 25th resolution of this Meeting.
- 5) Delegates full authority to the Board of Directors, for the purpose of approving the valuation of the contributions, deciding on the resulting share capital increase, establishing the completion thereof, charging, where applicable, all fees and expenses generated by the share capital increase to the contribution premium, deducting from the contribution premium the monies necessary to bring the statutory reserve to one tenth of the new share capital after each share capital increase, and making the corresponding changes to the Articles of Association, and doing whatever is necessary in such matters.
- 6) Acknowledges that this delegation of authority invalidates, where applicable, the unused portion of any prior delegation of authority with the same purpose.

Resolution Twenty-Two - Delegation of authority to be granted to the Board of Directors in order to issue share purchase warrants (BSA), purchase and/or subscription warrants for existing and/or new shares (BSAANE) and/or purchase and/or subscription warrants for new and/or existing redeemable shares (BSAAR) with a waiver of the preferential subscription right benefiting categories of persons

The General Meeting, after reading the report from the Board of Directors and the special report from the statutory auditors, and pursuant to the provisions of Articles L. 225-129-2, L. 225-138, and L. 228-91 of the Code of Commerce:

- 1) Delegates its authority to the Board of Directors in order to issue, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, share purchase warrants (BSA), purchase and/or subscription warrants for existing and/or new shares (BSAANE) and/or purchase and/or subscription warrants for new and/or existing redeemable shares (BSAAR) with a waiver of the preferential subscription right benefiting a category of persons defined below.
- 2) Sets the validity period of this delegation of authority at eighteen months, as from the date of this Meeting.
- 3) Decides that the overall par value of the shares, to which the warrants issued under this delegation of authority may grant entitlement, may not be more than 2% of the share capital as at the date of this Meeting. The par value of the share capital increase necessary

to preserve, in accordance with the law and any contractual provisions providing for other preservation methods, as applicable, the rights of the holders of any rights or negotiable securities giving access to the Company share capital shall be added to this cap. This cap will be added to the overall par value of the shares that may be issued stipulated by the 25th extraordinary resolution of this Meeting.

- 4) Decides that the subscription and/or purchase price of the shares to which the warrants shall grant entitlement will be at least equal to the weighted average closing price of the GENSIGHT BIOLOGICS share in the 20 trading sessions prior to the date of the warrant issue decision, minus any issue price for the warrant.
- 5) Decides to waive the preferential subscription right of shareholders of BSA, BSAANE, and BSAAR to be issued, to the benefit of the following categories of persons:
 - (i) Salaried executives or managing executives or members of the Company management team who do not have the status of corporate officer, or
 - (ii) Members of any research committee or acting as an observer within the Company or Board of Directors member having the status of independent Board member, whether or not they serve as Chairman of the Board of Directors, or
 - (iii) Consultants, directors, or partners of companies that are service providers of the Company having entered into a consulting or service agreement with the Company in effect at the time this delegation of authority is used by the Board of Directors, or
 - (iv) Company employees.
- 6) Establishes that this delegation of authority implies a waiver by the shareholders of their preferential subscription right to company shares that may be issued following the exercise of warrants to the holders of BSA, BSAANE and/or BSAAR.
- 7) Decides that if subscriptions do not cover the entire issue of BSA, BSAANE and/or BSAAR, the Board of Directors may employ the following options:
 - Limit the amount issued to the amount of the subscriptions, where appropriate, within the limits provided for by current regulations,
 - Freely distribute, within the categories of persons specified above, all or some of the BSA, BSAANE and/or BSAAR not subscribed.
- 8) Decides that the Board of Directors will have full authority, under the terms set by law and provided for above, to conduct the issuances of BSA, BSAANE and/or BSAAR and, notably to:
 - Establish a list of the beneficiaries in the categories of persons specified above, the nature and number of warrants to be allocated to each of them, the number of shares to which each warrant grant entitlement, the issue price of the warrants and the subscription and/or purchase price of the shares to which the warrants grant entitlement under the conditions provided for above, the terms and deadlines for the subscription and exercise of the warrants, their adjustment terms, and more generally, all terms and conditions of the issuance;
 - Establish an additional report describing the final conditions of the operation;
 - Conduct the stock purchases necessary under the share redemption program and assign them to the share allocation plan;
 - Establish the completion of the share capital increase that may result from the exercise

of the BSA, BSAANE and/or BSAAR and make the corresponding changes to the Articles of Association.

- At its sole discretion, charge the cost of share capital increases to the premiums arising thereon, and deduct from that amount the monies necessary to bring the statutory reserve to one tenth of the new share capital after each share capital increase;
- Delegate the necessary authority to the Chief Executive Officer to complete the share capital increase, as well as the power to postpone the share capital increase within the limits and in accordance with terms established by the Board of Directors in advance.
- And more generally, do whatever is necessary in such matters.

The General Meeting acknowledges that this delegation of authority invalidates, where applicable, the unused portion of any prior delegation of authority with the same purpose.

Resolution Twenty-Three - Delegation of authority to be given to the Board of Directors to increase the share capital by issuing common shares and/or negotiable securities giving access to the share capital with waiver of the preferential subscription right benefiting the members of a company savings plan in accordance with Articles L. 3332-18 et seq. of the Labour Code

The General Meeting, after reading the report from the Board of Directors and the special report from the statutory auditors, voting pursuant to Articles L. 225-129-6, L. 225-138-1, and L. 228-92 of the Code of Commerce and L. 3332-18 et seq. of the Labour Code:

- 1) Delegates its authority to the Board of Directors for the purpose, if it deems necessary, at its sole discretion, of increasing the share capital on one or more occasions by issuing common shares or negotiable securities giving access to share capital securities to be issued by the Company to the members of one or more company or group savings plans established by the Company and/or French or foreign companies associated with it under the terms of Article L. 225-180 of the Code of Commerce and Article L. 3344-1 of the Labour Code.
- 2) Waives, in favour of such persons, the preferential subscription price for the shares that may be issued under this delegation of authority.
- 3) Sets the validity period of this authorization at twenty-six months as from this Meeting,
- 4) Limits the maximum par value of the share capital increase that may be conducted through the use of this delegation of authority to 2,500 euros. This cap will be added to the overall par value of the shares that may be issued stipulated by the 25th extraordinary resolution of this Meeting. The par value of the share capital increase necessary to preserve, in accordance with the law and any contractual provisions providing for other preservation methods, as applicable, the rights of the holders of any rights or negotiable securities giving access to the Company share capital shall be added to this amount;
- 5) Decides that the price of the shares to be issued, in accordance with 1/ of this delegation of authority, may not be more than 30% less, or 40% less when the lock-out period provided for by the plan in accordance with Articles L. 3332-25 and L. 3332-26 of the Labour Code is more than or equal to ten years, than the average opening price of the share over the 20 trading sessions prior to the decision establishing the subscription opening date, nor higher than that average.
- 6) Decides, in accordance with the provisions of Article L.3332-21 of the Labour Code, that the Board of Directors may allocate to the beneficiaries specified in the first paragraph above, free of charge, shares to be issued or already issued or other securities giving access to the

share capital of the Company, to be issued or already issued, under (i) the additional amount that may be paid in accordance with the rules of the company or group savings plans, and/or (ii) as applicable, the discount and may decide, in the event of the issuance of new shares under the discount and/or additional amount, to incorporate the reserves, profits, or premiums necessary for the payment of those shares into the share capital;

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

Resolution Twenty-Four - Authorization to be given to the Board of Directors to allocate shares free of charge to salaried staff members and/or certain corporate officers

The General Meeting, after reading the report from the Board of Directors and the special report from the statutory Auditors, authorises the Board of Directors to allocate, on one or more occasions, in accordance with Articles L. 225-197-1 and L. 225-197-2 of the Code of Commerce, common shares in the company, existing or to be issued, to the benefit of:

- Members of the company's staff or of companies or of economic interest groups that are directly or indirectly linked to it within the meaning of Article L. 225-197-2 of the Code of Commerce,
- And/or corporate officers who fulfil the conditions established by Article L. 225-197-1 of the Code of Commerce.

The total number of shares allocated free of charge under this authorization may not be more than 5% of the share capital as at the date of this Meeting, with it being understood that this cap will be added to the overall par value of shares that may be issued as provided for by the 25th resolution of this Meeting. Where applicable, the par value of the share capital increase necessary to preserve the rights of beneficiaries of free share allocations in the event of operations involving the Company's share capital during the vesting period will be added to this cap.

The allocation of shares to beneficiaries will be final at the end of a vesting period, the term of which will be established by the Board of Directors and shall not be less than one year.

The beneficiaries shall, where applicable, retain such shares for a period established by the Board of Directors that is at least equal to the period necessary for the cumulative duration of the vesting period and, where applicable, the retention period to not be less than two years.

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

Full authority is granted to the Board of Directors for the purpose of:

- Establishing the terms and, where applicable, the allocation criteria and performance terms of the shares;
- Determining the identity of the beneficiaries as well as the number of shares allocated to each of them;
- Where applicable:
 - Establishing the existence of sufficient reserves, and with each allocation, transferring the monies necessary to pay for the new shares to be allocated to an unavailable reserve account,

- Deciding, when the time comes, to conduct the share capital increase(s) through the incorporation of reserves, premiums, or profits associated with the issuance of new shares allocated free of charge,
- Conducting the stock purchases necessary under the share redemption program and allocating them to the share allocation plan;
- Determining the effects of operations modifying the share capital or which may affect the value of the shares allocated, conducted during the vesting period, on the rights of beneficiaries and, if necessary, modifying or adjusting the number of shares allocated accordingly in order to preserve the rights of beneficiaries;
- Deciding whether or not to establish a retention obligation after the vesting period and, where applicable, determining the duration thereof and taking all appropriate measures to ensure compliance by beneficiaries;
- And, generally, doing everything that the implementation of this authorization makes necessary, under the current legislation in force.

This authorization involves the automatic waiver by the shareholders of their preferential subscription right to new shares issued through the incorporation of reserves, premiums, and profits.

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

It invalidates, where applicable, the unused portion of any prior delegation of authority with the same purpose.

Resolution Twenty-Five - Overall limitation of the caps of the delegations of authority provided for in the fifteenth to seventeenth, nineteenth, and twenty-first to twenty-fourth resolutions of this General Meeting, as well as the twenty-second resolution of the General Meeting of 12 April 2018

The General Meeting, after reading the report from the Board of Directors, decided to establish at:

- 75% of the existing share capital as at the date of this Meeting, the overall par value of the shares that may be issued, immediately or in the future, under the fifteenth to the seventeenth, nineteenth, and twenty-first to twenty-fourth resolutions of this Meeting, and the twenty-second resolution of the General Meeting of 12 April 2018, it being specified that this amount will potentially be added to the par value of the share capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other preservation terms, the rights of the holders of any rights or negotiable securities giving access to the Company share capital.
- 50,000,000 euros, the overall par value of debt securities in the Company that may be issued under the fifteenth to seventeenth, and nineteenth resolutions of this Meeting.

Resolution Twenty-Six - Amendment of Article 17 of the Articles of Association in order to allow certain decisions to be made through a written consultation of the Board members

The General Meeting, after reading the report from the Board of Directors, decides to:

- Amend Article 17 II of the Articles of Association in order to allow certain decisions to be made through a written consultation of the members of the Board of Directors in accordance with Article L. 225-37 of the Code of Commerce as amended by Act No. 2019-744 of the 19th of July 2019.

- Insert a new paragraph, after the last paragraph of Article 17 II of the Articles of Association, that reads as follows, with the rest of the article remaining unchanged:

“Decisions related to the specific remit of the Board of Directors provided for by current regulations may be made by a written consultation of the Board members.”

Resolution Twenty-Seven - Harmonization of the Articles of Association with current regulations

The General Meeting, after reading the report from the Board of Directors, decides to:

Concerning the procedure for identifying the owners of bearer securities:

- Harmonise Article 11 of the Articles of Association with the provisions of Articles L. 228-2 et seq. of the Code of Commerce on the identification of the owners of bearer securities, amended by Act No. 2019-486 of the 22nd of May 2019,
- Replace the 3rd paragraph of Article 11 of the Articles of Association with the following paragraph, with the rest of the article remaining unchanged:

“The Company is authorised to request, at any time, under the conditions provided for by the statutory and regulatory provisions in effect, the information provided for by the law on the identification of securities granting, an immediate or future right to vote in shareholder general meetings.»

Concerning the determination of the remuneration of Deputy Chief Executive Officers:

- Harmonize Article 19 of the Articles of Association with the provisions of Article L. 225-53 of the Code of Commerce, as amended by Act No. 2016-1691 of the 9th of December 2016,
- Amend the last paragraph of Article 19 II of the Articles of Association accordingly as follows, with the rest of the article remaining unchanged:

“The Board of Directors may decide to allocate remuneration to Deputy Chief Executive Officers under the conditions provided for by current regulations.”

- Amend Article 19 III of the Articles of Association accordingly as follows, with the rest of the article remaining unchanged:

“The Board of Directors may entrust officers, who may or may not be Board members, with permanent or temporary assignments determined by the Board, delegate authority to them and establish their remuneration under the conditions provided for by current regulations.”

Concerning the determination of the remuneration of Board members as well as the removal of “attendance fees”:

- Harmonize Article 20 of the Articles of Association with the provisions of Articles L. 225-45 of the Code of Commerce, amended by Act No. 2019-486 of the 22nd of May 2019 and Order No. 2019-1234 of 27 November 2019,
- Amend the first two paragraphs of Article 20 of the Articles of Association accordingly as follows, with the rest of the article remaining unchanged:

“The General Meeting may allocate to the Board members, as remuneration for their activities, a fixed annual sum, which that meeting will determine without being bound by previous decisions. The amount of that fixed annual sum will be charged to operating expenses.

The Board of Directors shall divide amongst its members the overall monies allocated to the Board members; under the conditions provided for by current regulations. Notably, it may

allocate to Board members, who are members of research committees, a share greater than that of the other Board members.”

Concerning the counting of abstentions when calculating a majority in General Meetings:

- Harmonize Article 24 of the Articles of Association with the provisions of Articles L. 225-98 and L. 225-96 of the Code of Commerce, as amended by Act No. 2019-744 of the 19th of July 2019, which excluded abstentions from the votes cast from being taken into account when calculating a majority in General Meetings;
- Amend the last sentence of the 2nd and 3rd paragraphs of Article 24 of the Articles of Association accordingly as follows, with the rest of the article remaining unchanged:

“[...] It decides by a majority of the votes cast by the shareholders present or represented or voting by post. The votes cast do not include those attached to shares for which the shareholder did not take part in the vote, abstained, or returned a blank or invalid vote.”

“[...] It decides by a two-third majority vote of the votes cast by the shareholders present, voting by post, or represented. The votes cast do not include those attached to shares for which the shareholder did not take part in the vote, abstained, or returned a blank or invalid vote.”

Resolution Twenty-Eight - Textual references applicable in the event of code changes

The General Meeting acknowledges that the textual references mentioned in all resolutions of this Meeting, refer to statutory and regulatory provisions applicable as at the date of their establishment and that in the event of a change to the code system thereof, the textual references corresponding to the new code shall be substituted.

Resolution Twenty-Nine - Authority for formalities

The General Meeting hereby grants full authority to the bearer of a copy, or extract, of these minutes for the purpose of carrying out all filing and publication formalities required by law.

The Board of Directors

GenSight Biologics

Société Anonyme (public limited company) with a share capital of 820,684.05 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 29, 2020**

1. Approval of company's financial statements and consolidated financial statement of the year ended 31 December 2019 (first and second resolutions)

We ask you to approve the company's financial statements for the year ended 31 December 2018, showing a loss of (29,322,954) euros, as well as the consolidated financial statements for the year ended 31 December 2019 as presented, showing a loss (group's share) of (30,710,470) euros.

2. Allocation of the profit/loss of the year (third resolution)

The allocation of the profit/loss of our company that we propose to you is in conformity with the law and our statutes.

We propose to allocate the entire loss of the year ended 31 December 2019, and namely the debit amount of (29,322,954) euros, to the carried forward account report, which thus increases its debit amount of (89,769,437) euros to a debit balance of (119,092,393) euros.

In accordance with the provisions of article 243 bis of the General Tax Code, we inform you that there was no dividend or income distribution during the last three fiscal years.

3. Mandates of directors (fourth and fifth resolutions)

We remind you that the mandates of the members of the Board of Directors of Mr. Peter GOODFELLOW and of Ms. Natalie MOUNT expire at the end of the next general meeting of shareholders.

On the recommendation of the Appointments Committee, we propose that you renew the director's mandates of Mr. Peter GOODFELLOW and of Ms. Natalie MOUNT for a duration of three years, or until the end of the meeting held in 2023 called upon to decide regarding the financial statements for the year elapsed;

Independence and parity

We inform you that the Board of Directors, on the advice of the Appointments Committee, considers that Mr. Peter GOODFELLOW and Ms. Natalie MOUNT can be qualified as independent in light of the criteria of independence of the Middenext Code, retained by the Company as reference code relating to corporate governance. In this regard, it is indicated in particular that they do not have any business relationship with the Group.

This way, if all resolutions submitted to your approval, relating to mandates of Directors, are approved, the Board would be composed of:

- 5 independent members,
- 3 women and 5 men, in accordance with the legal rules.

Expertise, experience, competence

The information concerning the expertise and experience of the candidates, whose renewal is submitted to you, are detailed in the 2019 Universal Registration Document in paragraph 12.1.2.

Concerning the new candidates, you will find below their biographies:

Peter Goodfellow, Ph.D. has served as a director since June 2014. Dr. Goodfellow is a scientific consultant for Abingworth, Sanofi and the Bill and Melinda Gates Foundation. Dr. Goodfellow was previously the Balfour Professor of Genetics at Cambridge University before working for SmithKline Beecham (later GlaxoSmithKline) as head of research. He has founded several biotechnology companies and has sat on the boards of Prosensa deCode and several medical charities. Dr. Goodfellow currently serves as the chairman of the Board of Directors of GammaDelta Therapeutics, a biotech developing novel immunotherapies for cancer and other diseases.

Dr. Goodfellow holds doctorates from Oxford and Bristol Universities.

Natalie Mount, Ph.D. has served as a director since May 2017. Dr. Mount is currently Chief Scientific Officer, leading Research and Development activities at GammaDelta Therapeutics. Previously, she was Chief Clinical Officer at the Cell and Gene Therapy Catapult where she was responsible for the translational, regulatory and clinical development activities for a wide range of cell and gene therapies. Prior to that, Natalie spent 16 years at Pfizer leading development activities across various therapeutic areas, including cell based therapies in the Regenerative Medicine Unit. Dr. Mount has also sat on the boards of directors of the Cell and Gene Therapy Catapult, CTTCR and Chimeric Therapeutics.

Dr. Mount has a first class degree in Natural Sciences from the University of Cambridge and a Ph.D. from University College, London.

4. Non-voting board members *(sixth resolution)*

We recommend that you appoint **Kreos Capital (UK) Limited**, in quality of non-voting board member, for a duration of three years, expiring at the end of the meeting held in 2023 called upon to decide regarding the financial statements for the year elapsed, in accordance with the provisions of Article 17 VI of the statutes.

5. Compensation policy of corporate directors *(seventh to ninth resolutions)*

- **Approval of the compensation policy attributable to the CEO and/or any other company officer *(seventh resolution)***

Pursuant to Article L. 225-37-2 of the French Commercial Code, we ask you to approve the compensation policy of the Chief Executive Officer and / or any other executive officer, as described in the report on the governance of company included in the 2019 Universal Registration Document in paragraph 13.1.1.

- **Approval of the compensation policy attributable to the Chairman of the Board of Directors** (*eighth resolution*)

Pursuant to Article L. 225-37-2 of the French Commercial Code, we ask you to approve the compensation policy of the Chairman of the Board, as described in the report on the governance of company included in the 2019 Universal Registration Document in paragraph 13.1.1.

- **Approval of the compensation policy attributable to the members of the Board of Directors** (*ninth resolution*)

Pursuant to Article L. 225-37-2 of the French Commercial Code, we ask you to approve the compensation policy of the members of the Board, as described in the report on the governance of company included in the 2019 Universal Registration Document in paragraph 13.1.1.

6. Approval of the information referred to in I of article L.225-37-3 of the French Commercial Code (*tenth resolution*)

Pursuant to Article L. 225-100 II of the French Commercial Code, you are kindly asked to approve the information referred to in I of Article L.225-37-3 of the French Commercial Code provided in the report on the corporate governance set out in the 2019 Universal Registration Document, paragraphs 13.1.2 and seq.

7. Approval of elements of remuneration paid or attributed for the year elapsed to Mr. Michael Wyzga, Chairman of the Board of Directors, and Mr. Bernard Gilly, CEO (*eleventh to twelfth resolutions*)

- **Say on pay ex post of the Chairman of the Board of Directors** (*eleventh resolution*)

We ask you to decide regarding the fixed, variable or exceptional components of the total remuneration and benefits of any kind paid or attributed for the year elapsed to Mr. Michael Wyzga, Chairman of the Board of Directors, determined in application of remuneration principles and criteria approved by the General Meeting of the 11th of June 2019 in its fifteenth resolution of ordinary nature:

Elements of remuneration paid or attributed for the year ended	Amounts or accounting valuation submitted to voting	Presentation
Fixed remuneration	€145,154 (amount paid in 2019, attributed to the year 2019)	

- **Say on pay ex post of the CEO** (*twelfth resolution*)

We ask you to decide regarding the fixed, variable or exceptional components of the total remuneration and benefits in kind paid or attributed for the year elapsed to Mr. Bernard Gilly,

CEO, determined in application of remuneration principles and criteria approved by the General Meeting of the 11th of June 2019 in its twelfth resolution of ordinary nature:

Elements of remuneration paid or attributed for the year ended	Amounts or accounting valuation submitted to voting	Presentation
Fixed remuneration	<p>€365,000</p> <p>(amount paid, attributed to the year 2019)</p>	
Variable annual remuneration	<p>€109,500</p> <p>(amount attributed to the year 2019, to be paid in 2020 after approval of the general meeting)</p> <p>€127,750</p> <p>(amount paid in 2019 after approval of the 2019 general meeting, attributed to the year 2018)</p>	<p><u>Regarding the amount attributable to the year 2019:</u></p> <p>60% of the objectives have been achieved, it being recalled that the qualitative objectives for 2019 were the following:</p> <ul style="list-style-type: none"> 20% Corporate and Financial Objective 30% Clinical Strategy Objective 20% Manufacturing strategy Objective 30% Regulatory Strategy Objective <p><u>Regarding the amount paid in 2019:</u></p> <p>70% of the objectives have been achieved, it being recalled that the qualitative objectives are not made public for reasons of confidentiality, and represent mainly operational milestones related to the development of research and development projects, the conduct of operations and the company development in general.</p>
Free allocation of shares	<p>Shares = €396,000</p> <p>(accounting valuation)</p>	<p>220,000 free shares granted free by the board of directors on the 23th of July 2019 on the basis of the authorization of the General Meeting of the 12th of April 2018 in its 23th resolution. The final allocation should intervene no later than on the 23th of July 2021 subject to a condition of presence and the following performance conditions:</p> <p>The filing with the European Medicines Agency (EMA) the application for market authorization (MA) at the European level of the GS010 (the Performance Condition 2).</p> <p>The achievement of the recruitment of 100% of the patients in the Phase I/II study of GS030 (the Performance Condition 1);</p>

		The acquisition period would be followed by a conservation period of one year.
Exceptional remuneration	No amount is submitted to voting	-
Benefits of any kind	€41,268 (accounting valuation)	Company flat
Elements of remuneration in connection with the termination	No amount is submitted to voting	This commitment is described in paragraph 13.1.1.3 of the 2019 Universal Registration Document
Elements of remuneration in connection with non-competition commitments	No amount is submitted to voting	This commitment is described in paragraph 13.1.1.3 of 2019 Universal Registration Document

8. Proposal to renew the authorization concerning the implementation of the share buyback program (*thirteenth resolution*) and concerning the capital reduction by cancellation of self-held shares (*fourteenth resolution*)

We propose to you, under the terms of the seventeenth resolution, to grant to the Board of Directors, for a period of eighteen months, the necessary powers to proceed with the purchase, in one or several tranches, at the times that it will determine, shares of the company in the limit of 5% of the number of shares comprising the share capital, adjusted where appropriate in order to take account of any operations of increase or reduction of capital that can occur during the duration of the program.

This authorization would put an end to the authorization given to the Board of Directors by the General Meeting of the 11th of June 2019 in its seventeenth resolution of ordinary nature.

The acquisitions could be carried out to:

- Ensure the animation of the secondary market or the liquidity of the GENSIGHT BIOLOGICS share through an investment service provider through to a liquidity agreement in accordance with the practice accepted by the regulations. It is specified that in this framework, the number of shares taken into account for the calculation of the above-mentioned limit corresponds to the number of shares purchased, after deduction of the number of shares resold,
- Keep the purchased shares and remit them later at the stock market or as payment within the context of potential external growth transactions,
- Ensure the coverage of share buy-back option plans and/or plans of allocation of shares free of charge (or assimilated plans) for the benefit of employees and/or of officers of the group, as well as any share allocations under the company savings plan or group plan (or an assimilated plan), regarding the company profit-sharing and/or all other forms of allocation of shares to employees and/or officers of the group,
- Ensure the coverage of securities giving right to the allocation of shares of the company in the framework of applicable regulations,

- Proceed to possible cancellation of acquired shares, in accordance with the authorization conferred or to confer by the Extraordinary General Meeting of Shareholders

These purchases of shares could be operated by any means, including by way of acquisition of blocks of shares, and at times to be appreciated by the Board of Directors. Without prior authorization of the general meeting, the Board cannot make use of this authorization in a period of public offer initiated by a third party regarding the company shares, until the end of the offer period.

The company reserves the right to use optional mechanisms or derivative instruments within the framework of the applicable regulations.

We propose to you to set the maximum price of purchase at 15 euros per share and accordingly the maximum amount of the operation at 24,620,520 euros.

As a consequence of the cancellation objective, we recommend that you authorize the Board of Directors, under the terms of the fourteenth resolution, for a duration of 24 months, to cancel the shares that the company holds or may hold as a result of redemptions made in the framework of its program of redemption and to reduce the share capital for the corresponding amount in accordance with legal and regulatory provisions in force, on its sole decisions, in one or several instalments, within the limit of 10% of the capital, calculated on the date of the cancellation decision, with a deduction of any shares cancelled during the preceding 24 months.

The Board of Directors would then have the necessary powers to do whatever is necessary in such matters.

9. Financial delegations

The Board of Directors wishes to be able to have the delegations necessary to proceed, if it considers it useful, to all issuances that might prove to be necessary in the course of the development of company activities, as well as all the required authorization to have the necessary tools allowing an attractive employee shareholding policy that can reinforce the development of the company.

Therefore, you will be asked to renew the financial delegations arriving at maturity. Regarding the state of delegations in progress, the 2019 Universal Registration Document in paragraph 19.1.6 contains the table of delegations and authorizations granted by the General Meeting to the Board of Directors and the state of their use.

Moreover, taking account of the delegations that are likely to generate, in the long term, a capital increase in cash, you are asked to give a ruling on a delegation of competence to increase the capital for the benefit of members of a company savings plan, in accordance with the regulations in force.

9.1 Delegations of powers with cancellation of the preferential subscription rights

The delegations of authority in the matter expire this year and have not been used, with the exception of the delegation related to the capital increase in favour of categories of people in December 2019 for an amount of € 9 million, through the issuance of 3,799,071 new shares with a par value of € 0.025 each.

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.

9.1.1 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 (excluding the offers referred to in 1 of article L.411-2 of the Monetary and Financial Code) (fifteenth resolution)

Under this delegation, the issues would be carried out by public offering (excluding the offers referred to in 1 of article L.411-2 of the Monetary and Financial Code).

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 global nominal amount of the ordinary shares, which may be issued by virtue of this delegation, hereof may not be higher than 60 % 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 fifth 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 fifth resolution regarding the nominal amount of the debt securities.

The amount due, or to be returned, to the company for each of the ordinary shares issued under this delegation of authority, after consideration, in the event of the issue of autonomous share subscription warrants, of the issuance price of said warrants would be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation. The article R. 225-119 of the amended Commercial Code provides for the emissions referred to in 1 ° of Article L. 225-136 of the Commercial Code that the price is at least equal to the weighted average price of the last three trading sessions

preceding the start of the offer, possibly reduced by a maximum discount of 10% (it is specified that in accordance with the abovementioned provisions this price rule is not applicable to public offers referred to in article L. 411-2-1 of the Monetary and Financial Code).

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 may not, except with the prior authorization of the General Meeting, make use of this delegation as from the filing by a third party of a draft public offer for the shares of the Company until the end of the offer period.

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.

9.1.1.1 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 fifth 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 fifth resolution regarding the nominal amount of the debt securities.

The Board of Directors would have, under the conditions set out in Article L. 225-148 of the French Commercial Code and within the limits set above, the required powers to set out the list of securities contributed to the exchange, to fix the conditions of issuance, exchange parity as well as, if applicable, the amount of the cash balance to be paid, and determine the terms of

issue. The Board of Directors would have, within the limits set above, the powers necessary in particular to fix the conditions of the issue (s), if necessary, note the realization of the resulting capital increases, proceed with the corresponding modification of the articles of association, charge, on its own initiative, the costs of the capital increases to the amount of the premiums relating thereto and deduct from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each increase, and proceed with all formalities and declarations and require all authorizations which prove necessary for the realization of these issuance.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation as from the filing by a third party of a draft public offer for the shares of the Company until the end of the offer period.

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.

9.1.1.2 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.

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 fifth resolution regarding the maximum nominal amount of the ordinary shares, which may be issued. It being specified that it would in addition be limited to 20 % of the capital per year.

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 fifth resolution regarding the nominal amount of the debt securities.

The amount due, or to be returned, to the company for each of the ordinary shares issued pursuant to this delegation of authority, after consideration, in the event of the issue of autonomous share subscription warrants, of the price of issue of said warrants would be determined in accordance with the legal and regulatory provisions applicable at the time when the Board of Directors implements the delegation. Article R. 225-119 of the amended Commercial Code provides in this regard for the emissions referred to in 1 ° of Article L. 225-136 of the Commercial Code that the price is at least equal to the weighted average price of the last three trading sessions preceding the start of the offer, possibly reduced by a maximum discount of 10% (it is specified that in accordance with the abovementioned provisions this

price rule is not applicable to public offers referred to in article L. 411-2-1 of the Monetary and Financial Code).

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 may not, except with the prior authorization of the General Meeting, make use of this delegation as from the filing by a third party of a draft public offer for the shares of the Company until the end of the offer period.

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.

9.1.1.3 Authorization 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. 225-136-1 ° paragraph 2 of the Commercial Code, to authorize the Board of Directors, which decides on an issue of ordinary shares or securities giving access to the capital with cancellation of the preferential subscription right by public offer (excluding the 'offers referred to in 1 of article L.411-2 of the Monetary Code) and financial) and / or by an offer referred to in III of I article L.411-2 of the Monetary and Financial Code (private placement) (*fifteenth and seventeenth resolutions*), subject to the provisions of article L. 225-136 1 ° paragraph 1 of the French Commercial Code, to be waived in the limit of 10% of the share capital per year, subject to the conditions for fixing the price provided for according to the aforementioned terms and to fixing the issue price of assimilable capital securities to be issued according to the following terms:

The issue price of the ordinary shares would at least be equal to 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 date the issue price is set, which may be decreased by a maximum discount of 15 %.

9.1.1.4 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 (*nineteenth resolution*)

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 60 % 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-fifth 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-fifth resolution regarding the global nominal amount of the debt securities over the Company, which may be issued.

In accordance with the provisions of article L. 225-138 of the Commercial Code, 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 of the price of the Company's shares on the Euronext Paris regulated market for the last 5 trading sessions preceding the date the issue price is set, such average 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 "a)".

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.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation as from the filing by a third party of a draft public offer for the shares of the Company until the end of the offer period.

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.

9.1.2 Authorization to increase the amount of the issues in the event of excess demand (*twentieth resolution*)

We recommend, within the context of the delegations with cancellation of the preferential subscription right described above (fifteenth, seventeenth and nineteenth 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.

9.2 Delegation of powers in order to increase the share capital in view of remunerating contributions in kind of equity securities or securities (*twenty-first 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 fifth resolution regarding the maximum nominal amount of the ordinary shares, 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.

9.3 Delegation to be given to the board of directors with a view to issuing BSA, BSAANE and/or BSAAR (twenty-second resolution)

We propose you to delegate to the Board of Directors your competence to proceed, in one or several times, in accordance with the provisions of Articles L. 225-129-2, L. 225-138 and L. 228-91 of the Commercial Code, in the proportions and the times that it will appreciate, both in France and abroad, to the issuance of share subscription warrants (*bons de souscription d'actions (BSA)*), warrants for subscription and/or acquisition of new and/or existing shares (*BSAANE*) and/or warrants for subscription and/or acquisition of new and/or existing refundable shares (*BSAAR*), with elimination of the preferential right of subscription to the benefit of:

- i) Executive employees or members of the management team of the Company not having the quality of a company officer, or
- ii) Members of any study committee or persons exercising the functions of a non-voting board member within the Company or director who has the quality of independent director, exercising or not the functions of the Chairman of the Board of Directors, or
- iii) Consultants, executives or associates of companies providing services to the Company, having concluded an agreement for the provision of advice or service with the Company, valid at the time of the use of this delegation by the Board of Directors, or
- iv) Company employees.

This delegation would have a duration of eighteen months.

The nominal global amount of shares, to which the warrants issuable under this delegation would give rights, could not be higher than 2% of the share capital as of the date of the present Meeting.

If applicable, this cap would be added to the nominal amount of capital increase necessary to preserve the rights of holders of securities or rights giving access to the capital of the Company, in accordance with the law and, where appropriate, contractual stipulations providing for other preservation modalities.

This amount would be attributed the global nominal amount of shares to be issued set in the twenty-fifth resolution of extraordinary nature of this General Meeting.

The subscription and/or acquisition price of shares, to which the warrants would give rights, would be at least equal to the weighted average of the closing prices of the GENSIGHT BIOLOGICS shares over 20 stock market sessions preceding the day of the decision of issuance of warrants, after deduction of any warrant emission price.

This delegation would entail the waiver by shareholders of their preferential subscription rights to the company's shares likely to be issued on exercise of warrants for the benefit of holders of BSA, BSAANE and / or BSAAR.

If the subscriptions have not absorbed all of the emission of BSA, BSAANE and/or BSAAR, the Board of Directors could use the following faculties:

- Limit the emission amount to the amount of subscriptions, where appropriate within the limits laid down by the regulation,
- Distribute freely all or part of non-subscribed BSA, BSAANE and/or BSAAR within the categories of persons defined above.

As well, the Board of Directors would have all the necessary powers, in the conditions laid down by law and as provided for above, to:

- Establish the exact list of beneficiaries within the categories of persons defined above, the nature and the number of warrants to assign to each of them, the number of shares, to which each warrant will give the rights, the warrant issuance price and the subscription and/or acquisition price of shares, to which each warrant will give the rights in the conditions laid down above, the conditions and time limits of subscription and the exercise of warrants, modalities of their adjustment, all terms and conditions of performance and/or maintenance in the Company or one of its subsidiaries and more generally all terms and conditions of the issuance,
- Establish the other terms and conditions of the attribution of the BSA, BSAANE and/or BSAAR and in particular to establish a supplementary report describing the final terms of the operation, proceed to acquisitions of necessary shares in the framework of the share buyback program and assign them to the allocation plan, declare the completion of the of capital increase that may result from the exercise of BSA, BSAANE and/or BSAAR and proceed with the consequential amendment of the statute, at its sole initiative, charge the costs of capital increases to the amount of the premiums related to them and levy from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase, do or request all acts and formalities to make final the capital increases, which may, where appropriate, be carried out, modify the statute accordingly and generally do all that is necessary.

9.4 Delegation of powers to be given to the Board of Directors in order to increase the capital in favor of members of a company savings plan (twenty-third resolution)

We submit this resolution hereof to your vote, in order to comply with the provisions of articles L. 225-129-6 of the Commercial Code, pursuant to the terms of which, the Extraordinary General Meeting, being called upon to decide on delegations likely to generate cash capital increases, must also rule on a delegation in favor of the members of a company savings plan.

Within the context of this delegation, we recommend that you authorize 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 favor 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 Labor 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 carried 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 30 % or 40 % 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.

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

9.5 Authorization to be given to the Board of Directors in order to award existing shares free of charge and/or to issue to salaried staff members and/or certain corporate officers of the company or companies or associated economic interest groups, waiver by the shareholders of their preferential subscription right, duration of the delegation of authority, cap, duration of purchase periods, particularly in the event of invalidity and retention as applicable (twenty-fourth resolution)

We ask you to renew the authorization to allocate free shares to members of the salaried staff of the company and related companies and / or certain corporate officers.

Thus, 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 authorization hereof may not be 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 provided for by the twenty-fifth resolution regarding the global nominal amount of the shares, which may be issued. To this cap would be added, where applicable, the nominal amount of the capital increase necessary to preserve the rights of beneficiaries of free share allocations in the event of operations on the capital of the Company during the period of acquisition.

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.

As an exception, the definitive acquisition would take place before the end of the acquisition period in the event of the beneficiary's disability corresponding to classification in the second and third of the categories provided for in article L. 341-4 of the Safety Code social.

This authorization would automatically waive your preferential subscription right to new shares issued by incorporating reserves, premiums and profits.

Thus, the board would have, within the limits set above, all powers to set the conditions and, if applicable, the criteria for the allocation of shares; determine the identity of the beneficiaries of the free allocations among the people fulfilling the conditions set out above as well as the number of shares belonging to each of them; if necessary, note the existence of sufficient reserves and proceed with each allocation to the transfer to an unavailable reserve account of the sums required for the release of the new shares to be allocated; decide on the capital increase (s) by incorporation of reserves, premiums or profits, correlative to the issue of the new shares allotted free of charge; proceed with the acquisition of the necessary shares within the framework of the share buyback program and allocate them to the allocation plan; determine the impact on the rights of the beneficiaries, of operations modifying the capital or likely to influence the value of the shares to be allocated and carried out during the acquisition period; take all useful measures to ensure compliance with the conservation obligation, if any, required of beneficiaries; and generally do so within the framework of the legislation in force, all that the implementation of this authorization will make necessary.

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.

9.6 Overall limitation of delegation ceilings (*twenty-fifth resolution*)

We propose to you to at:

- 75% of the share capital existing at the date of the present Meeting, the total nominal amount of the shares likely to be issued, immediately or in the future, under:
 - o the fifteenth to seventeenth, nineteenth, twenty-first to twenty-fourth resolutions of this Meeting (Delegations with cancellation of preferential subscription rights by public offer, in consideration for a public exchange offer, by private placement, for the benefit of categories of persons, delegation with a view to remunerating contributions in kind, delegation with a view to issuing BSA, BSAANE and / or BSAAR, delegation with cancellation of preferential subscription rights for the benefit of members of a PEE, authorization for the allocation of free shares)
 - o the twenty-second resolution of the General Meeting held on the 12th of April 2018 (authorization relating to stock options)

If applicable, the nominal amount of capital increase necessary to preserve the rights of holders of securities or rights giving access to the capital of the Company may

possibly be added to this ceiling in accordance with the law and, where appropriate, contractual stipulations providing for other preservation modalities.

- 50,000,000 euros as the nominal global amount of the company debt instruments that may be issued under the fifteenth to seventeenth and nineteenth resolutions of this Meeting (Delegations with cancellation of the preferential subscription right by public offer, in compensation for a public exchange offer, by private placement, for the benefit of categories of people).

As of the General Meeting, this overall ceiling would replace the overall ceiling established earlier under the terms of the twenty-fifth resolution of the General Meeting of the 11th of June 2019.

10. Amendment of Article 17 of the Articles of Association in order to allow certain decisions to be made through a written consultation of the Board members (*twenty-sixth resolution*)

Pursuant to the twenty-sixth resolution, you are invited to amend the article 17 of the articles of association in order to provide for the possibility for the Board of Directors to take certain decisions by written consultation in the cases and in the manner provided for by regulations.

For information, the decisions relating to the specific powers of the Board of Directors which can be taken by written consultation of the members, referred to in article L. 225-37 C.com as amended, are to date as follows:

- Cooptation of members (L.225-24 C.com);
- Authorizations of sureties, endorsements and guarantees (L.225-35 C.com);
- By delegation of the Extraordinary General Meeting, bringing the statutes into conformity with the legislative and regulatory provisions (L. 225-36 C.com);
- Convening of the general meeting of shareholders (L.225-103 I C.com);
- Transfer of the head office in the same department (L.225-37 C.com).

11. Harmonization of the Articles of Association (*twenty-seventh resolution*)

You are asked to harmonize the articles of association with the current regulations, with the following modifications:

Regarding the procedure of identification of owners of bearer securities:

- to harmonize article 11 of the articles of association with the provisions of articles L.228-2 and following of the Commercial Code relating to the identification of owners of bearer securities, modified by Law n ° 2019-486 of 22 May 2019, in order to adopt a broader wording allowing to use the faculties now offered by the regulations on the subject and in particular the possibility of directly questioning financial intermediaries.

Regarding the determination of the remuneration of the Deputy Chief Executive Officers,

- to harmonize article 19 of the articles of association with the provisions of article L. 225-53 of the French Commercial Code as amended by Law No. 2016-1691 of December 9, 2016, which provides that the remuneration of Deputy Chief Executive Officers is determined under the conditions provided for in Article L. 225-37-2 of the French Commercial Code.

Regarding the determination of directors' remuneration as well as the deletion of the concept

of “directors' fees”:

- harmonize article 20 of the articles of association with the provisions of article L. 225-45 of the French Commercial Code as amended by Law n ° 2019-486 of 22 May 2019 which deleted the concept of “attendance fees ”, And by Order No. 2019-1234 of November 27, 2019 which provides that the distribution of directors' remuneration is determined under the conditions provided for in Article L. 225-37-2 of the French Commercial Code,

Regarding the accounting of abstentions in the context of the calculation of the majority in General Meetings:

- harmonize article 24 of the articles of association with the provisions of articles L. 225-98 and L. 225-96 of the French Commercial Code as amended by Law n ° 2019-744 of 19 July 2019, in order to refer to only votes cast for the calculation of the majority in General Meetings.

12. Textual references applicable in the event of code changes (*twenty-eighth resolution*)

The Pacte law empowered the government to recode the provisions specific to listed companies, which could take place soon. This twenty-eighth resolution is proposed to you in order to take note that in the event of modification of the textual references, the textual references corresponding to the new codification would replace them.

The Board of Directors invites you to approve through your vote the text of the resolutions submitted to your approval, except for the 23th resolution, which it recommends to reject.

THE BOARD OF DIRECTORS

PARTICIPATE IN THE GENERAL MEETING

Warning :

In the context of Covid-19 and following the general confinement of people in France, the methods of organizing our General Meeting of shareholders to be held on April 29, 2020 have evolved according to health and / or legal requirements.

We inform you that the General Meeting will be held without the physical presence of the shareholders and we ask you to cast your vote by correspondence or to give your proxy to the chairman.

You are invited to regularly consult the company's website: www.gensight-biologics.com

In addition, within the framework of the relationship between the company and its shareholders, the company strongly invites them to favor the transmission of all their requests and documents by electronic means to the following address: ir@gensight-biologics.com

The company is warning its shareholders that, given current traffic restrictions, it may not be able to receive postal items addressed to it.

All the shareholders whatever the number of shares they hold can participate to the General Meeting.

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 27, 2020** 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.

Rules for “participation” to the General Meeting

In accordance with the ordinance n°2020-321 of March 25, 2020 pursuant to the authorization conferred by the emergency law to face the epidemic of covid-19 n ° 2020-290 of March 23, 2020, considering the administrative measures prohibiting collective gatherings for health reasons, the combined general meeting of the company of April 29, 2020, by decision of the board of directors, will be held without the physical presence of the shareholders and other persons having the right to attend.

As a consequence, no one will be able to attend the meeting physically.

Shareholders can choose between one of the following formulas:

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

- a) Vote by correspondence;

b) Sending a proxy to the company without a specific proxy representative (Power to the President) (see where appropriate, give a proxy to the person of their choice).

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).

Registered shareholders have received their voting form with the convening notice.

Holders of bearer shares can ask BNP PARIBAS Securities Services - CTO 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 preferably by email to the following address: : ir@gensight-biologics.com and by mail at BNP PARIBAS Securities Services – CTO Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex, by **April 25, 2020** 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 – CTO 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 28, 2020, 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.

Obtain the documents relating to the General Meeting

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.

In addition, shareholders can ask the company to send them the documents and information mentioned in articles R. 225-81 and R. 225-83 of the French Commercial Code, up to and including the fifth day before the meeting, preferably by email to the following address: ir@gensight-biologics.com (or by mail to BNP Paribas Securities Services CTO - Assemblées - 9 rue du Débarcadère - 93751 Pantin Cedex.) You are asked to send your request to the email

address to which these documents can be sent to you so that we can validly send you said documents by email in accordance with article 3 of the aforementioned Ordinance. Bearer shareholders must justify this quality by sending a certificate of registration in the accounts.

Request the inclusion of points or draft resolutions and ask a question to the General Meeting

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.

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 23, 2020**. These written questions must be sent by electronic transmission to the following address: ir@gensight-biologics.com (or by registered letter with return receipt requested to the registered office). 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 820,684.05 Euros

74 rue du Faubourg Saint Antoine 75012 Paris

751 164 757 Paris Trade and Companies Registry

The undersigned

LAST NAME AND FIRST NAME

EMAIL ADDRESS *

(in case of lack of email address) POSTAL ADDRESS :

Zip Code --- City

Holding _____ shares of GENSIGHT BIOLOGICS 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 29, 2020.

In _____, Date: / / 2020

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.

(*) Given the current restrictions in the context of COVID-19 and in accordance with article 3 of Ordinance 2020-231, the communication of documents may validly be made by electronic means as soon as you have entered your email address for this transmission.

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

**Request to be returned preferably by email to the following email address : ir@gensight-biologics.com, or by postal mail to
BNP Paribas Securities Services
C.T.O – Assemblées – 9 rue du Débarcadère – 93751 Pantin Cedex**