



**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
751 164 757 Paris Trade and Companies Registry

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