



**CONVENING OF THE COMBINED GENERAL MEETING
ON APRIL 29, 2021**

GENSIGHT BIOLOGICS
A French *Société Anonyme* (corporation)
with share capital of 1,149,431.93Euros
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 developing and commercializing 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. 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. Developed as a treatment for Leber Hereditary Optic Neuropathy (LHON), GenSight Biologics' lead product candidate, LUMEVOQ® (GS010; lenadogene nolparvovec), is currently in the review phase of its registration process in Europe, and in Phase III to move forward to a BLA filing in the U.S.

Technology	Product Candidate	Indication	Research	Preclinical	Phase I/II	Phase III	Registration	Expected Approval	
MTS platform	LUMEVOQ® (FDA & EMA Orphan Drug Designation)	LHON ND4 (EU)	[Progress bar spanning Research, Preclinical, Phase I/II, and Phase III]					Q4 2021	REVERSE: Phase III top-line data reported in Apr (48w) & Oct (72w) 2018 and in May 2019 (96w)
		LHON ND4 (US)	[Progress bar spanning Research, Preclinical, and Phase I/II]					Q4 2021	RESCUE: Phase III top-line data reported in Feb (48w), Apr (72w) and Sep (96w) 2019
	GS011	LHON ND1	[Progress bar spanning Research and Preclinical]					Initiate preclinical studies following GS010 Phase III clinical data	
	Undisclosed Mitochondrial Target	Undisclosed	[Progress bar spanning Research and Preclinical]						
Optogenetics	GS030 (FDA & EMA Orphan Drug Designation)	Retinitis Pigmentosa (RP)	[Progress bar spanning Research, Preclinical, and Phase I/II]					PIONEER: 3 rd cohort ongoing in PIONEER Phase I/II clinical trial. Report interim data one year after last subject treated	
	GS030	Dry AMD & Geographic Atrophy	[Progress bar spanning Research and Preclinical]						

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

Consolidated Financial Situation

The Company's **operating income** significantly increased by 51.5% to €7.4 million in 2020 from €4.9 million in 2019. This increase was primarily driven by revenues generated by LUMEVOQ® through the named patient Temporary Authorisation for Use ("ATU nominative") granted by the French National Drug Safety Agency (Agence Nationale de Sécurité du Médicament or ANSM) at a price of €700,000 per patient for a bilateral injection. These revenues amounted to €4.4 million² in 2020 compared to €0.7 million in 2019. The Company also generated research tax credit (Crédit Impôt Recherche or CIR), amounting to €2.8 million in 2020 compared to €4.2 million in 2019. The decrease in CIR was due to a reduction in R&D expenses in 2020 over 2019.

Research and development expenses were reduced 22.0% year-on-year to €22.4 million in 2020 compared to €28.7 million in 2019. This significant decrease was primarily driven by both RESCUE and REVERSE Phase III trials being completed, as well as the recruitment of the REFLECT Phase III trial ended, both in 2019. Although, we continued to invest in Chemistry,

Manufacturing and Controls (CMC) activities to support the marketing authorisation application of LUMEVOQ® in Europe.

Sales and marketing expenses increased to €2.0 million in 2020 from €0.8 million in 2019 to reflect the ramp up of key strategic marketing and market access activities in preparation for the expected commercial launch of LUMEVOQ® in Europe in 2022.

General and administrative expenses increased to €8.0 million in 2020 compared to €5.7 million in 2019. This increase was mainly driven by non-cash share-based compensation expenses, in accordance with IFRS2, as well as the related accrued social contribution increasing over the period alongside the share price.

The Company's operating loss was reduced by 17.7% in 2020 amounting to €24.9 million compared to €30.3 million in 2019, both driven by the increase in revenues generated by ATUs of LUMEVOQ® in France and the reduction in research and development expenses over the period.

The financial loss in 2020 amounted to €9.1 million compared to €0.6 million in 2019. The amount in 2020 was essentially composed of the change in derivative financial instrument fair value of the convertible option and share warrants attached to the bond financing with Kreos between December 31, 2019 and 2020, which should be recognized in profit or loss in accordance with IFRS9. The related €7.4 million non-cash financial expense in 2020 was mainly driven by the share price increase over the period.

The Company's net loss in 2020 amounted to €34.0 million compared to €30.9 million in 2019. The average weighted number of shares increased to 35.1m in 2020 from 28.4m in 2019 leading the loss per share to decrease by 11.0% to €(0.97) in 2020 from €(1.09) in 2019. Excluding both share-based compensation (IFRS2) and financial Kreos-related (IFRS9) non-cash expenses, the adjusted net loss improved to €22.5 million in 2020 from €29.4 in 2019.

Net cash flows from operating activities significantly improved over the period at €(15.0) million in 2020 compared to €(28.1) million a year earlier, primarily as a result of revenues generated by ATUs of LUMEVOQ® in France, the reduction in research and development expenses over the period, as well as a positive change in working capital in 2020.

Net cash flows from investment activities amounted to €(0.4) million in 2020 compared to €(0.1) million in 2019, mainly driven by the activity of the Company's liquidity contract.

Net cash flows from financing activities amounted to €33.9 million in 2020, reflecting the net proceeds from the private placement in October for €23.1 million, the state-guaranteed loan (Prêt Garanti par l'État or PGE) obtained for a total of €6.8 million, as well as the Tranche B of the bond financing from Kreos, for an amount of €3.9 million, compared to €21.2 million in 2019, reflecting the net proceeds from the private placement in February for €7.9 million, as well as Tranche A of the bond financing from Kreos and the private placement in December for €5.7 million and €8.3 million, respectively.

Cash and cash equivalents totaled €37.9 million as of December 31, 2020, compared to €19.3 million as of December 31, 2019. The amounts of expected future cash flows related to the reimbursement of our financial debts were €2.1 million at less than one year and €17.7 million at more than one year.

COVID-19 sanitary crisis and its impacts on the operations

The REVERSE and RESCUE Phase III trials of LUMEVOQ® for the treatment of Leber Hereditary Optic Neuropathy (LHON) are completed, and patients have been transferred to long-term follow-up for an additional 3-year period. Given the follow-up nature of these visits and the stability of patients with no safety concern, the Company confirms that the Covid-19 situation has no significant impact on the conduct of the trial.

The strategic manufacturing partner (CDMO) for LUMEVOQ® has maintained its operations and has indicated that no delay is currently expected in the planned activities due to the Covid-19. The Company has submitted as planned the Marketing Authorisation Application (MAA) for LUMEVOQ® to the EMA in September 2020, with potential approval in H2 2021.

The REFLECT Phase III trial of LUMEVOQ® is fully recruited with a primary endpoint at 78 weeks. The slight delays recorded on the conduct of the 78 weeks visits had only resulted in the minimal postponement of the data availability of the primary endpoint from Q1 to Q2 2021. The regulatory filing target with the FDA in the U.S. remains H2 2021.

The PIONEER Phase I/II clinical trial of GS030, combining gene therapy and optogenetics for the treatment of retinitis pigmentosa (RP), has fully completed recruitment of the third cohort. No further impact from the Covid-19 situation is currently expected.

Additional patients were treated with LUMEVOQ® under a Temporary Authorisation for Use (ATU) granted by the French National Drug Safety Agency (Agence Nationale de Sécurité du Médicament or ANSM). Additional ATUs have been requested by and granted to the CHNO of the Quinze-Vingts in Paris. GenSight Biologics has committed to providing the drug, limited to available stock.

In addition, the Company has submitted to the ANSM an application for a cohort ATU to further facilitate access to LUMEVOQ® for patients in France and in Europe. The application is being reviewed and patients can benefit from nominative ATUs in the meantime.

In the context of the Covid-19 pandemic, GenSight Biologics benefited from a state guaranteed loan (Prêt Garanti par l'État) (the "PGE") of €6.75 million, announced on July 9, 2020, repayable in fine in 12 months from the date of the signature. The PGE is accompanied by an additional amortization option allowing GenSight Biologics to extend the maturity of the loan over an additional period of one (1), two (2), three (3), four (4) or five (5) year(s) over a desired repayment frequency (monthly, quarterly, half-yearly or, where applicable, annually) at an interest rate corresponding to the cost of financing the bank and the State guarantee premium. This option can be exercised at the earliest four months before the expiry date and at the latest two months before the expiry date.

In parallel with this financing, GenSight has amended certain terms and conditions of the bond agreement with Kreos Capital. Following the grant of the PGE and the amount of revenues anticipated to be generated from Autorisations Temporaires d'Utilisation payantes ("ATUs"), the parties have agreed that Tranche B may be drawn under more flexible conditions. Although the total amount of €4 million for Tranche B remains unchanged, the proportion between straight bonds and convertible bonds has been amended to include additional convertible bonds B and fewer straight bonds B. Kreos also agreed to extend the interest-only period to December 2020. The Tranche B was drawn down on August 4, 2020, including a €2.5 million straight bond issuance and a €1.5 million convertible bond issuance.

Furthermore, the government accelerated the reimbursement of the Research Tax Credit in 2020. This system enabled GenSight Biologics to benefit from the early reimbursement in May 2020 of the 2019 CIR, €4,242 K.

The Company has implemented measures to protect its staff against Covid-19 by encouraging remote working for all employees.

Research and Development

On April 14, 2020, GenSight Biologics announced that the independent Data Safety Monitoring Board (DSMB) completed its second planned safety review of the ongoing PIONEER Phase I/II clinical trial of GS030, GenSight's novel product combining gene therapy and optogenetics for the treatment of Retinitis Pigmentosa (RP). The DSMB confirmed the absence of any safety issues for the second cohort of three subjects, who each received a single intravitreal injection of 1.5×10^{11} vg (viral genomes) and used a wearable optronic visual stimulation device after the injection. The DSMB recommended moving forward as planned without any modification in the protocol and recruiting the third cohort of three subjects who are to receive the maximal dose of 5×10^{11} vg.

On July 6, 2020, GenSight Biologics reported that Leber Hereditary Optical Neuropathy (LHON) subjects treated with LUMEVOQ® experienced sustained efficacy and safety three years after a single injection with the gene therapy. These findings come from CLIN06, the long-term follow-up study to which participants in the RESCUE and REVERSE Phase III pivotal trials were invited.

A total of 61 patients accepted the invitation to enroll in CLIN06 (30 from RESCUE and 31 from REVERSE), making CLIN06 one of the largest long-term follow-up studies for a rare disease treatment. The subjects were treated with LUMEVOQ® in one eye and with sham injection in the other. At the start of the long-term follow-up, or at 2 years post-treatment, the subjects had already experienced an average gain of +18.8 letters equivalent* relative to the low point (their "nadir"**) of their visual acuity in their LUMEVOQ®-treated eyes and +17.3 letters equivalent in their sham-treated eyes. One year later, or three years after the one-time injection, the bilateral benefit was maintained, with LUMEVOQ®-treated eyes recording a mean improvement against nadir of +20.5 letters equivalent and sham-treated eyes demonstrating a mean improvement of +19.4 letters equivalent.

On July 21, 2020, GenSight Biologics reported results from the final analysis of the REALITY natural history study, which reaffirm the poor prognosis for the vast majority of Leber

Hereditary Optic Neuropathy (LHON) patients with vision loss due to a mutated ND4 mitochondrial gene.

Statistical analysis of the visual acuity in 23 REALITY subjects aged 15 or older with a mutated ND4 gene shows that on average, vision failed to recover from an initial sudden decline, even several years after vision loss. The sharp deterioration followed by an extended period of low visual acuity stands in sharp contrast with the improvements observed in the LUMEVOQ® RESCUE and REVERSE trials.

On September 15, 2020, GenSight Biologics announced that it has submitted the Marketing Authorisation Application (MAA) for its lead product LUMEVOQ® to the European Medicines Agency (EMA), seeking approval for the treatment of patients with vision loss due to Leber Hereditary Optic Neuropathy (LHON) caused by mutation in the ND4 mitochondrial gene.

Lenadogene nolparvovec (tradename: LUMEVOQ®) is a recombinant adeno-associated viral vector, serotype 2 (rAAV2/2), containing a cDNA encoding the human wild-type mitochondrial NADH dehydrogenase 4 protein (ND4), which has been specifically developed for the treatment of LHON associated with mutation in the ND4 gene. It received orphan drug designation status for the treatment of LHON from the EMA in 2011 and from the U.S. Food and Drug Administration (FDA) in 2013.

GenSight submitted the MAA based on the benefit-risk balance established by results from a Phase-I/IIa study (CLIN-01), two pivotal Phase-III efficacy studies (CLIN-03A: RESCUE, and CLIN-03B: REVERSE) and the long-term follow up study of RESCUE and REVERSE (CLIN 06 - readout at Year 3 post injection). To demonstrate the efficacy of LUMEVOQ® in the context of a contralateral effect, the Company used a statistics-based indirect comparison methodology to assess the visual outcomes in LUMEVOQ®-treated patients (from LUMEVOQ® efficacy studies) against those in untreated patients from Natural History studies and GenSight's REALITY Natural History Registry.

GenSight expects to submit the Biologics License Application (BLA) for LUMEVOQ® to the FDA in H2 2021. First-in-human data from GenSight's second clinical stage program, GS030, are expected to be available in H2 2021.

On September 21, 2020, GenSight Biologics reported that statistical analysis of pooled data from LUMEVOQ® trials and natural history studies found a statistically significant and clinically meaningful difference between the visual outcomes in LUMEVOQ®-treated patients and untreated patients. Treated eyes showed progressive and sustained improvement from Month 12 to Month 52, in contrast to the absence of recovery over the same period for untreated eyes. Treated eyes showed progressive and sustained improvement from Month 12 to Month 52, in contrast to the absence of recovery over the same period for untreated eyes. At Month 18, the difference became statistically significant ($p=0.01$). By Month 48, the difference between the mean visual acuity in treated patients and that in untreated patients was both statistically significant ($p<0.01$) and clinically meaningful (-0.33 LogMAR, or +16.5 ETDRS letters equivalent, in favor of treated eyes).

On September 28, 2020, GenSight Biologics announced the recent publication of a new meta-analysis of the natural history of Leber Hereditary Optic Neuropathy (LHON) in the September

2020 issue of the Journal of Neuro-Ophthalmology, the official journal of the North American Neuro-Ophthalmology Society (NANOS).

The paper, written by leading global authorities on LHON, confirms the low rate of spontaneous visual recovery in patients with a mutated ND4 gene, the most common cause of the disease. For those 15 years or older at onset of visual loss, only an estimated 11.3% experienced some degree of visual recovery.

LHON is a rare, inherited bilaterally blinding disease predominantly affecting otherwise healthy young individuals, mostly men. Some 800 to 1,200 new patients are affected each year in the US and in the EU. Clinicians who manage LHON patients have long agreed that patients only rarely recover their vision once disease onset begins, but they have found it challenging to estimate the rate of spontaneous recovery, given the small number of patients they personally encounter even after decades of clinical practice. The challenge was made more acute because different mutations had different prognoses. Those with the most common mutation, that in the ND4 gene, were generally regarded as having the poorest prognosis.

The Journal of Neuro-Ophthalmology paper, entitled “Visual Outcomes in Leber Hereditary Optic Neuropathy Patients with the m.11778G>A (MTND4) Mitochondrial DNA Mutation”, overcame the challenge of small patient numbers by conducting a meta-analysis of 12 retrospective and 3 prospective studies, which were identified after an extensive review of the scientific and medical literature. Treatment with idebenone did not exclude patients from the sample. This approach enabled the authors to analyze the evolution of visual function in 695 patients with a mutated ND4 gene.

The estimate of the rate of spontaneous recovery in the paper provides important context for the bilateral improvement observed in the pivotal trials RESCUE and REVERSE for GenSight Biologics’ lead product, LUMEVOQ®, a gene therapy for patients with LHON caused by a mutated ND4 gene. In the trials, the rate of clinically meaningful improvement from nadir of at least 0.3LogMAR, or at least 3 lines on the Snellen chart, was 76% in REVERSE and 71% in RESCUE.

On November 3, 2020, Gensight Biologics reported that the LUMEVOQ® Marketing Authorisation Application (MAA) passed the validation checks required for submissions to the European Medicines Agency (EMA), triggering the official start of the MAA review procedure. The application for use of LUMEVOQ® gene therapy to treat vision loss in patients with Leber Hereditary Optic Neuropathy (LHON) due to a mutated ND4 mitochondrial gene was submitted in September, and the procedure was formally initiated on October 29.

On December 10, 2020, Gensight Biologics announced that the journal Science Translational Medicine has published results from the REVERSE pivotal Phase III clinical trial of LUMEVOQ® gene therapy in ND4 Leber Hereditary Optic Neuropathy (LHON) subjects along with key results from a non-human primate study investigating the contralateral effect of the gene therapy. The paper*, published in the December issue under the title “Bilateral visual improvement with unilateral gene therapy injection for Leber hereditary optic neuropathy”, is the first peer-reviewed article based on Phase III clinical trial data to document sustained and clinically meaningful bilateral improvement in visual outcomes from a unilateral injection of a gene therapy.

Financing

On October 22, 2020, GenSight Biologics successfully raised €25 million in an oversubscribed private placement with US and European institutional investors. The transaction was led by Aris Bioscience plc (LON: ARIX), Invus and Sofinnova Partners. The Company has issued 5,954,650 new ordinary shares with a nominal value of €0.025 each for total gross proceeds of approximately €25 million by means of an accelerated bookbuilding process to the benefit of categories of persons (the "Reserved Offering"). The book was oversubscribed, based on demand from new and existing investors. The issue price of the New Shares is €4.20 per share, representing a 12.5% discount to the volume weighted average of the share prices on Euronext Paris for the last five trading sessions preceding the date on which the issuance price is set (ie., October 15, 16, 19, 20 and 21, 2020), in accordance with the 19th resolution of the combined annual general meeting of shareholders of the Company held on April 29, 2020.

On December 10, 2020, GenSight Biologics announces today that it has received, in connection with its bond agreement entered with Kreos Capital VI (Expert Fund) LP ("Kreos"), the notification by Kreos of (i) the conversion of 50% of the convertible bonds of tranches A and B (at a price of €2.245 per share), (ii) the conversion of 50% of the additional convertible bonds of tranche B (at a price of €2.574 per share) and (iii) the exercise of all share warrants of tranches A and B (at a price of €2.245 per share), representing a total issuance of 1,182,953 new ordinary shares.

AGENDA

The company's shareholders are convened to a Combined General Meeting, that will be held on the 29th of April 2021 at 9 a.m. CET behind closed doors, in order to decide on the following agenda:

Ordinary resolutions:

1. Approval of the annual financial statements for the financial year ended on 31 December 2020,
2. Approval of the consolidated financial statements for the financial year ended on 31 December 2020,
3. Allocation of the loss for the financial year,
4. Statutory Auditors' Special Report on regulated agreements and ratification of a new agreement,
5. Renewal of the term of office of Mr. Michael WYZGA as a director,
6. Renewal of the term of office of Mr. Bernard GILLY as a director,
7. Ratification of the provisional appointment of Ms Elsy BOGLIOLI as a director,
8. Renewal of the term of office of Mr. José-Alain SAHEL as a non-voting director,
9. Annual fixed amount to be allocated to the members of the Board,
10. Approval of the remuneration policy for the Chief Executive Officer and/or any other corporate officer,
11. Approval of the remuneration policy for the Chairman of the Board of Directors,
12. Approval of the remuneration policy for the members of the Board of Directors,
13. Approval of the information referred to in I of Article L.22-10-9 of the French Commercial Code,
14. Approval of the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid during the past financial year or allocated for the same financial year to Mr. Michael WYZGA, Chairman of the Board of Directors,
15. Approval of the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid during the past financial year or allocated for the same financial year to Mr. Bernard GILLY, Chief Executive Officer,
16. Authorisation to be given to the Board of Directors to redeem the company's shares under the arrangements provided for in Article L. 22-10-62 of the French Commercial Code, duration of the authorisation, purposes, terms, cap, suspension of the public offer period,

Extraordinary resolutions:

17. Authorisation to be given to the Board of Directors to cancel the shares redeemed by the company under the arrangements provided for in Article L. 22-10-1962 of the French Commercial Code, duration of the authorisation, cap, suspension during the public offer period,
18. Delegation of authority to be given to the Board of Directors to increase the capital by incorporation of reserves, profits and/or premiums, duration of the delegation, maximum nominal amount of the capital increase, outcome of fractional shares, suspension during the public offer period,
19. Delegation of authority to be given to the Board of Directors to issue ordinary shares giving access, where applicable, to ordinary shares or to the allocation of debt securities (in the company or in a group company), and/or securities giving access to ordinary shares (in the company or in a group company), with maintenance of the preferential subscription right, duration of the delegation, maximum nominal amount of the capital increase, option to offer any shares not subscribed to the public, suspension during the public offer period,
20. Delegation of authority to be given to the Board of Directors to issue ordinary shares giving access, where applicable, to ordinary shares or to the allocation of debt securities (in the company or in a group company), and/or securities giving access to ordinary shares (in the company or in a group company), with cancellation of the preferential subscription right benefiting categories of persons meeting specified characteristics, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit the amount of the subscriptions or to distribute any shares not subscribed, suspension during the public offer period,
21. Authorisation to increase issue amounts,
22. Delegation of authority to be granted to the Board of Directors 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 cancellation of the preferential subscription right benefiting a category of persons, maximum nominal amount of the capital increase, duration of the delegation, exercise price,
23. Delegation of authority to be given to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the capital with cancellation of the preferential subscription right benefiting the members of a company savings plan in accordance with Articles L. 3332-18 et seq. of the French Labour Code, duration of the delegation of authority, maximum nominal amount of the capital increase, issue price, option to award free shares in accordance with Article L. 3332-21 of the French Labour Code,
24. Authorisation to be given to the Board of Directors to grant share subscription and/or purchase options 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 authorisation, cap, exercise price, maximum duration of the option,
25. Authorisation to be given to the Board of Directors to allocate 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 authorisation, cap, duration of vesting periods, particularly in the event of disability and retention, where applicable,
 26. Overall limitation of the caps of the delegations and authorisations provided for in the 20th and 22nd to 25th resolutions of this Meeting, as well as in the 15th to 17th and 21st resolutions of the General Meeting of 29 April 2020,
 27. Harmonisation and updating of the Articles of Association,
 28. Powers 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 2020

The General Meeting, having read the reports of the Board of Directors and the auditors for the financial year ended 31 December 2020, approves, as presented, the annual financial statements drawn up at that date, showing a loss of €21,911,173.

Resolution Two - Approval of the consolidated financial statements for the financial year ended 31 December 2020

The General Meeting, having read the reports of the Board of Directors and the auditors on the consolidated financial statements as at 31 December 2020, approves these financial statements as presented, showing a loss (group share) of €34,014,733.

Resolution Three - Allocation of the loss for the financial year

The General Meeting, on the proposal of the Board of Directors, decides to allocate the entire loss for the financial year ended 31 December 2020, namely the debit amount of (€21,911,173), to the carry-forward account, which is thus increased by a debit amount of (€119,092,393) to a debit balance of (€141,003,566).

In accordance with the provisions of Article 243 bis of the French General Tax Code, the General Meeting notes that it has been reminded that no dividends or income have been distributed for the last three financial years.

Resolution Four – Statutory Auditors’ Special report on regulated agreements and ratification of a new agreement

Acting on the special report of the statutory auditors on the regulated agreements presented to it, the General Meeting ratifies the new agreement referred to therein.

Resolution Five - Renewal of the term of office of Mr. Michael WYZGA as a director

The General Meeting decides to renew the term of office of Mr. Michael WYZGA as a director for a period of three years, expiring at the end of the General Meeting held in 2024 to approve the financial statements for the previous financial year.

Resolution Six - Renewal of the term of office of Mr. Bernard Gilly as a director

The General Meeting decides to renew the term of office of Mr. Bernard Gilly as a director for a period of three years, expiring at the end of the General Meeting held in 2024 to approve the financial statements for the previous financial year.

Resolution Seven - Ratification of the provisional appointment of Ms Elsy BOGLIOLI as a director

The General Meeting ratifies the appointment of Ms Elsy Boglioli, made on a provisional basis by the Board of Directors at its meeting of September 22, 2020, as a director, replacing Bpifrance Participations, which has resigned, for the remainder of her predecessor's term of office, i.e. until the end of the General Meeting held in 2022 to approve the financial statements for the previous financial year.

Resolution Eight - Renewal of the term of office of Mr. José-Alain SAHEL as a non-voting director

The General Meeting decides to renew the term of office of Mr. José-Alain SAHEL as a non-voting director for a term of three years, expiring at the end of the General Meeting held in 2024 to approve the financial statements for the previous financial year, in accordance with Article 17 of the Articles of Association.

Resolution Nine - Annual fixed amount to be allocated to the members of the Board

The General Meeting decides to increase the annual fixed amount to be allocated to the Board of Directors from €300,000 to €360,000.

This decision, which is applicable to the current financial year, shall be maintained until further notice.

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

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Chief Executive Officer and/or any other corporate officer presented in the report on corporate governance contained in the Universal Registration Document 2020, paragraph 13.1.1.

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

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Chairman of the Board of Directors presented in the report on corporate governance contained in the Universal Registration Document 2020, paragraph 13.1.1.

Resolution Twelve - Approval of the remuneration policy for the members of the Board of Directors

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the members of the Board of Directors presented in the report on corporate governance contained in the Universal Registration Document 2020, paragraph 13.1.1.

Resolution Thirteen - Approval of the information referred to in I of Article L.22-10-9 of the French Commercial Code

The General Meeting, acting pursuant to Article L. 22-10-34 I of the French Commercial Code, approves the information referred to in I of Article L.22-10-9 of the French Commercial Code mentioned in the report on corporate governance contained in the Universal Registration Document 2020, paragraphs 13.1.2 et seq.

Resolution Fourteen - Approval of the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid during the past financial year or allocated for the same financial year to Mr. Michael WYZGA, Chairman of the Board of Directors

The General Meeting, acting pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid during the past financial year or allocated for the same financial year to Mr. Michael WYZGA, Chairman of the Board of Directors, presented in the explanatory memorandum.

Resolution Fifteen - Approval of the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid during the past financial year or allocated for the same financial year to Mr. Bernard GILLY, Chief Executive Officer

The General Meeting, acting pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid during the past financial year or allocated for the same financial year to Mr. Bernard GILLY, Chief Executive Officer, presented in the explanatory memorandum.

Resolution Sixteen - Authorisation to be given to the Board of Directors to redeem the company's shares under the arrangements provided for in Article L. 22-10-62 of the French Commercial Code

The General Meeting, having read the report of the Board of Directors, authorises the Board of Directors, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, to purchase, on one or more occasions and at the times it shall determine, shares in the company up to a limit of 5% of the number of

shares comprising the share capital, as adjusted, where applicable, to take into account any capital increases or reductions that may take place during the term of the programme.

This authorisation terminates the authorisation given to the Board of Directors by the General Meeting of 29 April 2020 in its 13th ordinary resolution.

Purchases may be made 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 accordance with practices authorised by regulations, it being specified that in this context, the number of shares taken into account to calculate the aforementioned limit corresponds to the number of shares purchased, minus any shares resold,
- retain the shares purchased and subsequently tender them in exchange or as payment in the context of any external growth transactions,
- hedge stock option plans and/or plans for the free allocation of shares (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), under the company's profit-sharing scheme and/or all other forms of share allocation to group employees and/or corporate officers,
- hedge securities granting entitlement to company shares under current regulations,
- cancel any shares purchased, in accordance with the authorisation granted or to be granted by the Extraordinary General Meeting.

These share purchases may be carried out by any means, including by purchasing blocks of shares, and at such times as the Board of Directors may decide.

The Board may not, without prior authorisation by the General Meeting, use this authorisation during a public offer period initiated by a third party for the company's securities until the end of the offer period.

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

The maximum purchase price is set at €25 per share. In the event of a transaction involving the 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 capital before the transaction and the number of shares after the transaction).

The maximum amount of the transaction is set at €51,874,575.

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

Of Extraordinary Nature:

Resolution Seventeen - Authorisation to be given to the Board of Directors to cancel the shares redeemed by the company under the arrangements provided for in Article L. 22-10-1962 of the French Commercial Code

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

- 1) Gives the Board of Directors, with the option of sub-delegation, the authorisation to cancel, at its sole discretion, on one or more occasions, up to a limit of 10% of the capital calculated on the date of the cancellation decision, less any shares cancelled in the last 24 months, the shares the company holds or may hold as a result of the redemptions made within the framework of Article L. 22-10-62 of the French Commercial Code, and to reduce the share capital accordingly in accordance with the legal and regulatory provisions in force,
- 2) Sets the period of validity of this authorisation at twenty-four months from the date of this Meeting,
- 3) Decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this authorisation as from the filing by a third party of a draft public offer for the Company's securities, until the end of the offer period,
- 4) Gives full authority to the Board of Directors to conduct the transactions necessary for such cancellations and the corresponding share capital reductions, amend the Articles of Association accordingly, and carry out all required formalities.

Resolution Eighteen - Delegation of authority to be given to the Board of Directors to increase the capital by incorporation of reserves, profits and/or premiums

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, having read the report of the Board of Directors, and in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L.22-10-50 of the French Commercial Code:

- 1) Delegates to the Board of Directors its authority to decide to increase the share capital, on one or more occasions, at the times and in accordance with the terms and conditions that it shall determine, by incorporation into the capital of reserves, profits, premiums or other sums for which capitalisation is permitted, by the issue and free allocation of shares or by increasing the nominal amount of the existing ordinary shares, or by a combination of both these methods.
- 2) Decides that if the Board of Directors uses this delegation, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, in the event of a capital increase in the form of a free allocation of shares, the rights forming fractional shares shall not be negotiable or assignable and that the corresponding equity securities shall be sold; the sums from the sale shall be allocated to the holders of the rights within the period provided for by the regulations.
- 3) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 4) Decides that the amount of the capital increase under this resolution shall not exceed the nominal amount of 100% of the share capital as of the date of this Meeting, not taking into account the nominal amount of the capital increase necessary to preserve, in accordance

with the law and, where applicable, the contractual stipulations providing for other methods of preservation, the rights of the holders of rights or securities giving access to the Company's capital.

This cap is independent of all the caps provided for by the other resolutions of this Meeting.

- 5) Grants the Board of Directors full powers to implement this resolution and, in general, to take all measures and carry out all formalities required for the successful completion of each capital increase, to record the completion thereof and to amend the Articles of Association accordingly.
- 6) Decides that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation as from the filing by a third party of a draft public offer for the Company's securities until the end of the offer period.
- 7) Acknowledges that this delegation supersedes, as from this day, any unused portion of any previous delegation for the same purpose.

Resolution Nineteen - Delegation of authority to be given to the Board of Directors to issue ordinary shares giving access, where applicable, to ordinary shares or to the issuance of debt securities (in the company or in a group company), and/or securities giving access to ordinary shares (in the company or in a group company), with maintenance of the preferential subscription right

The General Meeting, having read the report of the Board of Directors and the special report of the auditors and in accordance with the provisions of the French Commercial Code and, in particular, Articles L. 225-129-2, L. 228-92 and L. 225-132 et seq.:

- 1) Delegates to the Board of Directors its authority to issue, free of charge or against payment, on one or more occasions, in the proportions and at the times it deems appropriate, on the French and/or international market, either in euros or in foreign currencies or in any other unit of account established by reference to a group of currencies,
 - ordinary shares,
 - and/or ordinary shares entitling the bearer to the allocation of other ordinary shares or debt securities,
 - and/or securities giving access to ordinary shares to be issued.

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

- 2) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 3) Decides to set the following limits on the amounts of the issues authorised in the event that the Board of Directors uses this delegation of authority:

The total nominal amount of the ordinary shares that may be issued under this delegation may not exceed 50% of the share capital as at the date of this Meeting.

The nominal amount of the capital increase necessary to preserve, in accordance with the law and any contractual provisions providing for other preservation methods, where applicable, the rights of the holders of any rights or securities giving access to the Company's capital shall be added to this cap.

The nominal amount of the debt securities on the company which may be issued under this delegation may not exceed €50,000,000.

The caps referred to above are independent of all the caps provided for in the other resolutions of this Meeting.

- 4) If the Board of Directors uses this delegation of authority in connection with the issues referred to in 1) above:
 - a/ decides that the issue(s) of ordinary shares or securities giving access to the capital shall preferably be reserved for shareholders who may subscribe on an irreducible basis,
 - b/ decides that if the irreducible subscriptions, and if applicable the reducible subscriptions, have not absorbed the entire issue referred to in 1), the Board of Directors may use the following options:
 - limit the amount of the issue to the amount of the subscriptions, within the limits provided by the regulations,
 - freely distribute all or part of the unsubscribed securities,
 - offer all or part of the unsubscribed securities to the public,
- 5) Decides that the issues of warrants to subscribe for shares in the Company may be carried out by subscription offer, but also by free allocation to the owners of existing shares, it being specified that the Board of Directors shall have the option of deciding that the allocation rights forming fractional shares shall not be negotiable and that the corresponding securities shall be sold.
- 6) Decides that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation as from the filing by a third party of a draft public offer for the Company's securities until the end of the offer period.
- 7) Decides that the Board of Directors shall have, within the limits set above, the powers necessary, in particular, to set the terms and conditions of the issue(s) and determine the issue price, where applicable, record the completion of the resulting capital increases, amend the Articles of Association accordingly, charge, at its sole discretion, the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to bring the legal reserve up to one tenth of the new capital after each increase, and, more generally, do whatever is necessary in this regard.
- 8) Acknowledges that this delegation supersedes, as from this day, any unused portion of any previous delegation for the same purpose.

Resolution Twenty - Delegation of authority to be given to the Board of Directors to issue ordinary shares giving access, where applicable, to ordinary shares or to the issuance of debt

securities (in the company or in a group company), and/or securities giving access to ordinary shares (in the company or in a group company), with cancellation of the preferential subscription right benefiting categories of persons meeting specified characteristics

The General Meeting, having read the report of the Board of Directors and the special report of the auditors and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-138 and L. 228-92 of the French Commercial Code:

- 1) Delegates to the Board of Directors its authority, with the option of sub-delegation under the conditions provided for by law, to carry out, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, with cancellation of the preferential subscription right in favour of the categories of persons defined below, the issue of:
 - ordinary shares,
 - and/or ordinary shares entitling the bearer to the allocation of other ordinary shares or debt securities,
 - and/or securities giving access to ordinary shares to be issued.

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

- 2) Sets the period of validity of this delegation at eighteen months from the date of this Meeting.
- 3) The maximum total nominal amount of the capital increases that may be carried out under this delegation may not be more than 60% of the capital as at the date of this Meeting.

The nominal amount of the capital increase necessary to preserve, in accordance with the law and any contractual provisions providing for other preservation methods, where applicable, the rights of the holders of any rights or securities giving access to the Company's capital shall be added to this cap.

This amount shall be deducted from the amount of the capital increase cap set in the 26th extraordinary resolution of this Meeting.

The nominal amount of the debt securities on the company that may be issued in this way may not exceed €50,000,000.

This amount shall be deducted from the cap on the nominal amount of the debt securities set in the 26th extraordinary resolution of this Meeting.

- 4) Decides, in accordance with the provisions of Article L. 225-138 of the French Commercial Code, that the Board of Directors shall have full powers to determine the issue price of the ordinary shares or securities issued on the basis of this resolution, it being specified that the amount due to the Company for each:
 - a) of the shares issued under this delegation shall be at least equal to the volume-weighted average of the Company's share prices on the regulated market of Euronext

in Paris during the last five trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 15%

- b) of the securities shall be such that the amount accruing to the Company, or to be accrued in the future, for each of the securities issued under this delegation of authority, after taking into account, in the event of the issue of autonomous share subscription warrants, the issue price of said warrants, for each ordinary share issued as a result of the issue of these securities, shall be at least equal to the amount referred to in paragraph "a)" above.
- 5) Decides to cancel the shareholders' preferential subscription right to the ordinary shares and other securities giving access to the capital to be issued pursuant to Article L. 228-91 of the French Commercial Code, in favour 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, investing on a regular basis in the pharmaceutical, biotechnology, ophthalmology, neurodegenerative diseases or medical technology sectors; and/or
 - (ii) French or foreign companies, institutions or entities, regardless of their form, carrying out a significant part of their activity in these fields; and/or
 - (iii) French or foreign investment service providers with an equivalent status likely to guarantee the realisation of a capital increase intended to be placed with the persons referred to in (i) and (ii) above and, in this context, to subscribe for the securities issued.
- 6) Decides that if the subscriptions have not absorbed the entirety of an issue referred to in (1), the Board of Directors may, at its discretion, use one or both of the following options in the order it shall determine:
- limit the amount of the issue to the amount of the subscriptions, if applicable within the limits provided for by the regulations,
 - freely allocate all or part of the unsubscribed securities among the categories of persons defined above.
- 7) Decides that the Board of Directors shall have full authority to implement this delegation, with the option of sub-delegation under the conditions provided for by law, in particular for the following purposes:
- a) to determine the terms and conditions of the issue(s);
 - b) to draw up a list of the beneficiaries in the categories designated above;
 - c) to determine the number of securities to be allocated to each of the beneficiaries;
 - d) to decide on the amount to be issued, the issue price and the amount of the premium which may, where applicable, be requested on issue;
 - e) to determine the dates and terms of the issue, the nature, form and characteristics of the securities to be created, which may or may not take the form of subordinated securities and be for a fixed or indefinite duration;

- f) to determine the method of paying up the shares and/or securities issued or to be issued;
 - g) to determine, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, set the date, even retroactively, as from which the new shares will carry dividend rights, as well as all other terms and conditions of the issue;
 - h) to potentially suspend the exercise of the rights attached to the securities issued for a maximum period of three months;
 - i) at its sole discretion, to charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to raise the legal reserve to one tenth of the new capital after each increase;
 - j) to record the completion of each capital increase and make the corresponding amendments to the Articles of Association;
 - k) to make any adjustments required in accordance with the legal provisions, and set the terms and conditions according to which the rights of the holders of securities giving future access to the capital will be preserved, where applicable;
 - l) in general, to enter into any agreement, take any measures and carry out any formalities useful for the issue and financial servicing of the securities issued by virtue of this delegation and for the exercise of the rights attached thereto and, more generally, do everything necessary in such matters.
- 8) Decides that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation as from the filing by a third party of a draft public offer for the Company's securities until the end of the offer period.
- 9) 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 granted under this resolution.
- 10) Acknowledges that this delegation supersedes, where applicable, the unused portion of any prior delegation with the same purpose.

Resolution Twenty-One - Authorisation to increase issue amounts

The General Meeting, having read the report of the Board of Directors, decides that for each issue of ordinary shares or securities giving access to the capital decided pursuant to the 19th and 20th resolutions of this General Meeting and the 15th and 17th resolutions of the General Meeting of 29 April 2020, the number of securities to be issued may be increased under the conditions provided for in Articles L 225-135-1 and R 225-118 of the French Commercial Code and within the limit of the caps set by the Meeting.

Resolution Twenty-Two - Delegation of authority to be granted to the Board of Directors 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 cancellation of the preferential subscription right benefiting a category of persons

The General Meeting, having read the report of the Board of Directors and the special report of the auditors and in accordance with the provisions of Articles L. 225-129-2, L. 225-138 and L. 228-91 of the French Commercial Code:

- 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 cancellation of the preferential subscription right benefiting a category of persons defined below.
- 2) Sets the period of validity of this delegation at eighteen months from the date of this Meeting,
- 3) Decides that the total nominal amount of the shares, to which the warrants issued under this delegation may grant entitlement, may not exceed 2% of the capital as at the date of this Meeting. The nominal amount of the capital increase necessary to preserve, in accordance with the law and any contractual provisions providing for other preservation methods, where applicable, the rights of the holders of any rights or securities giving access to the Company's capital shall be added to this cap. This cap shall be deducted from the total nominal amount of the shares that may be issued as provided for in the 26th extraordinary resolution of this General Meeting.
- 4) Decides that the subscription and/or purchase price of the shares to which the warrants will give entitlement will be at least equal to the average of the closing prices of the GENSIGHT BIOLOGICS share during the 20 trading sessions preceding the day of the decision to issue the warrants, less any issue price of 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 a non-voting director within the Company or a director who is an independent director, whether or not he or she is the Chairman of the Board of Directors, or
 - (iii) consultants, directors or partners of the Company's service providers or its subsidiaries that have entered into a consultancy or service agreement with the Company that is in force at the time the Board of Directors makes use of this delegation, or
 - (iv) other employees of the Company
- 6) Establishes that this delegation implies a waiver by the shareholders of their preferential right to subscribe to company shares that may be issued following the exercise of warrants in favour of 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 of the issue to the amount of the subscriptions, if applicable within the limits provided for by the 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 shall have all the necessary powers, under the conditions laid down by law and provided for above, to issue BSA, BSAANE and/or BSAAR and in particular:
- draw up a precise list of beneficiaries within the categories of persons defined above, the nature and number of warrants to be allocated to each of them, the number of shares to which each warrant will entitle the holder, the issue price of the warrants and the subscription and/or purchase price of the shares to which the warrants will entitle the holder in accordance with the conditions set out above, the conditions and deadlines for subscribing to and exercising the warrants, their adjustment terms, and more generally, all the terms and conditions of the issue;
 - draw up a supplementary report describing the final conditions of the transaction;
 - purchase the shares required under the share buyback programme and assign them to the share allocation plan;
 - record the completion of the capital increase that may result from the exercise of the BSA, BSAANE and/or BSAAR and amend the Articles of Association accordingly;
 - at its sole discretion, charge the costs of the capital increases against 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;
 - delegate to the Chief Executive Officer the powers necessary for the completion of the capital increase, as well as the power to postpone it within the limits and according to the terms and conditions that the Board of Directors may determine in advance;
 - and more generally to do all that is necessary in such matters.

The General Meeting notes that this delegation supersedes any previous delegation for the same purpose.

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

The General Meeting, after reading the report from the Board of Directors and the special report from the auditors, ruling in accordance with Articles L. 225-129-6, L. 225-138-1, and L. 228-92 of the French Commercial Code and L. 3332-18 et seq. of the French Labour Code:

- 1) Delegates its authority to the Board of Directors to increase the share capital, on one or more occasions, by issuing ordinary shares or securities giving access to equity securities to be issued by the Company in favour of the members of one or more company or group savings plans set up by the Company and/or the French or foreign companies associated with it under the conditions of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labour Code.
- 2) Cancels, in favour of these persons, the preferential subscription right to the shares that may be issued by virtue of this delegation.
- 3) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 4) Limits the maximum nominal amount of the increase(s) that may be made by using this delegation to €2,500. This cap shall be deducted from the total nominal amount of the shares that may be issued as provided for in the 26th extraordinary resolution of this General Meeting. The nominal amount of the 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 securities giving access to the Company's capital shall be added to this amount;
- 5) Decides that the price of the shares to be issued, pursuant to 1/ of this delegation, may not be more than 30% lower, or 40% lower when the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years, than the average of the prices quoted for the share during the 20 trading sessions prior to the decision setting the opening date of the subscription, nor may it be higher than this average.
- 6) Decides, pursuant to the provisions of Article L.3332-21 of the French Labour Code, that the Board of Directors may provide for the allocation to the beneficiaries defined in the first paragraph above, free of charge, of shares to be issued or already issued or of other securities giving access to the Company's capital to be issued or already issued, in respect of (i) the contribution that may be paid pursuant to the regulations of the company or group savings plans, and/or (ii), where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the contribution, to incorporate in the capital the reserves, profits or premiums necessary for the payment of the said shares;

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

Resolution Twenty-Four - Authorisation to be given to the Board of Directors to grant share subscription and/or purchase options to salaried staff members (and/or certain corporate officers)

The General Meeting, having read the report of the Board of Directors and the special report of the auditors:

- 1) Authorises the Board of Directors, within the framework of the provisions of Articles L. 225-177 to L. 225-185, L.22-10-56 and L.22-10-57 of the French Commercial Code, to grant, on

one or more occasions, to the beneficiaries indicated below, options giving the right to subscribe to new shares in the company to be issued as a capital increase or to purchase existing shares in the company arising from redemptions carried out under the conditions provided for by law.

- 2) Sets the period of validity of this authorisation at thirty-eight months from the date of this General Meeting.
- 3) Decides that the beneficiaries of these options may only be:
 - on the one hand, the employees or some of them, or certain categories of employees, of GENSIGHT BIOLOGICS and, where applicable, of companies or economic interest groups associated with it under the conditions of Article L. 225-180 of the French Commercial Code;
 - on the other hand, corporate officers who meet the conditions laid down by Article L. 225-185 of the French Commercial Code.
- 4) The total number of options that may be granted by the Board of Directors under this authorisation may not give the right to subscribe to or purchase a number of shares exceeding 5% of the share capital existing on the date of this Meeting, it being specified that this cap shall be deducted from the total nominal amount of the shares that may be issued as provided for by the 26th extraordinary resolution of this Meeting.
- 5) Decides that the subscription and/or purchase price of the shares by the beneficiaries will be set on the day the options are granted by the Board of Directors, and shall be at least equal to the average of the closing prices of the GENSIGHT BIOLOGICS share during the 20 trading sessions preceding the date of the decision to grant the options.
- 6) Acknowledges that this authorisation includes, in favour of the beneficiaries of share subscription options, express waiver by the shareholders of their preferential subscription right to the shares that will be issued as and when the options are exercised.
- 7) Delegates full powers to the Board of Directors to set the other terms and conditions for the granting of options and their exercise and in particular to:
 - set the conditions under which the options will be granted and determine the list or categories of beneficiaries as provided for above; set, where applicable, the conditions of seniority and performance to be met by these beneficiaries; decide on the conditions under which the price and the number of shares must be adjusted, in particular in the cases provided for in Articles R. 225-137 to R. 225-142 of the French Commercial Code;
 - set the period or periods for exercising the options thus granted, it being specified that the term of the options may not exceed a period of seven years from their grant date;
 - provide for the right to temporarily suspend the exercise of options for a maximum period of three months in the event of the completion of financial transactions involving the exercise of a right attached to the shares;

- if applicable, purchase the shares required under the share buyback programme and allocate them to the option plan,
- carry out or cause to be carried out all acts and formalities for the purpose of finalising the capital increase(s) that may, if applicable, be carried out by virtue of the authorisation that is the subject of this resolution; amend the Articles of Association accordingly and, in general, do all that is necessary;
- at its sole discretion and if it deems it appropriate, charge the costs of the share capital increases against the amount of the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each increase.

8) Acknowledges that this authorisation supersedes, as from this day, any unused portion of any previous authorisation for the same purpose.

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

The General Meeting, having read the report of the Board of Directors and the special report of the auditors, authorises the Board of Directors, in accordance with Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, to proceed, on one or more occasions, with the allocation of ordinary shares of the company, either existing or to be issued, to the benefit of:

- salaried staff members of the company or of companies or economic interest groups that are directly or indirectly associated with it within the meaning of Article L. 225-197-2 of the French Commercial Code,
- and/or corporate officers who meet the conditions set out in Article L. 225-197-1 of the French Commercial Code

The total number of shares allocated free of charge under this authorisation may not exceed 5% of the share capital on the date of this Meeting, it being specified that this cap shall be deducted from the total nominal amount of the shares that may be issued as provided for by the 26th extraordinary resolution of this Meeting. 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 involving the Company's capital during the vesting period will be added to this cap.

The allocation of the shares to the beneficiaries shall be final at the end of a vesting period, the duration of which shall be determined by the Board of Directors, which may not be less than one year.

The beneficiaries must, where applicable, retain these shares for a period, set by the Board of Directors, at least equal to that required to ensure that the cumulative duration of the vesting and, where applicable, retention periods cannot 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 beneficiary's disability corresponding to the 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:

- determining the conditions and, if applicable, the criteria for the final allocation of shares;
- determining the identity of the beneficiaries and the number of shares allocated to each of them;
- where applicable:
 - establishing the existence of sufficient reserves and, at the time of each allocation, transferring to an unavailable reserve account the sums necessary to pay up the new shares to be allocated,
 - deciding, when the time comes, on the capital increase(s) by incorporation of reserves, premiums or profits correlative to the issue of the new free shares,
 - purchasing the necessary shares within the framework of the share buyback programme and allocating them to the share allocation plan,
 - determining the impact on the rights of beneficiaries of transactions that modify the capital or that may affect the value of the shares allocated and carried out during the vesting period and, consequently, modifying or adjusting, if necessary, the number of shares allocated to preserve the rights of the beneficiaries;
 - determining the duration of the vesting period, deciding whether or not to impose an obligation to retain shares at the end of the vesting period and, if so, determining the duration and taking all necessary measures to ensure compliance by the beneficiaries, modifying the duration of the vesting and/or retention periods, if necessary;
 - and, in general, doing all that is necessary under the applicable legislation to implement this authorisation.

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

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

It supersedes, as from this day, any unused portion of any previous authorisation for the same purpose.

Resolution Twenty-Six - Overall limitation of the caps of the delegations and authorisations provided for in the 20th and 22nd to 25th resolutions of this Meeting, as well as in the 15th to 17th and 21st resolutions of the General Meeting of 29 April 2020,

The General Meeting, having read the report of the Board of Directors, decides to set at:

- 75% of the capital existing on the date of this Meeting, the total nominal amount of the shares that may be issued, immediately or in the future, pursuant to the 20th and 22nd to 25th resolutions of this Meeting, as well as the 15th to 17th and 21st resolutions of the General Meeting of 29 April 2020, it being specified that to this amount shall be added, if applicable, the nominal amount of the capital increase required to preserve, in accordance with the law and, if applicable, with the contractual provisions providing for other methods of preservation, the rights of the holders of rights or securities giving access to the Company's capital.
- €50,000,000, the total nominal amount of debt securities on the Company that may be issued pursuant to the 20th resolution of this Meeting and the 15th to 17th resolutions of the General Meeting of 29 April 2020.

Resolution Twenty-Seven - Harmonisation and updating of the Articles of Association

The General Meeting, having read the report of the Board of Directors, decides:

Regarding the update of Article 14 concerning voting rights:

Updating of a textual reference

- to amend the first paragraph of Article 14 of the Articles of Association as follows in order to update the number of the article of the French Commercial Code cited following the recodification effected by Ordinance No. 2020-1142 of 16 September 2020:

"The voting right attached to capital or dividend shares is proportional to the percentage of capital they represent. Pursuant to the option provided for in Article L.22-10-46 of the French Commercial Code, each fully paid-up share entitles the holder to a single vote, regardless of the method of registration in the account and, in the event of registered shares, regardless of the duration of such registration in the name of the same holder. "

Deletion of an obsolete paragraph

- to delete the second paragraph of Article 14 of the Articles of Association on the consequence of the consolidation of shares decided by the Extraordinary General Meeting of 17 August 2015, which is obsolete, with the rest of the article remaining unchanged.

Regarding the deletion of the report of the Chairman of the Board:

- to delete the 3rd paragraph of Article 17 I. of the Articles of Association in order to no longer refer to the report drawn up by the Chairman of the Board of Directors, as this report has been abolished by Ordinance No. 2017-1162 of 12 July 2017.

Regarding the reference to the Say on pay in determining the remuneration of the Chairman of the Board and the Chief Executive Officer:

- to amend the 1st paragraph of Article 17 I. of the Articles of Association as follows in order to bring it into line with the provisions of Article L. 22-10-16 of the French Commercial Code, with the rest of the article remaining unchanged:

"The Board of Directors shall elect from among its members a Chairman who shall be a natural person, failing which the appointment shall be null and void. The Board of Directors shall determine his or her remuneration, in accordance with the conditions provided for by the regulations. "

- to amend the 2nd paragraph of Article 19 II of the Articles of Association as follows in order to bring it into line with the provisions of Article L. 22-10-17 of the French Commercial Code, with the rest of the article remaining unchanged:

"When the Board of Directors chooses to separate the functions of Chairman and Chief Executive Officer, it appoints the Chief Executive Officer, sets the duration of his or her term of office, determines his or her remuneration under the conditions provided for by the regulations and, where applicable, sets the limitations on his or her powers. "

Regarding agreements not subject to authorisation

- to amend paragraph III of Article 21 of the Articles of Association as follows in order to update the references to the French Commercial Code cited following the recodification effected by Ordinance No. 2020-1142 of 16 September 2020, with the rest of the article remaining unchanged:

"Agreements relating to current operations and concluded under normal conditions and agreements concluded between two companies of which one holds, directly or indirectly, the entire capital of the other, where applicable, after deduction of the minimum number of shares required to meet the requirements of Articles 1832 of the French Civil Code or L. 225-1, L.22-10-1 and L.22-10-2 of the French Commercial Code, are not subject to the legal procedure for authorisation and approval. "

Regarding the agenda of the General Meeting

- to amend the last paragraph of Article 26 of the Articles of Association as follows in order to bring it into line with the provisions of Ordinance No. 2017-1386 of 22 September 2017, with the rest of the article remaining unchanged:

"When the meeting is called upon to deliberate on changes to the economic or legal organisation of the company on which the social and economic committee has been consulted pursuant to Article L. 2312-18 of the French Labour Code, the opinion of the latter shall be communicated."

Resolution Twenty-Eight - Powers for Formalities

The General Meeting gives full powers to the bearer of a copy or extract of these minutes to carry out all the filing and publication formalities required by law.

The Board of Directors

GenSight Biologics

Société Anonyme (public limited company) with a share capital of 1,149,431.93 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, 2021**

1. Approval of company's financial statements and consolidated financial statement of the year ended 31 December 2020 (first and second resolutions)

We ask you to approve the company's financial statements for the year ended 31 December 2020, showing a loss of 21,911,173 euros, as well as the consolidated financial statements for the year ended 31 December 2020 as presented, showing a loss (group's share) of 34,014,733 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 2020 to the carried forward account report, which thus increases its debit amount of (119,092,393) euros to a debit balance of (141,003,566) 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. Statutory Auditors' Special Report on regulated agreements and ratification of a new agreement (fourth resolution)

We ask you to ratify the agreement signed on June 1, 2020 referred to in Article L. 225-38 of the Commercial Code mentioned in the Statutory Auditors' Special Report on regulated agreements and which appears on the Company's website.

This agreement is the following:

- Type and purpose: Employment agreement
- Person concerned: Ms. Marie-Claude Holtz, appointed as Deputy Chief Executive Officer and Responsible Pharmacist of GENSIGHT BIOLOGICS on April 29, 2020, and appointed as Vice-President Quality on June 1, 2020.
- Terms and conditions: The Company concluded on June 1, 2020, a permanent employment agreement with Ms. Holtz when she was appointed as Vice-President

Quality. The agreement initially concluded on a part time basis of 80% had been increased to 100% on August 1, 2020, and the financial terms of the agreement were as follows:

Ms. Holtz, as Vice-President Quality, would receive gross annual fixed compensation (on a full time basis) of €125,000, plus a bonus of up to 30% based on the fulfillment of individual performance targets set by the Chief Executive Officer (30%) and company targets (70%) set by the Board on a proposal by the Compensation Committee.

- Reason justifying the interest of this agreement for the company: Ms. Holtz is not compensated for her duties as Deputy Chief Executive Officer and Responsible Pharmacist. By concluding an agreement concerning other duties, the Company will benefit from her Quality Assurance skills and offer Ms. Holtz social security cover which she did not receive in connection with her duties as corporate officer entrusted to her pursuant to the French Public Health Code.

It has been decided by the Board of directors that since it had not been possible to authorize the conclusion of said agreement in advance, it must be put to the vote of shareholders at their General Meeting, deciding on the basis of the Statutory Auditors' special report.

4. Mandates of directors (*fifth to seventh resolutions*)

We remind you that the mandates of the members of the Board of Directors of Mr. Michael WYZGA and of Mr. Bernard GILLY expire at the end of the next general meeting of shareholders. Upon the recommendation of the Appointments Committee, we propose that you renew them for a duration of three years each, or until the end of the meeting held in 2024 called upon to decide regarding the financial statements for the year elapsed.

Upon the recommendation of the Appointments Committee, we also suggest that you ratify the appointment, made on a provisional basis by the Board of Directors at its meeting on September 22, 2020, as director of Ms. Elsy BOGLIOLI, replacing Bpifrance Participations which resigned. Consequently, Mrs. Elsy BOGLIOLI would exercise her functions for the duration of her predecessor's term of office still to run, i.e. until the end of the General Meeting held in 2022 called to rule on the accounts for the past financial year.

Independence and parity

We inform you that the Board of Directors, on the advice of the Appointments Committee, considers that Mr. Michael WYZGA and Ms. Elsy BOGLIOLI can be qualified as independent in light of the criteria of independence of the Middledex 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.

However, the Board of Directors, on the advice of the Appointments Committee, considers that Mr. Bernard GILLY cannot be qualified as an independent member in light of the independence criteria of the Middledex Code.

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

- 6 independent members,
- 4 women and 4 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 2020 Universal Registration Document in paragraph 12.1.2.

5. Non-voting board members (*eighth resolution*)

We recommend that you renew Mr. José-Alain SAHEL, in quality of non-voting board member, for a duration of three years, expiring at the end of the meeting held in 2024 called upon to decide regarding the financial statements for the year elapsed, in accordance with the provisions of Article 17 VI of the statutes.

6. Annual fixed amount to be allocated to the members of the Board (*ninth resolution*)

Considering the appointment of a new independent member and on the proposal of the Compensation Committee, you are being asked to increase the annual fixed sum to be allocated to directors from 300,000 euros to 360,000 euros for the current financial year and until further decision.

7. Compensation policy of corporate directors (say-on-pay) (*tenth to fifteenth resolutions*)

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

Pursuant to Article L. 22-10-8 of the French Commercial Code, you are requested to approve the compensation policy of the Chief Executive Officer and / or any other executive corporate officer, as described in the report on the corporate governance included in the 2020 Universal Registration Document in paragraph 13.1.1 (more particularly in the introductory paragraph to 13.1.1 and in paragraphs 13.1.1.2 and 13.1.1.3).

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

Pursuant to Article L. 22-10-8 of the French Commercial Code, we ask you to approve the compensation policy of the Chairman of the Board of Directors, as described in the report on corporate governance included in the 2020 Universal Registration Document in paragraph 13.1.1 (more particularly in the introductory paragraph to 13.1.1 and to paragraph 13.1.1.1).

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

Pursuant to Article L. 22-10-8 of the French Commercial Code, we ask you to approve the remuneration policy for the members of the Board of Directors, as described in the report on corporate governance included in the 2020 Universal Registration Document in paragraph 13.1.1 (more particularly in the introductory paragraph to 13.1.1 and to paragraph 13.1.1.4).

- **Approval of the information referred to in I of article L.22-10-9 of the French Commercial Code (thirteenth resolution)**

Pursuant to Article L. 22-10-34 I of the Commercial Code, you are kindly asked to approve the information referred to in I of Article L.22-10-9 of the Commercial Code provided in the report on corporate governance set out in the 2020 Universal Registration Document, paragraphs 13.1.2 and seq.

- **Approval of the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid during the past financial year or allocated for the same financial year to Mr. Michael WYZGA, Chairman of the Board of Directors (fourteenth resolution)**

Pursuant to article L. 22-10-34 II of the French Commercial Code, you are kindly asked to approve the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the past financial year or attributed for the same financial year to Mr. Michael WYZGA, Chairman of the Board of Directors presented below:

<i>Elements of remuneration submitted to voting</i>	<i>Amounts paid during fiscal year 2020</i>	<i>Amounts allocated for 2020 or accounting valuation</i>	<i>Presentation</i>
Fixed remuneration	€120,000 <i>(amount paid in 2020 attributed to 2020)</i>		Amount set in accordance with the remuneration policy included in the 2020 Universal Registration Document, paragraph 13.1.1.1
Allocation of share subscription warrants (BSA)		€101,800 <i>(accounting valuation)</i>	20,000 BSA granted by the board of directors on November 22, 2020 using the authorisation of the General meeting of April 29, 2020 in its 22nd resolution. Subscription price : €0.35 Exercise price : €3.99

- **Approval of the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid during the past financial year or allocated for the same financial year to Mr. Bernard GILLY, Chief Executive Officer (twelfth resolution)**

Pursuant to Article L. 22-10-34 II of the French Commercial Code, you are kindly asked to approve the fixed, variable and components of the total remuneration and benefits of any kind paid during the past financial year or attributed for the same financial year to Mr. Bernard GILLY, Chief Executive Officer, presented below:

<i>Elements of remuneration submitted to voting</i>	<i>Amounts paid during fiscal year 2020</i>	<i>Amounts allocated for 2020 or accounting valuation</i>	<i>Presentation</i>
<i>Fixed remuneration</i>	€365,000 <i>(amount paid in 2020 attributed to 2020)</i>		Amount set in accordance with the remuneration policy included in the 2020 Universal Registration Document, paragraph 13.1.1.1

Elements of remuneration submitted to voting	Amounts paid during fiscal year 2020	Amounts allocated for 2020 or accounting valuation	Presentation
Variable annual remuneration	<p>€109,500</p> <p><i>(amount allocated for the 2019 financial year and paid in 2020, it being specified that this amount was approved by the General Meeting of April 29, 2020 in its twelfth resolution)</i></p>	<p>€182,500</p> <p><i>(amount allocated for the past financial year and payable in 2021, after the approval of the fifteenth resolution of the General Meeting of April 29, 2021)</i></p>	<p>Regarding the amount attributed to 2019 and paid in 2020: 60% of the objectives were achieved, bearing in mind that the objectives set for the year 2019 were composed for:</p> <p>20%: Corporate and Financial objectives 30%: Clinical strategic objective 20%: Strategic manufacturing objective 30%: Regulatory strategic objective</p> <p>Regarding the amount allocated for 2020 which would be paid in 2021: An achievement percentage of 110% of the objectives was noted, it being recalled that the objectives set for the year 2020 were composed for:</p> <p>70% Regulatory Strategic Objective 20% Corporate and Financial Objectives 10% Strategic Marketing Objective</p> <p>Mr. Gilly's variable compensation is capped at 50% of his fixed compensation, as described in the compensation policy in the 2020 Universal Registration Document, paragraph 13.1.1.2</p>

<i>Elements of remuneration submitted to voting</i>	<i>Amounts paid during fiscal year 2020</i>	<i>Amounts allocated for 2020 or accounting valuation</i>	<i>Presentation</i>
<i>Exceptional remuneration</i>		<p>€18,250</p> <p><i>(amount allocated for the past financial year and payable in 2021, after the approval of the fifteenth resolution of the General Meeting of April 29, 2021)</i></p>	<p>Allocation of an exceptional remuneration in the amount of 18,250 Euros with regards to the achievements of the executive management during the fiscal year 2020, which in particular respected the schedule for filing MA application in Europe despite the Covid context, refinanced in a Company significantly, in particular through a non-dilutive PGE (state-guaranteed loan), a private placement with leading investors and revenues derived from the granting of Temporary Authorisations for Use (ATU) in France.</p>

<i>Elements of remuneration submitted to voting</i>	<i>Amounts paid during fiscal year 2020</i>	<i>Amounts allocated for 2020 or accounting valuation</i>	<i>Presentation</i>
Attribution of free shares (AGA)		AGA= €1,822,800 <i>(Accounting valuation of instruments allocated for the past financial year)</i>	<p>Free allocation of 220,000 performance shares by the Board of Directors on January 28, 2020 using the authorisation of the General Meeting of April 12, 2018 in its 23rd resolution.</p> <p>The final grant should take place on January 28, 2022 subject to a condition of presence and the following performance conditions:</p> <p>Approval with the European Medicines Agency (EMA) of the application for market authorisation (MA) at the European level of the LUMEVOQ® (Performance Condition 1);</p> <p>Filing with the Food and Drug Agency (FDA) of the application for Biologics License Application (BLA) for LUMEVOQ® (Performance Condition 2).</p> <p>The vesting period would be followed by a one-year retention period.</p> <p>Free allocation of 270,000 shares by the Board of Directors on January 28, 2020 on the basis of the authorisation of the General Meeting of April 12, 2018 in its 23rd resolution.</p> <p>The final award took place on January 28, 2021.</p> <p>The vesting period is followed by a one-year retention period.</p>
Benefits in kind		€50,083 <i>(Accounting valuation)</i>	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 2020 Universal Registration Document.

<i>Elements of remuneration submitted to voting</i>	<i>Amounts paid during fiscal year 2020</i>	<i>Amounts allocated for 2020 or accounting valuation</i>	<i>Presentation</i>
<i>Elements of remuneration in connection with non-competition commitments</i>	No amount is submitted to voting		This commitment is described in paragraph 13.1.1.3 of the 2020 Universal Registration Document.

8. Proposal to renew the authorisation concerning the implementation of the share buyback program (sixteenth resolution) and concerning the capital reduction by cancellation of self-held shares (seventeenth resolution)

We propose to you, under the terms of the sixteenth 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 authorisation would put an end to the authorisation given to the Board of Directors by the General Meeting of the 29th of April 2020 in its thirteenth resolution of ordinary nature.

The acquisitions could be carried out 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 accordance with practices authorised by regulations, it being specified that in this context, the number of shares taken into account to calculate the aforementioned limit corresponds to the number of shares purchased, minus any shares resold,
- retain the shares purchased and subsequently tender them in exchange or as payment in the context of any external growth transactions,
- hedge stock option plans and/or plans for the free allocation of shares (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), under the company's profit-sharing scheme and/or all other forms of share allocation to group employees and/or corporate officers,
- hedge securities granting entitlement to company shares under current regulations,
- cancel any shares purchased, in accordance with the authorisation granted or to be granted by the Extraordinary General Meeting.

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 authorisation of the general meeting, the Board cannot make use of this authorisation 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 25 euros per share and accordingly the maximum amount of the operation at 51,874,575 euros.

As a consequence of the cancellation objective, we recommend that you authorize the Board of Directors, under the terms of the seventeenth resolution, for a period of 24 months, to cancel, on its sole decisions, in one or several instalments, within the limit of 10% of the capital, calculated on the day of the cancellation decision, less any shares canceled during the last 24 months preceding, the shares that the company holds or may to hold as a result of the redemptions carried out in Article L. 22-10-62 of the French Commercial Code and to reduce the share capital accordingly in accordance with the legal and regulatory provisions in force.

The Board may not, except with prior authorisation by the general shareholders' meeting, use this authorisation during a public offer period initiated by a third party targeting the company's shares, until the end of the offer period.

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 the company's activities.

Therefore, you will be asked to renew the financial delegations arriving at maturity being reminded that the delegation to increase the capital with cancellation of the preferential subscription right for the benefit of categories of persons, conferred by the General Meeting of April 29, 2020 in its nineteenth extraordinary resolution was used in June 2020 by the issue of 116,550 ordinary shares with a nominal value of €0.025 each, in October 2020 by the issue of 5,954,650 ordinary shares with a nominal value of € 0.025 each, as well as in March 2021 through the issue of 4,477,612 ordinary shares with a nominal value of € 0.025 each. Regarding the state of delegations in progress, the 2020 Universal Registration Document in paragraph 19.1.6 contains the table of delegations and authorisations 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 Delegation of authority to be given to the Board of Directors to increase the capital by incorporation of reserves, profits and/or premiums (*eighteenth resolution*)

The delegations of authority in the matter expire this year and have not been used.

We ask you to give to the Board of Directors, for a further period of 26 months, the competence to decide to increase the share capital, in one or more occasions, at the times and in accordance with the terms and conditions it shall determine, by incorporation into the capital of reserves, profits, premiums or other sums whose capitalisation would be permitted, by the issue and free allocation of shares or by increasing the nominal value of the existing ordinary shares, or by a combination of both these methods.

The amount of capital increase under this delegation may not exceed the nominal amount of 100% of the share capital on the date of the General Meeting. This amount would not include the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual stipulations providing for other methods of preservation, the rights of holders of rights or securities giving access to the Company's capital.

This cap would be independent of all the ceilings provided for in the other resolutions of this Meeting.

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

This delegation would cancel out, up to the unused portion, if applicable, any previous delegation for the same purpose.

9.2 Delegation of authority to issue ordinary shares and / or securities with maintenance and cancellation of the preferential subscription rights benefiting categories of persons

The delegations of authority in the matter expire this year.

We recommend that you renew the delegations of authority with a view to conducting the capital increases by cash contribution with maintenance and cancellation of the preferential subscription rights benefiting categories of persons.

These delegations have the purpose of granting full latitude to the Board of Directors to issue, at times of its choice:

- 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.

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.

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

9.2.1 Delegation of authority to be given to the Board of Directors to issue ordinary shares giving access, where applicable, to ordinary shares or to the issuance of debt securities (in the company or in a group company), and/or securities giving access to ordinary shares (in the company or in a group company), with maintenance of the preferential subscription right (nineteenth resolution)

The current delegation of the same nature which is expiring has not been used.

Under this delegation, the issues would be carried out with maintenance of the shareholders' preferential subscription right.

We propose to set the maximum overall nominal amount of ordinary shares that may be issued under this delegation at 50% of the share capital as at the date of this Meeting.

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

We propose to set the nominal amount of debt securities on the Company that may be issued by virtue of this delegation at € 50,000,000.

This cap referred to above would be independent of all the ceilings provided for in the other resolutions of this Meeting.

The issue (s) of ordinary shares or securities giving access to the capital would preferably be reserved for shareholders who may subscribe on an irreducible basis. If the irreducible subscriptions, and if applicable the reducible subscriptions, have not absorbed the entire issue the Board of Directors may use the following options:

- limit the amount of the issue to the amount of the subscriptions, within the limits provided by the regulations,
- freely distribute all or part of the unsubscribed securities,
- offer all or part of the unsubscribed securities to the public,

The issuance of Company share subscription warrants could be carried out by subscription offer, but also by free allocation to the owners of existing shares, it being specified that the Board of Directors would have the option of deciding that the allocation rights forming fractional shares would not be negotiable and that the corresponding securities will be sold.

The Board of Directors would have, within the limits set above, the necessary powers, in particular to set the conditions of the issue (s) and determine the issue price, if applicable, record the completion of the resulting capital increases, amend the articles of association with the corresponding modifications, charge, at its sole initiative, the costs of the capital increases against the amount of the related premiums and deduct from this amount the sums necessary to bring the legal reserve up to one tenth of the new capital after each increase and, more generally, to do whatever is necessary in this regard.

The term of validity of this delegation would be set at twenty-six months; it would supersede the unused portion of any previous delegation for the same purpose, if any.

9.2.2 Delegation of authority to be given to the Board of Directors to issue ordinary shares giving access, where applicable, to ordinary shares or to the issuance of debt securities (in the company or in a group company), and/or securities giving access to ordinary shares (in the company or in a group company), with cancellation of the preferential subscription right benefiting categories of persons meeting specified characteristics (twentieth resolution)

The current delegation for the same purpose which expires was used in the proportions indicated in the introduction to paragraph 9 above.

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 attributed the global nominal amount of shares to be issued set in the twenty-sixth resolution of extraordinary nature of this General Meeting at 75% of the existing capital as of the date of this Meeting (nominal amount).

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

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.

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.

9.2.3 Authorisation to increase the amount of the issues (*twenty- first resolution*)

We recommend, within the context of the delegations with maintenance and cancellation of the preferential subscription right described above (nineteenth and twentieth resolutions), and within the context of the delegations with cancellation of the preferential subscription right by public offer and private placement, subject to the fifteenth and seventeenth resolutions of the General Meeting of April 29, 2020, 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.

10. 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-sixth resolution of extraordinary nature of this General Meeting at 75% of the existing capital as of the date of this Meeting (nominal amount).

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.

Hence, the Board of Directors would have all the necessary powers, in the conditions laid down by law and as provided for above, to issue BSA, BSAANE, and / or BSAAR and more generally to do whatever is necessary in such matters.

The Chairman of the Board of Directors will not take part in the vote on this resolution.

11. Authorisations and delegation in terms of employee shareholding

To enable the pursuit of an incentive-based employee shareholding policy likely to consolidate the development of the company, we suggest that you renew the authorisations for stock options and free shares.

In addition, in application of the regulations, we are obliged to ask you to decide on a delegation for the benefit of employees who are members of a company saving plan (PEE).

11.1 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 extraordinary nature of this General Meeting at 75% of the existing capital as of the date of this Meeting (nominal amount).

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 may or may not implement this delegation, take all measures and carry out all necessary formalities in such cases.

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

11.2 Authorisation to be given to the Board of Directors to grant share subscription and/or purchase options to salaried staff members (and/or certain corporate officers) (twenty-fourth resolution)

We recommend that you authorise the Board of Directors, for a 38-month period, to grant, on one or more instalments, options for the subscription of new shares of the company to be issued as a capital increase. or the purchase of existing shares of the company for the benefit of employees, some of them, or certain categories of staff of the company GENSIGHT BIOLOGICS and, where applicable, companies or economic interest groups that are related and some corporate officers.

The total number of options, which may be granted by the Board of Directors pursuant to this authorisation hereof may not give right to the subscription or the purchase of a number of shares higher than 5 % of the existing share capital as at the date of this Meeting, it being specified that this cap shall be imputed to the global cap set in the twenty-sixth resolution of extraordinary nature of this General Meeting at 75% of the existing capital as of the date of this Meeting (nominal amount).

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

Hence, the Board would have, within the limits set above, full powers notably to set the conditions and procedures for the allocation of the options and in general doing everything necessary in such matters.

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

11.3 Authorisation to be given to the Board of Directors to allocate free shares to salaried staff members and/or certain corporate officers (twenty-fifth resolution)

We ask you to renew the authorisation 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, L. 225-197-2 and L.22-10-59 of the Commercial Code, in favour:

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

The total number of shares, which may be allocated on a free of charge basis pursuant to this authorisation hereof may not be higher than 5 % of the existing share capital as at the date of this Meeting, it being specified that this cap shall be imputed to the global cap set in the twenty-sixth resolution of extraordinary nature of this General Meeting at 75% of the existing capital as of the date of this Meeting (nominal amount).

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 authorisation 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 of allocation of shares, and generally do within the framework of the legislation in force, all that the implementation of this authorisation 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.

12. Overall limitation of the caps of the delegations and authorisations provided for in the 20th and 22nd to 25th resolutions of this Meeting, as well as in the 15th to 17th and 21st resolutions of the General Meeting of 29 April 2020 (twenty-sixth resolution)

We propose that you set at 75% of the existing share capital on the date of this Meeting, the total nominal amount of the shares likely to be issued, immediately or in the future, under:

- the 20th and 22nd to 25th resolutions of this General Meeting (delegation with cancellation of preferential subscription rights in favor of categories of persons, delegation with a view to issuing BSA / BSAANE / BSAAR in favor of categories of persons, delegation in favor of members of a PEE, authorisations for stock options and free shares),
- as well as to the 15th to 17th and 21st resolutions of the General Meeting of April 29, 2020 (delegations with cancellation of the preferential subscription right by public offer, in remuneration of a public exchange offer and by private placement, and delegation with a view to remunerating contributions in kind),

it being specified that to this amount shall be added, if applicable, the nominal amount of the capital increase required to preserve, in accordance with the law and, if applicable, with the contractual provisions providing for other methods of preservation, the rights of the holders of rights or securities giving access to the Company's capital.

In addition, we suggest that you set the total nominal amount of debt securities on the Company at 50,000,000 euros that may be issued by virtue of:

- the 20th resolution of this Meeting (delegation with cancellation of preferential subscription rights in favor of categories of persons) and,
- the 15th to 17th resolutions of the General Meeting of April 29, 2020 (delegations with cancellation of preferential subscription rights by public offer, in consideration of a public exchange offer and private placement).

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

You are asked to harmonize the articles of association with the current regulations, and to delete an obsolete paragraph, with the following modifications:

Regarding the update of Article 14 concerning voting rights:

Updating of a textual reference

Following the recodification carried out by Ordinance n ° 2020-1142 of September 16, 2020, we suggest that you aim at article 14 of the bylaws: article L.22-10-46 of the Commercial Code instead of article L.225-123 of the said Code.

Deletion of an obsolete paragraph

We suggest to delete the second paragraph of Article 14 of the bylaws on the consequence of the consolidation of shares decided by the Extraordinary General Meeting of August 17, 2015, which is obsolete.

Regarding the deletion of the report of the Chairman of the Board:

We propose the deletion of the 3rd paragraph of article 17 I. of the bylaws in order to no longer refer to the report drawn up by the Chairman of the Board of Directors, because this report was deleted by Ordinance No. 2017-1162 of July 12, 2017.

Regarding the reference to the Say on pay in determining the remuneration of the Chairman of the Board and the Chief Executive Officer:

We suggest to modify Articles 17 I. and 19 II of the bylaws in order to refer to the regulations in force and in particular to the say on pay concerning the fixing of the Chairman of the Board and the Chief Executive Officer remuneration by the Board of Directors.

Regarding agreements not subject to authorisation

We suggest to update the references to the Commercial Code referred to concerning the agreements concluded with 100% subsidiaries appearing in Article 21 of the Articles of Association following the recodification made by Ordinance No. 2020-1142 of September 16, 2020.

Regarding the agenda of the General Meeting

We suggest to modify the article 26 of the articles of association in order to refer to the social and economic committee (instead of the works council) and to update the cited text reference.

The Board of Directors invites you to approve through your vote the text of the resolutions submitted to your approval, except for the 23rd resolution (delegation in favor of members of a company savings plan), which it recommends to reject.

THE BOARD OF DIRECTORS

PARTICIPATE IN THE GENERAL MEETING

WARNING – GM HELD BEHIND CLOSED DOORS

(*) Warning - COVID-19: In the context of the Covid-19 epidemic and the administrative measures taken to limit or even prohibit travels and collective gatherings for health reasons, the organizational arrangements and shareholder participation at the Annual General Meeting to be held on April 29, 2021 have changed.

In accordance with article 4 of Ordinance 2020-321 of March 25, 2020 extended and amended and with Decree n ° 2020-418 of April 10, 2020 extended and amended, the general meeting of the company of April 29, 2021, by decision of the Chief Executive Officer acting on delegation from the Board of Directors, will be held behind closed doors, without the presence of the shareholders and other persons entitled to attend, either physically or by conference call or audiovisual.

Shareholders may vote by mail or give proxy, using the voting form provided for this purpose available in the section dedicated to the 2021 general meeting on the Company's website www.gensight-biologics.com. These means of participation made available to shareholders are now the only ones possible.

The Meeting will be broadcast live on April 29 at 9:00 am CEST by webcast and conference call in French on the Company's website (www.gensight-biologics.com). A replay will be available at the end of the Meeting within the time limit provided for by the regulations.

Shareholders are invited to regularly consult the section dedicated to the 2021 general meetings on the Company's website www.gensight-biologics.com.

Rules for “participation” to the General Meeting

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, 2021** 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.

Any shareholder who has already cast his vote remotely, sent a proxy or requested his admission card or a participation certificate (under the conditions specified below) may at any time sell all or part of his shares. However, if the transfer of ownership takes place before **April 27, 2021** at midnight, Paris time, the company will invalidate or modify accordingly, as the case may be, the vote cast remotely, the proxy, the admission card or the certificate of participation. To this end, its intermediary will notify the transfer of ownership to the company or its agent and will provide it with the necessary information. No transfer of ownership made after **April 27, 2021** at midnight, Paris time, regardless of the means used, will be notified by the intermediary or taken into consideration by the company, notwithstanding any agreement to the contrary.

Special arrangements for "participation" in the general assembly in the context of a health crisis

In accordance with article 4 of Ordinance 2020-321 of March 25, 2020 extended and amended and Decree No. 2020-418 of April 10, 2020 extended and amended, the Combined General Meeting of the company of April 29, 2021, on decision of the Chief Executive Officer acting upon delegation from the Board of Directors, will be taken without the shareholders and other persons entitled to attend being present, either physically or by conference call or audiovisual.

Consequently, shareholders will not be able to attend the meeting physically, nor be physically represented by another person. No admission card will therefore be issued and those that may have been issued will be invalidated.

The Meeting will be broadcast live by webcast and conference call in French on the Company's website (www.gensight-biologics.com). A replay will be available after the Meeting within the time limit provided for by the regulations.

Shareholders may choose one of the following three possibilities:

- a) Send a proxy to the company without indicating the mandate;
- b) Postal voting;
- c) Give a proxy to the person of their choice under the conditions of Articles L. 225-106 and L.22-10-39 of the French Commercial Code (mandate to a third party), it being specified that, in this case, the agent will have to vote by correspondence for this power.

In accordance with the provisions of article 7 of decree n ° 2020-418 of April 10, 2020, amended and extended, a shareholder who has already either expressed his or her vote by mail, sent a proxy or requested an admission card or a certificate of participation, may choose another means of participation in the General Meeting provided that his or her instruction to this effect reaches the Company within the time required for the new mode of participation chosen. The previous instructions received will then be cancelled.

The voting form provided to vote or vote by proxy is downloadable from the Company's website (www.gensight-biologics.com).

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 26, 2021** at the latest.

Where a shareholder appoints a proxy representative, he/she can notify such appointment by sending the signed, scanned form by mail to the aforementioned address or by electronic transmission to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. at least on the fourth day preceding the date of the general meeting, i.e. no later than **April 25, 2021**.

The proxy will not be able to physically attend the Meeting. He must necessarily send his instructions for the exercise of the proxy he has, to the company or its authorized intermediary by electronic transmission at the following address: paris.bp2s.france.cts.mandats@bnpparibas.com, using the form in the form of a postal vote, no later than the fourth day preceding the date of the meeting, i.e. no later than **April 25, 2021**.

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 must send to the following address ir@gensight-biologics.com, a new certificate justifying the inclusion of the shares in the same accounts, on the second working day preceding the Meeting at midnight, Paris time.

Obtain the documents relating to the General Meeting

The preparatory documents for the general meeting provided for by Article R. 22-10-23 of the French Commercial Code are available online on the company's website (www.gensight-biologics.com) as from the twenty-first day prior to the general meeting.

It is specified that the full text of the documents intended to be presented to the meeting in accordance in particular with Articles L. 225-115 and R. 225-83 of the Commercial Code will be made available at the head office.

From the date of the convocation and until the fifth day inclusive before the meeting, any shareholder may ask the company to send him the documents and information mentioned in Articles R. 225-81 and R. 225-83 of the Commercial Code, until " on the fifth day inclusive

before the meeting, preferably by email to the following address: ir@gensight-biologics.com. Shareholders are invited to indicate in their request the email address to which these documents may be sent to you so that the Company can validly send them said documents by email in accordance with Article 3 of Ordinance No. 2020- 321 of March 25, 2020 amended and extended. Bearer shareholders must justify this status by sending an account registration certificate.

Written questions

Any shareholder may address written questions to the Chairman of the Board of Directors of the company, in accordance with the provisions of article R. 225-84 of the French Commercial Code. These written questions should be sent by electronic telecommunication to the following address: ir@gensight-biologics.com (or by registered letter with acknowledgment of receipt sent to the head office) and be received until the second working day preceding the date of the general meeting, i.e. **April 27, 2021**,. They must be accompanied by an account registration certificate.

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

GENSIGHT BIOLOGICS

A French Société Anonyme (corporation)

with share capital of 1,149,431.93 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, 2021.

In _____, Date: / / 2021

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 2020-321, 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