



**CONVENING OF THE EXTRAORDINARY GENERAL MEETING
ON JANUARY 10, 2024**

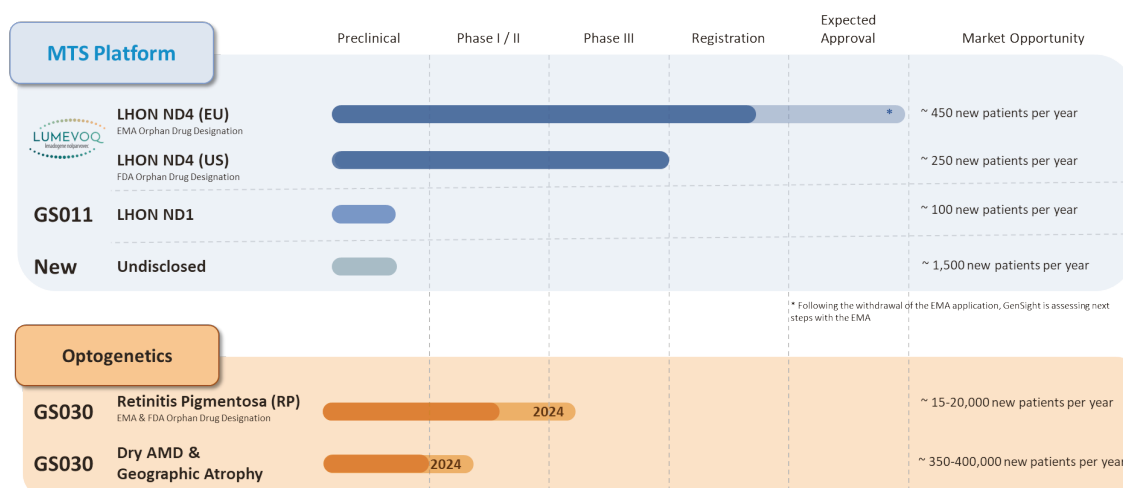
GENSIGHT BIOLOGICS
A French *Société Anonyme* (corporation)
with share capital of 1,632,726.83 euros
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SUMMARY OF THE COMPANY'S SITUATION

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. GenSight Biologics' lead product candidate, LUMEVOQ® (GS010; lenadogene nolparvovec), is an investigational compound and has not been registered in any country at this stage; a marketing authorization application is currently under review by the EMA for the treatment of Leber Hereditary Optic Neuropathy (LHON), a rare mitochondrial disease affecting primarily teens and young adults that leads to irreversible blindness. 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. LUMEVOQ® (GS010; lenadogene nolparvovec), is an investigational compound in Phase III prior to the filing of a Market Authorisation Application in Europe, in the United-States and in the United Kingdom, notably.



I. Summary of the situation during the past financial year

Consolidated Financial Situation

The Company's **operating income** reduced by 36.9% to €4.9 million in 2022 from €7.7 million in 2021. This decrease was essentially driven by a single quarter of revenues generated in 2022 by LUMEVOQ® in France through the supply of named patient Temporary Authorizations for Use ("*ATU nominative*"), compared to a full year of revenues generated in 2021, following manufacturing issues at the Company's partner leading to all available vials being used up in March 2022. These revenues amounted to €2.6 million in 2022 compared to €5.3 million a year earlier. The Company expects to resume supply of AAC (*Autorisation d'Accès*

Compassionnel, or Early Access Authorisation, former ATU) in France in Q4 2023 as soon as the product becomes available.

The Company also generated research tax credit (*Crédit d'Impôt Recherche* or CIR), amounting to €2.2 million in 2022 compared to €2.4 million in 2021. This evolution stems directly from the preparation for commercial launch of LUMEVOQ® which expenses are not eligible to CIR.

Research and development expenses decreased by 15.6% year-on-year amounting to €19.3 million in 2022 compared to €22.9 million in 2021. While Phase III clinical trials of LUMEVOQ® – RESCUE, REVERSE and REFLECT – are now completed and patients entered long term follow-up, the Company maintains its efforts in Chemistry, Manufacturing and Controls (CMC) activities to ensure manufacturing readiness to commercialize under Good Manufacturing Practices (GMP) and notably the production of validation batches as required for a Marketing Authorisation Application (MAA) of LUMEVOQ® in Europe and in the United-States.

The PIONEER Phase I/II Clinical trial for GS030 continued throughout 2022 showing a good safety profile and encouraging efficacy signals. The Company is now recruiting an extension cohort at the highest dose.

Sales and marketing expenses sharply increased by 45.3% over the period amounting to €8.0 million in 2022 from €5.5 million in 2021 reflecting the ramp up of key strategic marketing and market access activities in preparation for a commercial launch of LUMEVOQ® in Europe. The Company also built its local presence in the main European countries, France, Germany, the United Kingdom, Italy and Spain by setting up local commercial affiliates.

General and administrative expenses significantly reduced by 27.7% year-on-year amounting to €5.4 million in 2022 compared to €7.4 million in 2021. This decrease was mainly driven by a reversal of share-based payment non-cash expenses, due to the cancellation of performance shares plans whose conditions were not met timely due to the manufacturing issues at the Company's partner in the United States. The entirety of plans granted in 2020 and 2021 to management were voided in 2021 and 2022.

This decrease was partially offset by a significant increase in professional fees, mainly legal fees in the context of financing transactions and strategic opportunities conducted in 2022, as well as communication fees related to corporate communication and investor relations efforts in 2022.

The Company's **operating loss** was stable in 2022 amounting to €27.8 million compared to €28.1 million in 2021. Excluding share-based compensation (IFRS2) non-cash expenses, the adjusted operating loss amounted to €31.2 million in 2022 compared to €23.3 in 2021.

The **financial profit** in 2022 amounted to €0.2 million compared to a loss of €(0.5) million in 2021. The amount in 2022 was essentially composed of a non-cash financial gain related to the change in derivative financial instrument fair value of the Kreos bond financing, fully repaid in December 2022. This financial gain was offset by interest expenses attached to the

Kreos bond and the state-guaranteed loan (*Prêt Garanti par l'État* or PGE) based on the effective interest rate.

The Company also recorded foreign exchange gains and losses primarily driven by the purchase of services denominated in U.S. dollars. The net foreign exchange result in 2022 was a gain of €0.6 million.

The Company's **net loss** in 2022 amounted to €27.6 million compared to €28.6 million in 2021. The average weighted number of shares increased to 46.3 million in 2022 from 45.2 million in 2021 leading the loss per share to decrease by 5.9% to €(0.60) in 2022 from €(0.63) in 2021. Excluding both share-based compensation (IFRS2) and financial Kreos-related (IFRS9) non-cash expenses, the adjusted net loss amounted to €32.7 million in 2022 compared to €24.0 in 2021.

Net cash flows from operating activities amounted to €(33.8) million in 2022 compared to €(17.1) million a year earlier, primarily as a result of a single quarter of revenues generated by LUMEVOQ® in France through ATUs in 2022, as well as building the commercial infrastructure and preparing for the launch of LUMEVOQ® in Europe.

The change was also derived from a significant increase in working capital, amounting to €4.8 million in 2022 compared to €(3.9) million in 2021. This significant change was due to increased prepaid expenses, mainly in manufacturing activities, and no trade receivables at closing in 2022.

Net cash flows from investment activities amounted to €0.2 million in 2022 compared to €(16) thousand in 2021, mainly driven by the activity of the Company's liquidity contract.

Net cash flows from financing activities amounted to €0.1 million in 2022, reflecting the net proceeds from the convertible note with Heights Capital in December for €10.8 million offset by the amortized repayment of the state-guaranteed loan (*Prêt Garanti par l'État* or PGE) for €3.6 million and the full repayment of the bond financing from Kreos for €4.2 million, as well as the payment of interest on these debts and related to IFRS16 standard application for €1.9 million, and the repayment of obligation under finance leases for €0.9 million.

In 2021, these financing activities amounted to €23.7 million in 2021, reflecting the net proceeds from the private placement in March for €28.1 million partially offset by the amortized repayment of the state-guaranteed loan (*Prêt Garanti par l'État* or PGE) and the bond financing from Kreos.

Cash and cash equivalents totaled €10.6 million as of December 31, 2022, compared to €44.3 million as of December 31, 2021. The amounts of expected future cash flows related to the reimbursement of our financial debts were €3.4 million at less than one year and €14.5 million at more than one year.

Following the withdrawal of its Marketing Authorisation Application with the European Medicines Agency (EMA) in April 2023, the Company has taken measures aimed at significantly reducing its operating cash burn from 2023 onwards, thereby extending its current cash runway through June 2023, while negotiating a limited bridge financing with certain existing and new investors with a view to bridge beyond the results of the validation campaign expected in Q3 2023, which in turn would trigger the €12 million Tranche B of the EIB loan and extend the Company's cash runway to the end of 2023. In parallel, the Company is advancing a number of discussions with possible partners on strategic opportunities, including a merger or acquisition.

Clinical Results and Publications

On January 24, 2022, the Company reported that Leber Hereditary Optical Neuropathy (LHON) subjects treated with LUMEVOQ® continued to experience significantly improved vision four years after a single injection of the gene therapy. The findings come from RESTORE (CLIN06), the long-term follow-up study to which participants in the RESCUE and REVERSE Phase III pivotal trials were invited.

When RESTORE subjects enrolled in the study, 2 years after the one-time injection, they had already experienced clinically meaningful improvements relative to the lowest point (the "nadir") of their best corrected visual acuity (BCVA): +18.8 ETDRS letters equivalent* in their LUMEVOQ®-treated eyes and +17.3 letters equivalent in their sham-treated eyes. Four years after treatment, the bilateral improvement from nadir was sustained, with LUMEVOQ®-treated eyes achieving a mean improvement against nadir of +22.5 letters equivalent and sham-treated eyes demonstrating a mean improvement of +20.5 letters equivalent.

The impact of such results on patients is demonstrated by increases in the self-reported quality of life (QoL) scores at Year 4 vs. baseline. Mean overall QoL increased by a clinically meaningful magnitude relative to baseline, driven by clinically meaningful increases in the sub-scores corresponding to mental health and the ability to carry out activities autonomously (e.g., role difficulties, dependency, near and far activities, general vision).

On May 19, 2022, the Company announced that the highly-regarded Journal of Neuro-Ophthalmology has published a qualitative study to explore the impact of Leber Hereditary Optic Neuropathy (LHON) on patients and their relatives. The study was featured in a paper published on the journal's website titled, *"The Impact of Leber Hereditary Optic Neuropathy on the Quality of Life of Patients and Their Relatives: A Qualitative Study"*. It is the first of its kind to explore this condition and its impact for patients and relatives in four different countries.

The study determined that the impact of LHON extends beyond vision-related activity limitations, while addressing its psychosocial impact. It concluded that helping patients and their relatives adapt and cope with vision loss is vital. An accurate and timely diagnosis for patients is also crucial to address these issues and also to allow for early intervention.

Participants reported feeling devastated by the diagnosis of LHON after a lengthy and worrisome diagnostic journey. They were also frustrated by the loss of autonomy that affected

their relatives. Participants described challenges across several domains: physical capabilities, emotional well-being, interpersonal relationships, work and studies, finances, and recreational activities.

Additionally, the study determined that despite residing in different countries, LHON patients and their relatives described similar experiences in the four areas of focus in this study. These areas include (1) experience leading to the point of diagnosis; (2) impact of their condition on various aspects of life; (3) perceptions about treatment; and (4) expectations toward future therapies.

On July 20, 2022, the Company reported that after 5 years of follow-up, Leber Hereditary Optical Neuropathy (LHON) subjects treated with LUMEVOQ® (GS010) continued to experience significantly improved vision as a result of a one-time injection of the gene therapy treatment. Compared to the trend in vision observed among untreated patients, the findings are a significant divergence from the natural outcomes of LHON.

The data from RESTORE (CLIN06), the long-term follow-up study to which all participants in the RESCUE and REVERSE Phase III pivotal trials were invited, also continue to show that the treatment is well-tolerated over the 5-year follow-up period.

5 years' data on efficacy and safety shows substantial durability evidence and is more extensive than what is typically submitted in a data package for a gene therapy.

Responder analyses at Year 5 indicate that improved BCVA was a benefit for a substantial proportion of the study participants. 71.0% of RESTORE subjects achieved Clinically Relevant Recovery (CRR) against nadir 5 years after treatment, and 80.7% of them had on-chart vision (BCVA \leq 1.6 LogMAR) in one or both eyes.

On November 17, 2022, the Company announced that the highly regarded neurology journal BRAIN has published efficacy and safety findings at 1.5 Year post-treatment in ND4-LHON patients treated with lenadogene nolparvovec (LUMEVOQ®) from the REFLECT Pivotal clinical trial.

The REFLECT results, whose topline findings were announced by the company on June 30, 2021, show statistically significant visual acuity improvement in ND4-LHON patients from baseline in LUMEVOQ® treated eyes, with an additional effect for bilaterally injected patients in comparison with a unilateral treatment. A good safety profile was observed and was comparable in unilaterally and bilaterally treated patients demonstrating the positive outcome of bilateral injections of LUMEVOQ®.

On December 15, 2022, the Company announced the publication of a peer-reviewed article in the journal Ophthalmology and Therapy highlighting updated efficacy results from a pooled analysis of four Phase 3 studies showing an improvement in visual acuity in ND4-LHON patients treated with lenadogene nolparvovec (LUMEVOQ®).

The article, entitled "*Indirect Comparison of Lenadogene Nolparvovec Gene Therapy Versus Natural History in Patients with Leber Hereditary Optic Neuropathy Carrying the m.11778G>A MT-ND4 Mutation*", incorporates data from the latest Phase 3 trial REFLECT, increasing the number of treated patients from 76 to 174 since the previously published pooled analysis. A

group of 208 matched patients from natural history studies was used as an external control group.

The inclusion of REFLECT data permits outcomes in bilaterally treated eyes to be compared to those of patients treated unilaterally. When adjusted for covariates, the bilateral intravitreal injection (IVT) data presented in the article showed an improvement of +22.5 ETDRS letters versus natural history, as compared to an improvement of +17.5 ETDRS letters versus natural history for the unilateral IVT. Bilateral IVT also had an on-chart response rate of 79.2% compared to 67.0% for those with the unilateral IVT.

Overall, the patients with LUMEVOQ® showed a clinically significant and sustained improvement in their visual acuity when compared to the natural history patients. Mean improvement versus natural history was +15 ETDRS letters up to 3.9 years after treatment ($p < 0.01$). At 4 years (48 months) after vision loss, the majority of treated eyes were on-chart compared to less than half of natural history eyes (89.6% versus 48.1%) ($p < 0.01$). When adjusted for covariates of interest (gender, age of onset, ethnicity, and duration of follow-up), the estimated mean gain was - 0.43 logMAR (+ 21.5 ETDRS letters equivalent) versus natural history at last observation ($p < 0.0001$). Thus, the treatment effect remained highly clinically significant when controlling for potential confounding factors.

The evolution of natural history eyes showed an absence of recovery throughout the entire follow-up period, with a plateau up to 36 months followed by a slow decline. By contrast, eyes treated with LUMEVOQ® showed a progressive, continuous and sustained improvement between 12 and 52 months after vision loss.

On February 13, 2023, the Company announced favorable safety data and encouraging efficacy signals at 1-year post-gene therapy administration for the PIONEER Phase I/II clinical trial evaluating GS030 for the treatment of retinitis pigmentosa (RP) in 9 patients, with a follow-up up to 4 years ($n=1$).

RP is a genetic blinding disease that affects between 15,000 and 20,000 new patients each year in the US and the EU for which there is currently no treatment. PIONEER is a first-in-human, multi-center, open-label dose escalation clinical trial evaluating the safety and tolerability of GS030, an optogenetic treatment candidate combining an AAV2-based gene therapy (GS030-DP) with the use of light-stimulating goggles (GS030-MD) in patients with end-stage RP. This therapeutic approach is independent of the causal mutation and therefore applicable to potentially all patients suffering from end-stage RP.

Three cohorts of three patients each were administered one of three doses of GS030-DP (5e10 vg; 1.5e11 vg; 5e11 vg) via a single intravitreal injection in their worst affected eye (i.e., the least-seeing eye). A Data Safety Monitoring Board (DSMB) reviewed the safety data of all treated subjects in each cohort and made recommendations before the extension cohort was enrolled. Based on the good safety profile of GS030, the DSMB recommended selecting the highest dose (5e11 vg) for the extension cohort where patients are currently being recruited.

The safety and tolerability results in the first three completed cohorts recorded only mild and moderate (grade 1 and 2) ocular adverse events (AEs) but no severe (grade 3) AEs, with a follow-up up to 4 years ($n=1$). The most common ocular AEs were mild intraocular

inflammation responsive to corticosteroid treatment. Intraocular inflammation occurred in 70% of patients and resolved without sequelae in all patients.

The first use of GS030-MD was performed 8 weeks after injection under medical supervision and the light-stimulating goggles were well tolerated. Subjects performed multiple training sessions in parallel to scheduled study visits.

The patients from the highest dose cohort have reached 1-year post-gene therapy administration, enabling the assessment of efficacy signals at one year for the 3 cohorts. Encouraging signs of efficacy at 1 year were demonstrated in some patients after GS030 optogenetic treatment with a vision that improved from being barely able to perceive light before treatment to being able to locate and count objects, with the best results at the highest dose.

On March 9, 2023, the Company announced the publication of a peer-reviewed article in the renowned American Journal of Ophthalmology focusing on pooled safety data from the 5 clinical studies with lenadogene nolparvovec (LUMEVOQ®). This analysis constitutes the largest cohort of *ND4*-LHON patients studied after gene therapy treatment. It confirms the good overall safety profile of the product in terms of systemic and ocular tolerability, humoral and cellular immune response and highlights a comparable safety profile for unilaterally and bilaterally treated patients.

On March 13, 2023, the Company reported topline efficacy and safety results at 3 years post-treatment administration in the REFLECT Phase III clinical trial with LUMEVOQ® (lenadogene nolparvovec). The results show sustained efficacy and favorable safety for bilateral intravitreal injection of the gene therapy with a statistically significant visual acuity improvement from baseline in both treated eyes, showing an additional benefit of a bilateral injection compared to a unilateral injection.

On March 15, 2023, the Company announced that efficacy and safety data from patients with Leber Hereditary Optic Neuropathy carrying the *ND4* mutation (*ND4*-LHON) treated with lenadogene nolparvovec (LUMEVOQ®, GS010) through early access programs (EAP), were presented at the 49th Annual Meeting of the North American Neuro-Ophthalmology Society (NANOS). The data were collected from EAPs across the US, France, Italy, and the UK.

Lenadogene nolparvovec was made available through EAPs in the respective countries based on unsolicited requests from clinicians and patients and authorized for use by local regulations. Between August 2018 and March 2022, 63 *ND4*-LHON patients received intravitreal injections of lenadogene nolparvovec, with 67 percent of patients receiving injections in both eyes (bilateral treatment), while 33 percent of patients received an injection in one eye (unilateral treatment). Individual data from 45 out of the 63 patients who had passed the one-year post-treatment point and performed their one-year visit were pooled and analyzed.

The data confirmed the efficacy and safety profile of LUMEVOQ® in a real-world setting.

The mean change in best-corrected visual acuity (BCVA) at one-year post-treatment in all eyes was an increase of 22.5 ETDRS letters (-0.45 LogMAR) compared to nadir (i.e., the worst visual acuity achieved from baseline to one-year time point). The improvement was better in patients who received bilateral injections with a mean BCVA improvement of 24.5 ETDRS

letters (-0.49 LogMAR) versus nadir in comparison to 19.5 ETDRS letters (-0.39 LogMAR) for unilaterally treated patients.

Responder analyses demonstrate clinically meaningful improvement in BCVA in a large proportion of patients' eyes. One year after treatment, 64% of eyes showed an improvement of at least 15 ETDRS letters (0.3 LogMAR) from nadir and 60% of eyes achieved clinically relevant recovery (CRR) from nadir.

The safety results obtained in the EAPs were consistent with those observed in the clinical studies, showing a favorable safety profile of lenadogene nolparovec. Notably, intraocular inflammation events reported in LUMEVOQ®-treated eyes were comparable in frequency, intensity, and location to those observed in the clinical studies.

Manufacturing

On April 7, 2022, the Company announced a delay in the completion of the validation (PPQ) batches for LUMEVOQ®, the Company's gene therapy for the treatment of Leber Hereditary Optic Neuropathy (LHON). The delay is necessary to implement operational adjustments that will prevent the recurrence of issues with the latest PPQ campaign.

The latest campaign, which was initiated after the Company addressed an equipment issue that caused the 2021 campaign to fail, generated drug substance whose viral genome titer fell below the acceptance threshold. Resulting investigations led by external experts have traced the outcome to operational difficulties in specific stages of the downstream process. To prevent the repeat of these issues, the Company is working with its manufacturing partner to implement targeted corrections around enhanced process control and more rigorous supervision inside the manufacturing suites. In addition, the Company has decided to manufacture smaller engineering lots to confirm the robustness of the corrective actions.

On September 19, 2022, the Company announced the successful completion of the first engineering batch incorporating refinements in the manufacturing process of LUMEVOQ®, the Company's gene therapy for Leber Hereditary Optic Neuropathy (LHON). The batch was the first to implement a set of targeted corrective measures around enhanced process control and strengthened on-site supervision that were identified by the Company and its manufacturing partner in the United States in April this year.

The successful engineering run generated drug substance whose viral genome titer achieved the acceptance threshold, thereby confirming that the manufacturing process of LUMEVOQ® is sound at the defined batch size. In addition, the results demonstrate that corrective actions have successfully fixed issues in the filtration steps of the downstream process, resulting in a significantly improved product yield that had not been achieved previously.

On March 7, 2023, the Company provided an update on the manufacturing and commercialization timelines of LUMEVOQ®, the Company's gene therapy for Leber Hereditary Optic Neuropathy (LHON).

Two engineering batches were successfully manufactured as a result of close collaboration between the Engineering team (Manufacturing Sciences and Technology, MSAT) of Brammer

Bio (a subsidiary of Thermo Fisher Scientific, or TFS), GenSight's manufacturing partner in the US and the Company's own manufacturing experts. Following these engineering batches, a GMP batch (Good Manufacturing Practices, which are the required standards for commercial batches) was scheduled before initiating the production of the validation campaign (3 consecutive GMP batches, or Process Performance Qualification [PPQ] campaign) necessary to complete the European regulatory dossier reviewed by the European Medicines Agency (EMA). This GMP batch was executed under GMP standards by the Manufacturing Operations team at TFS.

Due to the occurrence of an operational issue at TFS in the handling of the downstream process, the batch has been terminated. The precise root cause was investigated in collaboration with TFS before initiating the validation campaign. This root cause was confirmed in April. To prevent the reoccurrence of such an operational issue and secure a successful outcome, GenSight agreed with TFS to jointly involve the MSAT team and GenSight's own experts (including a person-in-plant at all times) real time in the conduct of the validation campaign.

GenSight now expects to initiate the validation campaign early June 2023, with results expected in Q3 2023. The reports from PPQ batches of the validation campaign will allow to resume supply of AAC (*Autorisation d'Accès Compassionnel*, or Early Access Authorisation, former ATU) in France in Q4 2023.

Regulatory Affairs

On April 14, 2022, the Company announced that the Committee for Advanced Therapies (CAT) of the EMA has granted the Company a six-month extension for submitting its responses to the Day 120 questions in the regulatory review of LUMEVOQ®, GenSight's gene therapy for the treatment of Leber Hereditary Optic Neuropathy (LHON).

On April 20, 2023, the Company announced that the Committee for Advanced Therapies (CAT) of the Committee Medicinal Products for Human Use (CHMP) of the European Medicines Agency (EMA) assessed the data presented during the oral explanation on LUMEVOQ® European regulatory dossier.

As provided by the review procedure and following responses to the D180 questions, an oral explanation was held on April 19. GenSight invited the world renowned LHON experts, Patrick Yu-Wai-Man, MD, PhD (Cambridge University, UK) and José-Alain Sahel, MD (University of Pittsburgh School of Medicine, USA) to share their clinical practice and perspective on LUMEVOQ® data.

Following interactions with the CAT indicating that the data provided thus far would not be sufficient to support a positive opinion of the marketing authorization of LUMEVOQ® by EMA, GenSight decided to withdraw its application ahead of a final opinion by the CAT. This decision enables the Company to rapidly discuss the best possible path forward for LUMEVOQ® with the EMA, aiming at submitting a new application addressing remaining objections as soon as possible, in Europe and other countries. The company is exploring options including generating new clinical data.

Financing

On November 4, 2022, the Company announced that it has entered into a €35 million credit facility agreement with the European Investment Bank ("EIB"), supported by the European Fund for Strategic Investment (EFSI).

The €35 million facility is divided into three tranches: €8 million for the first tranche ("Tranche A"), €12 million for the second tranche ("Tranche B") and €15 million for the third tranche ("Tranche C"). The disbursement of each tranches is subject to certain conditions.

The credit facility agreement will carry an annual fixed interest rate of 2% for all tranches and a decreasing fixed payment-in-kind (PIK) interest rate per tranche, with 5% for Tranche A, 4% for Tranche B and 3% for Tranche C, and with a maturity of five years for each tranche. Such PIK interest shall be capitalized annually, payable at maturity and added to the outstanding principal amount of the credit and therefore bear interest.

The credit facility agreement will be supplemented by an agreement to be concluded to issue warrants to the benefit of the EIB, pursuant to Article L. 225-138 of the French Commercial Code, in varied amounts according to the relevant tranche. If the Tranche A of warrants were issued today under the conditions currently proposed, the potential dilution represented by the underlying shares would be approximately 2.42% of the Company's current share capital.

On December 23, 2022, the Company announced that it has signed a subscription agreement for a €12 million convertible notes financing from Heights Capital.

The Notes may be converted into new ordinary shares of the Company exclusively at the option of the holder between the Issue Date and the Maturity Date. Initially, the Notes will entitle the holder, upon conversion, to a maximum of 22,884 new ordinary shares per Note, i.e. a conversion price of 4.37 euros per Note (the "Initial Conversion Price").

The Initial Conversion Price corresponds to a premium of 30% on the volume-weighted average price of the Company's shares on the regulated market of Euronext Paris during the last trading session preceding the determination of the terms of issuance (the "Reference Price"), thus complying with the price limits set by the 24th resolution of the Company's combined general shareholders' meeting held on May 25, 2022 (the volume-weighted average of the prices of the Company's shares on the regulated market of Euronext in Paris during the last five trading sessions preceding the determination of the price, less a maximum discount of 15%, i.e. €3.07) (the "Price Limit") it being specified that the Price Limit may be modified at a future general Meeting.

Starting six months after the Issue Date, the Notes will amortize quarterly in an amount of €5,263 per Note, payable either (i) in new ordinary shares issued at a 10% discount to the market value of the Company's shares at the time of amortization (it being specified that any payments in shares will be in accordance with the Price Limit) or (ii) at the Company's option, in cash at 110% of the amount to be amortized.

The shareholding of a shareholder currently holding 1% of the share capital of the Company before conversion of all the Notes would be 0.94% following the conversion of all the Notes at the Initial Conversion Price (and excluding the case of redemption of the Notes) on a non-diluted basis and 0.86% on a diluted basis.

II. Recent events

Financing

On August 3, 2023, the Company announced the signing of a €10 million financing agreement with Sofinnova Partners, Invus and UPMC Enterprises (the "Investors") (the "Financing") and drew down the first tranche of the Financing of €6 million ("Tranche 1").

Structure of the Financing

The Financing is divided into two tranches, each subject to certain conditions:

- Tranche 1 of €6 million, under which the Company issued 60 bonds convertible into new shares with a value of €100,000 each (the "OCAs"), maturing in twelve months and bearing interest at 10% per annum; and
- A second tranche of €4 million, under which the Company will issue new ordinary shares (the "Tranche 2").

Each tranche will be subscribed for by each investor pro rata to its participation in the Financing, as follows: 35% for Sofinnova Partners, 35% for Invus and 30% for UPMC Enterprises.

The drawdown of Tranche 1 was subject to, among other conditions, the approval of the Company, the Investors, the Company's creditor banks (notably BNP Paribas, CIC and Bpifrance) (the "Banks"), the European Investment Bank (the "EIB") and CVI Investments, Inc. ("Heights") with respect to:

- waiver by the Banks, the EIB and Heights on any provision which could trigger early repayment of their debt until January 31, 2024;
- agreement of the EIB and Heights on the issuance of the OCAs and their ranking, and the execution by the Investors of an accession undertaking to the subordination agreement signed by the Company, the EIB and Heights on December 22, 2022;
- deferral of principal payments due to the Banks until January 31, 2024;
- suspension of Heights' conversion rights with respect to the convertible bonds issued on December 28, 2022 (the "2022 OCAs") until January 31, 2024;
- deferral of principal payments due to Heights in connection with the redemption of the 2022 OCAs until January 31, 2024; and
- waiver by the EIB of any adjustment right it has under the warrant agreement in the context of the Financing signed by the Company and the EIB on December 22, 2022.

The drawdown of Tranche 2 is subject, among other conditions, to the fulfillment of the following conditions at the latest October 30, 2023:

- the production of at least two successive successful GMP batches (Good Manufacturing Practices), of LUMEVOQ® as demonstrated by a statement signed by a qualified person and/or representative of the quality unit documenting that the GMP

batches are within specifications required (individually, a "Successful Manufacturing") or,

- in the event that the GMP batches are not produced, or only one Successful Manufacturing, with unanimous approval by all the Investors.

No guarantee can be given that the Company will satisfy the conditions precedent for Tranche 2.

Terms and conditions of the issue of the OCAs

Tranche 1 comprised of 60 OCAs with a par value of €100,000 each, representing gross proceeds of the issuance of €6 million. The OCAs will be subscribed for as follows: €2.1 million by Sofinnova Partners, €2.1 million by Invus and €1.8 million by UPMC Enterprises.

The settlement and delivery of the OCAs and receipt of the proceeds is expected to occur on August 4, 2023. No application will be made for the OCAs to be admitted to trading on any market. However, any ordinary shares issued pursuant to the terms and conditions of the OCAs will be listed on the same line as the existing ordinary shares (ISIN code FR0013183985).

The issuance of the OCAs is not subject to a prospectus requiring the AMF approval (French financial market authority).

The Company will regularly publish on its website the number of new shares issued pursuant to the terms and conditions of the OCAs.

The Investors have entered into an accession undertaking to the subordination agreement which was entered into by the Company, Heights and the EIB on December 22, 2022, under which the Company undertakes to repay in cash its debt to the Investors, the holders of junior debt under the OCA issuance agreement, only after full repayment to the EIB, the holder of senior debt under the credit agreement entered into with the Company. The Investors' debt ranks *pari passu* with Heights' debt.

The Company intends to issue the OCAs at par on August 4, 2023 (the "Issue Date") for a maturity of 12 months, i.e., until August 4, 2024 (the "Maturity Date"). The OCAs will bear interest at a rate of 10% per annum.

The OCAs will entitle their holders, in the event of conversion, to a maximum of 140,409 new ordinary shares per OCA, i.e. a conversion price of 0.7122 euros per OCA (the "Conversion Price"), corresponding to a premium of 1.04% to the volume-weighted average price of the Company's shares on Euronext Paris over the last twenty trading sessions preceding the determination of the price, in accordance with the limits set in the 17th resolution of the AGM.

The OCAs may be converted into new ordinary shares of the Company at any time at the Conversion Price and automatically at the closing of Tranche 2 at the Conversion Price (the "Conversion Dates" or each one, the "Conversion Date"). Interest will also be converted into new ordinary shares at the Conversion Price.

In accordance with the terms and conditions of the OCAs, customary events of default (including in the event of non-payment on a due date, breach of the terms and conditions, delisting or cessation of business) will give the Investors an option to request the early redemption of the OCAs in cash in an amount equal to 100% of the principal amount of the

outstanding OCAs. The Company has also given certain customary undertakings (in particular, not to grant any security interests other than certain customary exceptions in this respect, and not to offer any shares for 30 days following the Issue Date, subject in particular to the issue of warrants to the EIB and certain customary exceptions in this regard).

Holders of OCAs may freely transfer any OCAs to an affiliate or, with the prior written consent of the Company, to a third party.

Renegotiation of the terms of the convertible bonds with Heights

In accordance with the subscription agreement signed between the Company and Heights, 2022 OCAs may be converted into new ordinary shares of the Company exclusively at the initiative of the holder between their issue date and their maturity date, i.e., December 28, 2027. The 2022 OCAs initially entitle their holders, upon conversion, to a maximum of 22,884 new ordinary shares per 2022 OCA, i.e., a conversion price of 4.37 euros per 2022 OCA (the "Initial Conversion Price").

It is reminded that the Initial Conversion Price corresponds to a premium of 30% of the volume-weighted average price of the Company's shares on the regulated market of Euronext in Paris during the last trading session preceding the determination of the terms of issuance, thus complying with the price limits set by the 24th resolution of the Company's combined general shareholders' meeting held on May 25, 2022 (the volume-weighted average of the Company's share prices on the regulated market of Euronext in Paris over the last 5 trading sessions preceding the determination of the price, less a maximum discount of 15%, i.e., 3.07 euros) (the "Price Limit"). A modification to the Price Limit will be presented to the shareholders at a future general meeting expected to occur in Q4 2023, which should reflect the Company's share price at the time of convening this general meeting, subject to a maximum discount of 10%.

From June 2023, the 2022 OCAs were initially to be amortized quarterly in an amount of €5,263 per 2022 OCA (or €5,266 for the amortization corresponding to the final maturity date) (the "Amortization Amount"), payable either (i) in new ordinary shares issued at a 10% discount to the market value of the Company's shares at the time of amortization (it being specified that all payments in shares have to comply with the Price Limit) or (ii) at the Company's option, in cash at 110% of the amount to be amortized, being specified that redemption in cash will become mandatory in the event that the Price Limit is crossed downwards.

The Company and Heights have decided to suspend the redemption of the 2022 OCAs until January 31, 2024. Starting from March 2024 and until the maturity date of the 2022 OCAs, Heights will be entitled to trigger an additional amortization payment for each 2022 OCA between two quarterly amortization periods up to the Amortization Amount payable (i) either in new ordinary shares at an amortization price equal to the one applicable on the preceding quarterly amortization date, (ii) or in cash at 110% of the amortizable amount, it being specified that the repayment in cash will become mandatory in the event that the Price Limit, as forthcoming shareholders' general meeting, is crossed downwards (the "Additional Amortization Right").

Heights may only exercise this Additional Amortization Right up to a maximum of three times per calendar year, without being able to carry over this right to the following year. This Additional Amortization Right does not alter the maximum number of shares that may be issued, and only impacts the maturity of the 2022 OCAs.

When exercising the Additional Amortization Right, Heights will be subject to a global trading limitation of 15% of the average daily trading volume of the Company's shares for the duration of an amortization period.

These amendments will be submitted to a future general meeting of the Company's shareholders expected to occur in Q4 2023, and will be subject to a vote at a special meeting of the holders of the 2022 OCAs.

On November 21, 2023, the Company announced the success of its Offering (as defined below), through (i) a private placement reserved to specialized investors and (ii) a public offering to retail investors via the PrimaryBid platform, for a total gross amount of approximately €4.7 million.

The Offering, for a total of €4,659,499 (share issue premium included), was carried out through the issuance without preferential subscription rights of 10,292,685 Offered Shares (as defined below), in two distinct but concomitant transactions:

- a capital increase without shareholders' preferential subscription rights reserved to a category of persons satisfying determined characteristics, for a total of €4,399,686.28, through the issuance of 9,718,768 new shares (the "Private Placement New Shares"), representing 94.42% of the Offering, pursuant to Article L. 225-138 of the French Commercial Code and in accordance with 17th resolution of the Company's combined general shareholders' meeting of June 21, 2023 ("CGM 2023"): (i) natural or legal persons (including companies), investment companies, trusts, investment funds or other investment vehicles in whatever form, whether under French or foreign law, investing on a regular basis in the pharmaceutical, biotechnological, ophthalmological, neurodegenerative diseases or medical technologies sectors; and/or (ii) French or foreign companies, institutions or entities, whatever their form, exercising a significant part of their activity in these fields (such investors, being "Eligible Investors" and such offering being the "Private Placement"), and
- a capital increase without shareholders' preferential subscription rights in favor of retail investors via the PrimaryBid platform only in France, for a total of €259,812.23, through the issuance of 573,917 New Shares (the "PrimaryBid New Shares" and together with the Private Placement New Shares, the "Offered Shares"), representing 5.58% of the Offering, in accordance with the 20th resolution of the Company's combined general shareholders' meeting of May 25, 2022 (the "CGM 2022") (the "PrimaryBid Offering", and together with the Private Placement, the "Offering").

Among Eligible Investors, the Private Placement was exclusively opened (i) in the European Union (including France) to "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended (the "Prospectus Regulation") or in any other circumstances falling within the scope of Article 1(4) of the Prospectus Regulation and (ii) in certain other countries outside of the

European Union, Canada, South Africa, Japan and Australia, including certain institutional investors in the United States. The PrimaryBid Offering will not be made available to retail investors outside France.

The Offered Shares were issued by decisions of the Company's Chief Executive Officer dated November 20, 2023 and November 21, 2023 under and within the scope of the sub-delegations of authority granted by the Company's Board of Directors on November 20, 2023 and in accordance with the 17th resolution of the CGM 2023 and the 20th resolution of the CGM 2022.

The price per Private Placement New Shares was decided by a decision of the Chief Executive Officer on November 20, 2023 under and within the scope of the sub-delegations of authority granted by the Company's Board of Directors on November 20, 2023 and in accordance with the 17th resolution of the CGM 2023 and is equal to €0.4527 (representing a discount of 10% on the Company's closing price on November 20th, 2023, i.e. €0.5030). The subscription price of the PrimaryBid New Shares is equal to the subscription price of the Private Placement New Shares.

On August 3, 2023, the Company announced the signing of a €10 million financing agreement with Sofinnova Crossover I SLP ("Sofinnova"), Invus Public Equities LP ("Invus") and UPMC Enterprises ("UPMC") (the "Financing") and the drawdown of the first tranche of the Financing of €6 million which comprised of 60 convertible bonds (the "Convertible Bonds 2023") to be converted into new shares of the Company automatically and fully at the settlement-delivery of the second tranche of the Financing, which is included in the Private Placement ("Tranche 2").

As a result of the Private Placement which comprised the drawdown of Tranche 2, 8,680,797 new shares will be issued upon conversion of the Convertible Bonds 2023 on the settlement date of the Offering, at a conversion price of €0.7122 per Convertible Bonds 2023 (the "Convertible Bonds 2023 New Shares" and, together with the Offered Shares, the "New Shares").

Manufacturing

On September 18, 2023, the Company announced that the Company's manufacturing partner in the US has successfully manufactured the drug substance (DS) for LUMEVOQ®, the Company's gene therapy for Leber Hereditary Optic Neuropathy (LHON), compliant with Good Manufacturing Practice (GMP) standards.

Because the batch was manufactured according to GMP manufacturing protocols, which are the required standards for commercial batches, the gene therapy may be eligible for use with patients after passing all quality control tests and pending discussions with regulatory bodies. The manufacturing of a second GMP DS batch, which will increase the amount that can be made available to patients, is already underway, with vg titer results expected in October 2023.

On November 13, 2023, the Company announced that a preliminary assay of the viral genome (vg) titer indicates the successful manufacture of a second batch of drug substance (DS) for

LUMEVOQ®, the Company's gene therapy for Leber Hereditary Optic Neuropathy (LHON), compliant with Good Manufacturing Practice (GMP) standards.

The assay, while preliminary, is known to be predictive of the final result at the independent laboratory used for the official release assay. Because the batch was manufactured according to GMP manufacturing protocols, which are the required standards for commercial batches, the gene therapy from the drug substance of this batch may be eligible for use with patients after passing all quality control tests and pending discussions with regulatory bodies.

On November 15, 2023, the Company announced that an independent laboratory confirmed the vg titer from the second drug substance (DS) batch of LUMEVOQ® manufactured under conditions compliant with Good Manufacturing Practice (GMP) standards.

As a result from the confirmation, the Company became eligible to draw down the second tranche of the bridge financing signed in August 2023 with Sofinnova Partners, Invus and UPMC Enterprises (the "Bridge Financing"). The drawdown of the second tranche will also trigger the automatic conversion of the convertible bonds from the €6 million first tranche at a conversion price of 0.7122 euros.

Regulatory affairs

On September 27, 2023, the Company provided an update on the scientific advice it received from the European Medicines Agency (EMA) regarding the design of a new Phase III trial for LUMEVOQ®, the Company's gene therapy for LHON caused by a mutated *ND4* mitochondrial gene.

The new study, which will be called RECOVER, will be a randomized controlled trial with a two-arm design: a sham control arm, in which a sham procedure mimics an injection into each eye but no substance is injected into the eye, and a treatment arm, in which subjects will be given bilateral intravitreal injections of LUMEVOQ® (also known as GS010). The Agency found that the "proposed study design with bilateral administration appears acceptable to assess the benefits of GS010 in patients who require both eyes to be treated". The proposed study design also contains an open-label provision, in which subjects in the sham arm will be eligible to receive LUMEVOQ® bilateral injection if the primary endpoint is met.

The Agency provided further guidance on planned statistical analyses and advised on topics that the Company will consider as it refines and finalizes the study design.

The RECOVER study is designed to address the questions raised by the EMA's Committee for Advanced Therapies (CAT) when it reviewed the MAA filed in 2020. The Company decided to withdraw the dossier in April 2023 to be able to discuss the Agency's concerns more fully. RECOVER will be able to begin recruiting once the design is finalized; the product is manufactured and released for human use; and approval is obtained from local competent authorities and ethics committees. GenSight expects to initiate the study in Q2 2024 and to have it completed by H2 2026.

GenSight also plans to share key aspects of RECOVER's design with other regulatory authorities such as the UK's Medicines and Healthcare products Regulatory Agency (MHRA) and the U.S. Food and Drug Administration (FDA). An initial discussion with the MHRA is scheduled to take

place in November 2023. The Company plans to engage with the FDA in the coming months, so that RECOVER results will be accepted by all major regulatory authorities.

AGENDA

The company's shareholders are informed that they will be meeting in an Extraordinary Shareholders' General Meeting at 9 am on **January 10, 2024**, at the registered office at 74, rue du Faubourg Saint-Antoine, 75012 Paris, France.

The Shareholders' General Meeting will be convened to deliberate on the following agenda:

DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

1. Delegation of authority given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights, by means of a public offering (excluding the offerings referred to in Article L. 411-2 of the French Monetary and Financial Code),
2. Delegation of authority given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights, by means of an offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code,
3. Authorisation, in the case of issuance without preferential subscription rights, to set, within the limit of 10% of capital per year, the issue price under the conditions determined at the Meeting,
4. Delegation of authority to be given to the Board of Directors in order to issue ordinary shares giving right and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights in favour of a category of persons satisfying determined characteristics,
5. Authorization to increase the amount of the issues,
6. Global limitation of the caps of the delegations,
7. Delegation of authority to be given to the Board of Directors to increase the capital through the issue of ordinary shares and/or equity securities without preferential subscription right for members of a company savings plan in accordance with Articles L. 3332-18 et seq. of the French Labor Code,

Resolution 7 is presented to you in order to comply with the regulations, but the Board of Directors calls for you to <u>VOTE AGAINST</u> this resolution.

8. Amendment of the Price Limit stipulated in the subscription agreement and of the terms and conditions of the redeemable and convertible bonds into new shares of the Company issued on 28 December 2022 (the "Convertible Bonds") - Capital increase without shareholders' preferential subscription rights in favour of the holder of the Convertible Bonds, CVI Investments, Inc.

TEXT OF THE DRAFT RESOLUTIONS

DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

1st resolution - Delegation of authority given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights, by means of a public offering (excluding the offerings referred to in Article L. 411-2 of the French Monetary and Financial Code)

The General Meeting after reading the Board of Directors' Report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code and, particularly its Articles L. 225-129-2, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52, and L. 228-92:

- 1) Delegates to the Board of Directors, with the option of subdelegation under the conditions provided for by law, its authority to issue, on one or more occasions, in the proportions and at the times it shall deem fit, on the French and/or international market, by means of a public offering excluding the offerings referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, either in euros, or in foreign currencies, or in any other accounting unit established by reference to a set of currencies:
 - ordinary shares, and/or
 - securities which are equity securities giving access to other equity securities or to the allocation of debt securities, and/or
 - securities, including debt securities, giving access to equity securities to be issued,

the subscription for which may be settled either in cash or by offsetting receivables.

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 over half of its share capital or of which it directly or indirectly owns over half of the capital.

The securities giving access to ordinary shares to be issued, immediately or in the future, by the Company may notably consist of debt securities or be associated with the issuance of such securities, or allow their issuance as intermediate securities.

- 2) Sets at twenty-six months the duration of validity of this delegation of authority, starting from the date of this Meeting.
- 3) The overall nominal value of the ordinary shares that may be issued under this delegation of authority may not be greater than 80% of the share capital as of the date of this Meeting.

This cap will be, where applicable, in addition to the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital.

This amount counts toward the maximum nominal value of ordinary shares provided for in the sixth resolution of this Meeting.

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

This amount counts toward the nominal value cap on debt securities provided for in the sixth resolution of this Meeting.

- 4) Decides to cancel the shareholders' preferential subscription rights to the ordinary shares and other securities that may be issued pursuant to this resolution, while allowing the Board of Directors the option of granting an irreducible and/or reducible a priority subscription right in favour of the shareholders, during a period and on the terms set by it, for all or part of an issuance performed pursuant to this resolution, in accordance with the law.
- 5) Decides that (i) the issuance price for ordinary shares to be issued pursuant to this resolution will at least be equal to the minimum amount provided for by the laws and regulations in force (as of the date hereof, the weighted average of the prices for the last three trading sessions on the regulated market of Euronext in Paris preceding the date the date on which the subscription price for the capital increase has been set, less a maximum discount of 10%), and (ii) the issuance price of the securities to be issued pursuant to this resolution other than shares shall be such that the amount received immediately by the Company, plus any amount that may be received by the Company, where applicable, for each ordinary share issued as a result of these securities being issued, shall be at least equal to the amount mentioned in (i) above.
- 6) Acknowledges that this authorization automatically entails in favour of the holders of securities issued giving access to the Company's share capital, the express waiver for the shares to which the securities may give immediate or future entitlement.
- 7) Decides, in accordance with Article L.225-134 of the French Commercial Code, that if subscriptions, including, where applicable, those of shareholders, have not absorbed the entire issuance referred to in (1), the Board of Directors may use, at its discretion, in the order it shall determine, either or both of the following options:
 - limit the issue to the amount of subscriptions, within the limits provided by the regulations if applicable,
 - freely allocate all or part of the unsubscribed shares.
- 8) Decides that the Board of Directors will have within the limits set above, the necessary powers, particularly to establish the terms of the issue(s), where applicable, record the realization of the resulting capital increases, make the corresponding amendment to the bylaws, charge, at its sole initiative, the charges for capital increases to the amount of premiums related thereto, and deduct from that amount the monies necessary to bring the statutory reserve to one-tenth of the new share capital after each increase and, more generally, to do what is necessary in similar matters.
- 9) Decides that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's shares until the end of the offer period.
- 10) Acknowledges that this delegation of authority supersedes, as from the date hereof, up to the unused portion, if any, any previous delegation of authority for the same purpose.

2nd resolution - Delegation of authority given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to the allocation of

debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights, by means of an offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code

The General Meeting after reading the Board of Directors' Report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code and, particularly its Articles L. 225-129-2, L. 225-136, L. 22-10-49, L. 22-10-52, and L. 228-92:

- 1) Delegates to the Board of Directors, with the option of subdelegation under the conditions provided for by law, its authority to issue, on one or more occasions, in the proportions and at the times it shall deem fit, on the French and/or international market, by means of offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, either in euros, or in foreign currencies, or in any other accounting unit established by reference to a set of currencies:
 - ordinary shares, and/or
 - securities which are equity securities giving access to other equity securities or to the allocation of debt securities, and/or
 - securities, including debt securities, giving access to equity securities to be issued,

the subscription for which may be settled either in cash or by offsetting receivables.

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 over half of its share capital or of which it directly or indirectly owns over half of the capital.

The securities giving access to ordinary shares to be issued, immediately or in the future, by the Company may notably consist of debt securities or be associated with the issuance of such securities, or allow their issuance as intermediate securities.

- 2) Sets at twenty-six months the duration of validity of this delegation of authority, starting from the date of this Meeting.
- 3) The overall par value of the ordinary shares that may be issued under this delegation of authority may not be greater than 20% of the share capital as of the day of this Meeting on the date of implementation of the authorization by the Board of Directors.

This cap will be, where applicable, in addition to the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital.

This amount counts towards the maximum nominal value of ordinary shares provided for in the sixth resolution of this Meeting.

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

This amount counts towards the nominal value cap on debt securities provided for in the sixth resolution of this Meeting.

- 4) Decides to cancel the shareholders' preferential subscription rights to the ordinary shares and other securities that may be issued pursuant to this resolution.
- 5) Decides that (i) the issuance price for ordinary shares to be issued pursuant to this resolution will at least be equal to the minimum amount provided for by the laws and

regulations in force (as of the date hereof, the weighted average of the prices for the last three trading sessions on the regulated market of Euronext in Paris preceding the date the date on which the subscription price for the capital increase has been set, less a maximum discount of 10%), and (ii) the issuance price of the securities to be issued pursuant to this resolution other than shares shall be such that the amount received immediately by the Company, plus any amount that may be received by the Company, where applicable, for each ordinary share issued as a result of these securities being issued, shall be at least equal to the amount mentioned in (i) above.

- 6) Acknowledges that this authorization automatically entails in favour of the holders of securities issued giving access to the Company's share capital, the express waiver for the shares to which the securities may give immediate or future entitlement.
- 7) Decides, in accordance with Article L.225-134 of the French Commercial Code, that if subscriptions, including, where applicable, those of shareholders, have not absorbed the entire issuance referred to in (1), the Board of Directors may use, at its discretion, in the order it shall determine, either or both of the following options:
 - limit the issue to the amount of subscriptions, within the limits provided by the regulations if applicable,
 - freely allocate all or part of the unsubscribed shares.
- 8) Decides that the Board of Directors will have within the limits set above, the necessary powers, particularly to establish the terms of the issue(s), where applicable, record the realization of the resulting capital increases, make the corresponding amendment to the bylaws, charge, at its sole initiative, the charges for capital increases to the amount of premiums related thereto, and deduct from that amount the monies necessary to bring the statutory reserve to one-tenth of the new share capital after each increase and, more generally, to do what is necessary in similar matters.
- 9) Decides that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's shares until the end of the offer period.
- 10) Acknowledges that this delegation of authority supersedes, as from the date hereof, up to the unused portion, if any, any previous delegation of authority for the same purpose.

3rd resolution - Authorisation, in the case of issuance without preferential subscription rights, to set, within the limit of 10% of capital per year, the issue price under the conditions determined at the Meeting.

The General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report and in accordance with the provisions of Article L. 22-10-52 (2) of the French Commercial Code, authorizes the Board of Directors, with the option of subdelegation under the conditions provided for by law, in the event of an issue of ordinary shares or equity securities pursuant to the first and second resolutions, which are subject to the provisions of Article L. 22-10-52 (1) of the French Commercial Code, to derogate, up to a limit of 10% of the share capital per year (as existing at the date of implementation of the present delegation) per period of twelve months at the time of issue, from the conditions for setting the price provided for in the aforementioned resolutions, and to set the issue price of the equity securities to be issued which must be at least equal to:

- the closing share price of the Company's shares on the regulated market of Euronext in Paris on the last trading session preceding the determination of the issue price, possibly reduced by a maximum discount of 20%,
- the volume-weighted average of the Company's share prices on the regulated market of Euronext in Paris over a period chosen by the Board of Directors equal to the last three trading sessions or the last five trading sessions preceding the determination of the issue price, possibly reduced by a maximum discount of 20%.

The issuance price of the securities will be equal to the amount received immediately by the Company, plus any amount likely to be received later by the Company, where applicable, i.e. for each ordinary share issued as a result of these securities being issued, is at least equal to the amount mentioned in the paragraph above.

4th resolution - Delegation of authority to be given to the Board of Directors in order to issue ordinary shares giving right and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights in favour of a category of persons satisfying determined characteristics

The General Meeting, having informed itself on the Board of Directors' report and the auditors' special report and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-138, L. 225-138, L. 22-10-49 and L. 228-92 of the French Commercial Code:

- 1) Delegates its powers to the Board of Directors, with the option of subdelegation under the conditions provided for by law, in order to carry out the issue, in one or several instalments, in the proportions and at the times, which it shall determine both in France and abroad, without any preferential subscription rights in favour of categories of persons defined here below:
 - ordinary shares, and/or
 - securities which are equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or
 - securities, including debt securities, giving access to equity securities to be issued,

the subscription for which may be settled either in cash or by offsetting receivables.

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

The equity securities giving access to ordinary shares to be issued immediately or in the future by the Company thus issued may consist in particular of debt securities or warrants, or be associated with the issue of such securities, or enable the issue thereof as intermediate securities.

- 2) Sets at eighteen months the term of validity of this delegation hereof, starting as from the date of this Meeting.

- 3) Decides to fix, as follows, the limits of the amounts of issues authorized in the event the Board of Directors uses this delegation of authority:

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 80 % of the share capital as at the date of this Meeting hereof.

To this cap shall be added, as the case may be, the nominal amount of the shares capital increase required in order to protect, in accordance with the law and as the case may be with the contractual provisions providing for other preservation conditions, the rights of holders of rights or securities giving right to the capital of the Company.

This amount counts towards the amount of the overall nominal cap of the increase in capital provided for by the sixth resolution of this General Meeting.

The nominal amount of the debt securities over the company, which may thereby be issued may not be higher than €50,000,000 or the equivalent in any other currency or monetary unit established by reference to multiple currencies.

This amount counts towards the global cap of the nominal amount of the debt securities provided for by the sixth resolution of this General Meeting.

- 4) Decides, pursuant to 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 pursuant to this resolution, it being specified that the amount due, or to be due, will be at least equal, at the choice of the Board of Directors:
- to the closing share price of the Company's shares on the regulated market of Euronext in Paris on the last trading session preceding the determination of the issue price, possibly reduced by a maximum discount of 20%, or
 - to the volume-weighted average of the Company's share prices on the regulated market of Euronext in Paris over a period chosen by the Board of Directors or the Chief Executive Officer equal to the last three trading sessions or the last five trading sessions preceding the determination of the issue price, possibly reduced by a maximum discount of 20%.
- 5) Decides that, (i) the issue price of shares that may result from the exercise of the securities issued under this delegation of authority, from their conversion or their exchange may be set, as applicable, at the discretion of the Board of Directors, by reference to a calculation formula determined by it and applicable subsequent to the issue of said securities (e.g., during their exercise, conversion, refund, or exchange) in which case the aforementioned maximum discount may be assessed, if the Board of Directors deems it appropriate, with the application of said formula (and not as of the issue date of the security) and (ii) the issue price of equity securities issued, as applicable, under this delegation of authority will be such that the sum as applicable received immediately by the company, plus that which may be received by it during the exercise or conversion of said securities, or, for each share issued as a consequence of the issue of such securities, at least equal to the amount referred to in the preceding paragraph;
- 6) Decides to waive the preferential subscription right of the shareholders to the ordinary shares and other securities that may be issued pursuant to this resolution, in favour of the following categories of persons or one or more subcategories within these categories:
- i. individual or legal entities (including companies), investment companies, trusts, investment funds, or other investment vehicles of any form whatsoever, whether French or foreign generally investing in the pharmaceutical, bio-technological,

- ophthalmological, neurodegenerative diseases or medical technologies sectors; and/or
- ii. companies, institutions or entities of any form whatsoever, whether French or foreign conducting a significant part of their business in those sectors; and/or
 - iii. financial 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) here above and, in this context, subscribing to the issued securities.
- 7) Acknowledges that this delegation of authority automatically involves, for the benefit of holders of equity securities in the Company, an express waiver of the shares to which the securities give access, immediately or in the future.
- 8) Decides, in accordance with Article L. 225-134 of the French Commercial code, that in the event that the subscriptions, including, as applicable, those of the shareholders, have not absorbed the totality of an issue referred to at point (1), the Board of Directors may at its discretion use in the order, which it shall determine, either or both of the following options:
- limiting the amount of the issue to the amount of the subscriptions, subject to the limitations provided for by the regulations, as the case may be,
 - freely distributing all or part of the securities, which have not been subscribed for amongst the categories of persons defined here above.
- 9) Decides that the Board of Directors shall have, all powers to implement this delegation hereof, for the purposes in particular of:
- a) determining the conditions of the issue(s);
 - b) determining the list of beneficiaries within the categories referred to above;
 - c) determining the number of securities to be allocated to each of the beneficiaries;
 - d) deciding the amount to be issued, the issue price as well as the amount of the premium, which may be required upon issue, as the case may be;
 - e) determining the dates and the terms and conditions of the issue, the nature, the form and the characteristics of the securities to be created, which may in particular take the form of subordinated securities or not, with a defined or undefined duration;
 - f) determining the method for the payment of the shares and/or the issued securities or the securities to be issued;
 - g) fixing, if necessary, the terms and conditions of exercise of the rights attached to the securities, which have been issued or which are to be issued and in particular to determine the date, even retroactively, as from which the new shares shall bear dividends, as well as any other terms and conditions for the completion of the issue;
 - h) suspending, as the case may be, the exercise of the rights attached to the issued securities during a maximum period of three months;
 - i) at its sole initiative, imputing the costs of the increases in capital to the amount of the premiums relating thereto and to deduct from this amount the amounts necessary in order to bring the legal reserve to one-tenth of the new capital following each increase;

- j) noting the completion of each capital increase and making the corresponding amendments to the bylaws;
 - k) making all required adjustments in compliance with the applicable legal provisions, and establishing the methods by which the rights of holders of equity securities will be preserved, where applicable;
 - l) generally speaking, making any agreement, taking all measures and carrying out all formalities practical for the issue and financial servicing of such securities issued under this delegation of authority, and for the exercise of rights attached thereto, and more generally doing anything necessary in such matters.
- 10) Decides that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's shares until the end of the offer period.
 - 11) Acknowledges the fact that the Board of Directors will report at the next Ordinary General Meeting, in accordance with the law and regulations, on the use of this delegation of authority granted under this resolution.
 - 12) Acknowledges that this delegation of authority invalidates, starting from today, up to the unused portion, where applicable, any previous delegation of authority for the same purpose.

5th resolution - Authorisation to increase the amount of issues

The General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report, authorizes the Board of Directors, with the option of subdelegation under the conditions provided for by law, to decide, for each of the issues of ordinary shares or securities decided in accordance with the first, second and fourth resolutions of this General Meeting and with the twenty-first resolution of the General Meeting of May 25, 2022, to increase the number of securities to be issued under the conditions provided for by Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (as of the date of this General Meeting, within thirty days of the closing of subscriptions, within the limit of 15% of the initial issue and at the same price as that used for the initial issue) and within the limit of the caps set by the General Meeting resolution in accordance with which the issue is decided.

Sets at twenty-six months (except for the fourth resolution for which this delegation of authority is valid for a period of 18 months) the duration of validity of this authorization, starting from the day of this General Meeting.

6th resolution - Global limitation of the caps of the delegations

The General Meeting, having informed itself on the Board of Directors' report, decides to fix at:

- 100% of the existing share capital as at the date of this Meeting, the global nominal amount of the shares, which may be issued, whether immediately or in the future by virtue of the first, second and fourth resolutions of this Meeting hereof, the nineteenth and twentieth resolutions of the general meeting of June 21, 2023, the twenty-first and twenty-sixth resolutions of the General Meeting of May 25, 2022 and

the twenty-fourth resolution of the General Meeting of April 29, 2021, or, as the case may be, on the basis of similar resolutions of the same nature that may supersede said resolutions during the validity of this authorization, it being specified that the nominal amount of the share capital increase required in order to preserve the rights of the holders of the securities giving right to the capital of the Company, in accordance with the law and as the case may be, the contractual provisions providing for other cases of adjustment, may be added to this amount;

- €50,000,000 (or the equivalent in any other currency or monetary unit established by reference to multiple currencies), the global nominal amount of the debt securities over the Company, which may be issued by virtue of the first, second and fourth resolutions of this Meeting hereof as well as from the twenty-first resolution of the general meeting of May 25, 2022.

7th resolution - Delegation of authority to be given to the Board of Directors to increase the capital through the issue of ordinary shares and/or equity securities without preferential subscription right for members of a company savings plan in accordance with Articles L. 3332-18 et seq. of the French Labor Code

The General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report, and deciding 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 Labor Code:

- 1) Delegates its authority to the Board of Directors for the purpose, if it deems appropriate, on its sole decisions, of increasing the share capital on one or more occasions through the issue of ordinary shares or equity securities of the Company in favour of members of one or more company or group savings plans established by the Company and/or the French or foreign companies linked to it under the terms and conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
- 2) Decides in favour of such persons the preferential subscription right over shares and securities that may be issued pursuant to this delegation;
- 3) Sets at twenty-six months the duration of validity of this delegation of authority, starting from the date of this Meeting;
- 4) Decide to limit the maximum nominal amount of the capital increase(s) that may be carried out by the use of this authorisation to €2,500. This cap counts towards the global nominal amount of the shares that may be issued provided for by the sixth resolution of this Meeting. This amount will be, where applicable, in addition to the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital;
- 5) Decides that the price of the shares to be issued, in accordance with 1/ of this delegation of authority, may not be less than 30%, or 40% where the unavailability period provided for by the plan in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than ten years, of the average of the trading prices for the shares during the 20 trading sessions preceding the decision establishing the subscription opening date, nor more than this average;
- 6) Decides, in accordance with the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may plan for the award to the beneficiaries defined in the first paragraph above, free of charge, bonus shares to be issued or already issued or other

securities giving access to Company capital to be issued or already issued, under (i) the additional amount that may be paid in accordance with the rules of the company or group savings plans, and/or (ii) the discount, if any, and may decide, in the event of the issue of new shares in respect of the discount and/or the additional amount paid, 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 of authority, take all necessary measures, and carry out all necessary formalities.

Resolution 7 is presented to you in order to comply with the regulations, but the Board of Directors calls for you to VOTE AGAINST this resolution.

8th resolution - Amendment of the Price Limit stipulated in the subscription agreement and of the terms and conditions of the redeemable and convertible bonds into new shares of the Company issued on 28 December 2022 (the "Convertible Bonds") - Capital increase without shareholders' preferential subscription rights in favour of the holder of the Convertible Bonds, CVI Investments, Inc.

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after taking due note of the Board of Directors' report and the Statutory Auditor's special report, in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code,

It being noted that:

- the Board of Directors, using the delegation of power granted to it by the 24th resolution of the combined general meeting of May 25, 2022 (the "**2022 CGM**"), decided to issue, on 22 December 2022, 120 Convertible Bonds with a nominal value of 100,000 euros each, at an issue price of 90,000 euros per Convertible Bond, without shareholders' preferential subscription rights and reserved to the category of persons provided for in the 24th resolution of the CGM 2022,
- the Convertible Bonds may be converted into new ordinary shares of the Company exclusively at the holder's initiative at a ratio of 22,884.2378 shares per Convertible Bond, representing a conversion price of 4.36982 euros per ordinary share,
- the terms and conditions of the Convertible Bonds provide in particular for a quarterly amortization in a notional amount of 5,263 euros per Convertible Bond (or 5,266 euros for the amortization corresponding to the final maturity date), starting from the 6th month following their issuance date, payable in new ordinary shares issued at the lower of the prevailing conversion price or an amount equal to 90% of the market value of the Company's shares calculated, at the time of each amortization, in accordance with the terms and conditions of the Convertible Bonds, unless the Company exercises its option (and in the event of an amortization price which is lower than the Price Limit as defined below, its obligation) to pay in cash 110% of the amortizable amount,
- the amortization into shares is subject, on each quarterly amortization date, to the issuance price of the new shares being higher than the initial price limit specified in the terms and conditions of the Convertible Bonds (the "**Price Limit**"),
- the Price Limit was initially set at 3.065 euros by the Board of Directors, acting pursuant to the delegation granted by the 2022 CGM, this amount corresponding, on

the date of the said decision by the Board of Directors, to the limit provided for in the 24th resolution of the 2022 CGM (the volume-weighted average of the Company's share price on the regulated market of Euronext in Paris over the last 5 trading sessions prior to the setting of the price, less a maximum discount of 15%),

- given that the Price Limit is currently higher than the current market price of the Company's shares on the regulated market of Euronext in Paris, the Company cannot proceed to the amortization of the Convertible Bonds by the issuance of new shares in accordance with the terms and conditions of the Convertible Bonds and has furthermore undertaken in accordance with the terms and conditions of the Convertible Bonds to submit a resolution to its next general meeting of shareholders to authorize the issuance of additional ordinary shares in order to allow the amortization into shares and to amend the Price Limit,
- the terms and conditions of the Convertible Bonds provide, in the definition of the Price Limit, an option to amend the latter at any time by any future general meeting of the Company during the life of the Convertible Bonds,
- the Company and the sole holder of the Convertible Bonds agreed to amend the terms and conditions of the Convertible Bonds as a result of the temporary suspension of the right to convert the Convertible Bonds and the quarterly amortizations,

And given the draft amendment to the terms and conditions of the Convertible Bonds which will be submitted to the sole bondholder for approval, in particular:

- the insertion of the option for one or more of the holders of Convertible Bonds holding more than two-thirds of the Convertible Bonds outstanding to request, from March 2024 until the maturity date of the Convertible Bonds (i.e. 28 December 2027), an additional amortization for each Convertible Bonds outstanding between two quarterly amortization periods up to a notional amount of 5,263 euros per Convertible Bond (or 5,266 euros for the amortization corresponding to the final maturity date) payable in new ordinary shares at an amortization price equal to the price applicable on the preceding quarterly amortization date, subject to giving prior notice to the Company at least two (2) business days in advance, it being stipulated that each holder of Convertible Bonds may only exercise this additional right up to a maximum of three (3) times per calendar year without being able to carry over this right to the following year;
- the insertion of the option, at the Company's initiative, to pay the additional amortization, as described above, in cash at 110% of the amortizable amount, such option becoming mandatory in the event that the New Price Limit (as defined below) is crossed downward, making the Company unable to deliver new shares to the holders of Convertible Bonds;
- the insertion of an overall limit on sales of the Company's shares by holders of Convertible Bonds corresponding to 15% of the average daily trading volume of the Company's shares in case of exercise of their additional amortization option and for the duration of an amortization period.

1. Decides, based on the above, to amend as from today the Price Limit, by setting it at an amount of 0.4527 euros, corresponding to the closing price of the Company's shares on the regulated market of Euronext in Paris on the last trading day preceding the date being 3 business days before the publication of the notice of this General Meeting in the *Bulletin d'Annonce Légale Obligatoire*, less a discount of 10.36% (the "**New Price Limit**");

2. Approves the insertion of a request for additional amortization between two amortization periods and, in general, the amendments to the terms and conditions of the Convertible Bonds as described above, and therefore:

- delegates to the Board of Directors its powers to decide and carry out, up to a maximum nominal amount of 662,690.50 euros (i.e., on the basis of the current nominal value of the Company's shares of 0.025 euro, a maximum of 26,507,620 new shares), pursuant to the terms and conditions of the Convertible Bonds and in compliance with the New Price Limit, to the quarterly amortizations of the Convertible Bonds and the optional additional amortizations, and to the resulting capital increases, by way of set-off and delivery in payment of new shares, it being specified that (i) this ceiling shall not count towards the ceiling of 100% of the share capital provided for in the sixth resolution of this General Meeting and that (ii) this amount does not take into account any adjustments that may be made in accordance with the applicable laws and regulations and the terms and conditions of the Convertible Bonds providing for other cases of adjustment, to preserve the rights of holders of the Convertible Bonds and that may therefore result in the issuance of additional new shares, the issuance of which is also authorized by this resolution;
- decides, pursuant to Article L.225-138 of the French Commercial Code, to cancel the shareholders' preferential subscription rights in favour of CVI Investments, Inc. represented by Heights Capital Management, Inc. which would receive new shares in payment of quarterly amortizations and/or in payment of optional additional amortizations, in compliance with the provisions of the subscription agreement of the Convertible Bonds, and any person who succeeds it.

3. Acknowledges that the decisions referred to in paragraph 2 above are subject to the approval by the sole holder of Convertible Bonds of the amendment to the terms and conditions of the Convertible Bonds described above.

4. Stipulates that the transactions referred to in this resolution may not be carried out during a takeover bid period for the Company's shares.

5. Delegates to the Board of Directors, with the option to sub-delegate to the Chief Executive Officer or, with the latter's agreement, to one or more Deputy Chief Executive Officer, under the conditions provided for by law, all necessary powers to implement this resolution and to record the corresponding capital increases.

This authorisation is given to the Board of Directors for a period of eighteen (18) months from the date of this General Meeting.

REPORT OF THE BOARD OF DIRECTORS TO THE EXTRAORDINARY GENERAL MEETING OF JANUARY 10, 2024

I. DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

1. Financial delegations

The Board of Directors would like to be able to have the necessary delegations to proceed, if it deems it useful, with any issues that may be necessary in the context of the development of the company's activities, and in particular the financing of the prerequisites for the possible resumption of Early Access (*Autorisation d'Accès Compassionnel ou Précoce*, or AAC/AAP) for LUMEVOQ® in France, as well as a new submission of a Marketing Authorization application for LUMEVOQ® in Europe, the United Kingdom and the United States.

On July 28, 2023, the company made use of existing delegations related to capital increases for the benefit of categories of persons as part of the signing of a bridge financing of €10 million with Sofinnova Partners, Invus and UPMC Enterprises, and the drawdown of the first tranche of this financing for an amount of €6 million in the form of convertible bonds. On November 20, 2023, the company made use of existing delegations related to capital increases for the benefit of categories of persons and public offerings with removal of preferential subscription rights as part of the conversion into shares of the 1st tranche of the bridge financing, the drawdown of the 2nd tranche for an amount of €4 million in shares, the completion of an additional private placement for an amount of €0.4 million in shares and a public offering for the benefit of retail investors in France via the PrimaryBid platform for an amount of €0.3 million, with the overall placement representing a total amount of €4.7 million.

This is why you are asked to renew in advance certain financial delegations likely to be used by the Company and the residual amount of which is insufficient given their use. On the status of the delegations in progress, you will find in the 2022 Universal Registration Document in paragraph 19.1.6, as modified by the Amendment of November 21, 2023, the table of delegations and authorizations in progress granted by the Shareholders' General Meeting to the Board of Directors and the status of their use.

1.1 Delegation of authority given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights

You are invited to renew in advance the delegations of authority with a view to carrying out capital increases by contribution of cash without preferential subscription rights.

The purpose of these delegations is to give the Board of Directors full latitude to proceed at times of its choosing, for a period of 26 months (with the exception of the delegation regarding capital increases without preferential subscription rights for the benefit of categories of persons, which has a duration of 18 months), for the issue of:

- ordinary shares, and/or
- transferable securities which are equity securities giving access to other equity securities or giving right to the allocation of debt securities, and/or

- transferable securities, including debt securities, giving access to equity securities to be issued,

the subscription of which may be carried out either in cash or by offsetting debts.

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

The transferable securities giving access to ordinary shares to be issued immediately or in the future by the Company thus issued may consist in particular of debt securities or bonds, or be associated with the issue of such securities, or even allow the issue as intermediate securities.

The Board of Directors may not, without prior authorization from the General Meeting, make use of these delegations from the filing by a third party of a proposed public offer targeting the Company's securities until the end of the offer period.

1.1.1 Delegation of authority given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights, by means of a public offering (excluding the offerings referred to in Article L. 411-2 of the French Monetary and Financial Code) (first resolution)

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

The preferential subscription right of the shareholders to the ordinary shares and/or to the securities giving right to the capital would be cancelled leaving the option to the Board of Directors to grant a priority subscription right to the shareholders on an irreducible and/or reducible basis, during the period and under the conditions that it will set, for all or part of an issue carried out within the framework of this resolution, according to the regulations.

The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation, hereof may not be higher than 80 % of the share capital as at the date of this Meeting hereof.

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

This amount would be imputed to the global cap provided for by the sixth resolution setting at 100% of the existing capital on the day of the Meeting, the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §1.2).

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

This amount would be imputed to the global cap provided for in the sixth resolution setting at 50,000,000 the maximum nominal amount of debt securities on the Company that may be issued pursuant to certain delegations (see §1.2).

The issue price of the shares to be issued under this resolution would be at least equal to the minimum authorized by current legislation (current regulations provide that the price is at

least equal to the weighted average of the prices of the last three trading sessions preceding the start of the public offer, possibly reduced by a maximum discount of 10%).

The issue price of the securities to be issued within the framework of this resolution other than shares would be such that the sum received immediately by the Company increased, where applicable, by that likely to be received subsequently by the Company, or for each share issued as a result of the issue of these securities, at least equal to the amount referred to in the paragraph above.

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

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

The Board of Directors would have, within the limits set above, the necessary powers, in particular to set the conditions for the issue(s), where applicable, to record the completion of the resulting capital increases, to make the correlative modification of the articles of association, charge, on its sole initiative, the costs of capital increases to the amount of the related premiums and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase and, more generally, do whatever is necessary in this regard.

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.

1.1.2 Delegation of authority given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights, by means of an offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code (second resolution)

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

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

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

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

This amount would be imputed to the global cap provided for by the sixth resolution setting at 100% of the existing capital on the day of the Meeting, the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §1.2).

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

This amount would be imputed to the global cap provided for in the sixth resolution setting at 50,000,000 the maximum nominal amount of debt securities on the Company that may be issued pursuant to certain delegations (see §1.2).

The issue price of the securities to be issued within the framework of this resolution other than shares would be such that the sum received immediately by the Company increased, where applicable, by that likely to be received subsequently by the Company, or for each share issued as a result of the issue of these securities, at least equal to the amount referred to in the paragraph above.

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

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

The Board of Directors would have, within the limits set above, the necessary powers, in particular to set the conditions for the issue(s), where applicable, to record the completion of the resulting capital increases, to make the correlative modification of the articles of association, charge, on its sole initiative, the costs of capital increases to the amount of the related premiums and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase and, more generally, do whatever is necessary in this regard.

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.

1.1.3 Authorisation, in the case of issuance without preferential subscription rights, to set, within the limit of 10% of capital per year, the issue price under the conditions determined at the Meeting (*third resolution*)

We propose, in accordance with the provisions of article L. 22-10-52 paragraph 2 of the Commercial Code, to authorize the Board of Directors, which decides on an issue of ordinary shares or securities giving access to the capital with cancellation of the preferential subscription right by public offer, including an offer referred to in 1 of article L.411-2 of the Monetary and Financial Code (private placement) (first and second resolutions), subject to the provisions of article L. 22-10-52 paragraph 1 of the French Commercial Code, to be waived in the limit of 10% of the share capital per year, subject to the conditions for fixing the price provided for according to the aforementioned terms and to fixing the issue price of assimilable capital securities to be issued at least equal to:

- the closing share price of the Company's shares on the regulated market of Euronext in Paris on the last trading session preceding the determination of the issue price, possibly reduced by a maximum discount of 20%,
- the volume-weighted average of the Company's share prices on the regulated market of Euronext in Paris over a period chosen by the Board of Directors equal to the last three trading sessions or the last five trading sessions preceding the determination of the issue price, possibly reduced by a maximum discount of 20%.

The issuance price of the securities will be equal to the amount received immediately by the Company, plus any amount likely to be received later by the Company, where applicable, i.e. for each ordinary share issued as a result of these securities being issued, is at least equal to the amount mentioned in the paragraph above.

The purpose of this derogatory price rule is to allow the Board of Directors to have some flexibility in determining the amount of the discount when setting the issue price depending on the transaction and the market situation, and in the average of the reference prices.

1.1.4 Delegation of authority to be given to the Board of Directors in order to issue ordinary shares giving right and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights in favour of a category of persons satisfying determined characteristics (*fourth resolution*)

Under this delegation, the issues would be made in favor of categories of persons, in accordance in particular with the provisions of Articles L. 225-129-2, L. 225-138 and L. 228-92 of the French Commercial Code.

The overall maximum par value of the capital increases that may be conducted under this delegation of authority could not be greater than 80% of the share capital as of the day of this Meeting.

This cap would be, where applicable, in addition to the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital.

This amount would be deducted from the overall cap provided for in the sixth resolution of this Meeting setting at 100% of the capital as of the day of the Meeting the maximum nominal amount of the shares likely to be issued pursuant to certain delegations (see § 1.2).

The nominal value of the debt securities in the Company that could be issued thus may not be greater than €50,000,000 or the equivalent in any other currency or monetary unit established by reference to multiple currencies.

This amount would be deducted from the overall cap provided for in the sixth resolution of this Meeting, setting at 50,000,000 euros the maximum nominal amount of debt securities in the Company likely to be issued pursuant to certain delegations (see § 1.2).

Pursuant to Article L. 225-138 of the French Commercial Code, that the Board of Directors would have all powers to establish the issue price of common shares or securities issued on the basis of this resolution, with it being specified that the issue price for common shares would be at least equal to, at the choice of the Board of Directors:

- to the closing share price of the Company's shares on the regulated market of Euronext in Paris on the last trading session preceding the determination of the issue price, possibly reduced by a maximum discount of 20%, or
- to the volume-weighted average of the Company's share prices on the regulated market of Euronext in Paris over a period chosen by the Board of Directors or the Chief Executive Officer equal to the last three trading sessions or the last five trading sessions preceding the determination of the issue price, possibly reduced by a maximum discount of 20%.

The issue price of shares that may result from the exercise of equity securities issued under this delegation of authority, from their conversion or their exchange may be set, as applicable, at the discretion of the Board of Directors, by reference to a calculation formula determined by it and applicable subsequent to the issue of said securities (e.g., during their exercise, conversion, refund, or exchange) in which case the aforementioned maximum discount may be assessed, if the Board of Directors deems it appropriate, with the application of said

formula (and not as of the issue date of the security) and (ii) the issue price of equity securities issued, as applicable, under this delegation of authority will be such that the sum as applicable received immediately by the company, plus that which may be received by it during the exercise or conversion of said securities, or, for each share issued as a consequence of the issue of such securities, at least equal to the amount referred to in the preceding paragraph.

The preferential right of shareholders from the common shares and other securities giving access to capital to be issued would be cancelled, to the benefit of the following categories of persons or one or more subcategories within these categories:

- i. individual or legal entities (including companies), investment companies, trusts, investment funds, or other investment vehicles of any form whatsoever, whether French or foreign generally investing in the pharmaceutical, bio-technological, ophthalmological, neurodegenerative diseases or medical technologies sectors; and/or
- ii. companies, institutions or entities of any form whatsoever, whether French or foreign conducting a significant part of their business in those sectors; and/or
- iii. financial 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) here above and, in this context, subscribing to the issued securities.

If the subscriptions have not absorbed all of the issue, the Board of Directors could, at its choice, use one of the following options in the order that it determines:

- limit the issue to the amount of subscriptions, within the limits provided by the regulations if applicable;
- Freely allocate all or part of the unsubscribed shares, among the categories of persons defined above.

The Board of Directors would thus have full authority to implement this delegation and report to the next Ordinary Shareholders' General Meeting, in accordance with the law and regulations, on the use of this delegation of authority granted under this resolution.

This delegation of authority would invalidate, up to the unused portion, as applicable, any previous delegation of authority for the same purpose.

1.1.5 Authorisation to increase the amount of issues *(fifth resolution)*

We recommend, within the context of the delegations without preferential subscription right by public offer, private placement and category of persons described above in the first, second and fourth resolutions of this Meeting, and within the context of the delegation without preferential subscription right in compensation for a public exchange offering subject to the twenty-first resolution of the General Meeting of May 25, 2022, 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.

1.2 Global limitation of the caps of the delegations *(sixth resolution)*

We propose that you set at 100% of the capital existing as of the day of this Meeting the overall nominal amount of the shares that may be issued, immediately or in the future, pursuant to:

- the 1st, 2nd and 4th resolutions of this Shareholders' General Meeting (delegations without preferential subscription right by public offer, private placement and category of persons),
- the 19th and 20th resolutions of the General Meeting of June 21, 2023 (delegation with a view to issuing BSA/BSAANE/BSAAR warrants in favor of categories of persons, authorizations in terms of free shares),
- the 21st and 26th resolutions of the General Meeting of May 25, 2022 (delegations without preferential subscription right by compensation for a public exchange offer, and delegation with a view to compensating contributions in kind),
- the 24th resolution of the General Meeting of 29 April 2021 (authorization for stock options),
- or, where applicable, on the basis of resolutions of the same nature which could succeed said resolutions during the validity of this delegation.

This amount would be, possibly, in addition to the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital.

In addition, we propose that you set at €50,000,000 (or the equivalent in any other currency or currency unit established by reference to several currencies), the aggregate nominal amount of debt securities in the Company that may be issued pursuant to:

- the 1st, 2nd and 4th resolutions of this Shareholders' General Meeting (delegations without preferential subscription right by public offer, private placement and category of persons),
- the 21st resolution of the General Meeting of May 25, 2022 (delegation without preferential subscription right by compensation for a public exchange offer).

2. **Amendment of the Price Limit stipulated in the subscription agreement and of the terms and conditions of the redeemable and convertible bonds into new shares of the Company issued on 28 December 2022 (the "Convertible Bonds") - Capital increase without shareholders' preferential subscription rights in favour of the holder of the Convertible Bonds, CVI Investments, Inc. *(eighth resolution)***

We remind you that, during its meeting on December 22, 2022, the Company Board of Directors, using the delegation of power granted to it by the 24th resolution of the combined general meeting of May 25, 2022 (the "**2022 CGM**"), decided to issue to the benefit of CVI Investments Inc. (the "**Bond Holder**") 120 Convertible Bonds with a nominal value of 100,000 euros each, at an issue price of 90,000 euros per Convertible Bond.

The Convertible Bonds may be converted into new ordinary shares of the Company exclusively at the holder's initiative at a ratio of 22,884.2378 shares per Convertible Bond, representing a conversion price of 4.36982 euros per ordinary share,

The terms and conditions of the Convertible Bonds provide in particular for a quarterly amortization in a notional amount of 5,263 euros per Convertible Bond (or 5,266 euros for the

amortization corresponding to the final maturity date), starting from the 6th month following their issuance date, payable in new ordinary shares issued at the lower of the prevailing conversion price or an amount equal to 90% of the market value of the Company's shares calculated, at the time of each amortization, in accordance with the terms and conditions of the Convertible Bonds, unless the Company exercises its option (and in the event of an amortization price which is lower than the Price Limit as defined below, its obligation) to pay in cash 110% of the amortizable amount,

The amortization into shares is subject, on each quarterly amortization date, to the issuance price of the new shares being higher than the initial price limit specified in the terms and conditions of the Convertible Bonds (the "**Price Limit**"),

The Price Limit was initially set at 3.065 euros by the Board of Directors, acting pursuant to the delegation granted by the 2022 CGM, this amount corresponding, on the date of the said decision by the Board of Directors, to the limit provided for in the 24th resolution of the 2022 CGM (the volume-weighted average of the Company's share price on the regulated market of Euronext in Paris over the last 5 trading sessions prior to the setting of the price, less a maximum discount of 15%).

The Price Limit being higher than the current market price of the Company's shares on the regulated market of Euronext in Paris, the Company cannot proceed to the amortization of the Convertible Bonds by the issuance of new shares in current conditions.

In addition, as a result of the temporary suspension of the right to convert the Convertible Bonds and the quarterly amortizations, as agreed by the Company and the Bond Holder, the Company has undertaken to present at the next general meeting of shareholders, a resolution to authorize the issue of new shares as part of the amortization of the Convertible Bonds and to modify the Price Limit applicable to the Convertible Bonds and the terms and conditions of the Convertible Bonds, and in particular:

- the insertion of the option for one or more of the holders of Convertible Bonds holding more than two-thirds of the Convertible Bonds outstanding to request, from March 2024 until the maturity date of the Convertible Bonds (i.e. 28 December 2027), an additional amortization for each Convertible Bonds outstanding between two quarterly amortization periods up to a notional amount of 5,263 euros per Convertible Bond (or 5,266 euros for the amortization corresponding to the final maturity date) payable in new ordinary shares at an amortization price equal to the price applicable on the preceding quarterly amortization date, subject to giving prior notice to the Company at least two (2) business days in advance, it being stipulated that each holder of Convertible Bonds may only exercise this additional right up to a maximum of three (3) times per calendar year without being able to carry over this right to the following year;
- the insertion of the option, at the Company's initiative, to pay the additional amortization, as described above, in cash at 110% of the amortizable amount, such option becoming mandatory in the event that the New Price Limit (as defined below) is crossed downward, making the Company unable to deliver new shares to the holders of Convertible Bonds;
- the insertion of an overall limit on sales of the Company's shares by holders of Convertible Bonds corresponding to 15% of the average daily trading volume of the Company's shares in case of exercise of their additional amortization option and for the duration of an amortization period.

In this context, we propose to modify the Price Limit by setting it at an amount of 0.4527 euros from the date of the General Meeting (the "**New Price Limit**") and to kindly approve the

addition of a request for an additional amortization described above and, consequently, grant a new delegation of authority to the Board of Directors, for a period of eighteen months, for the purpose of deciding and proceeding, in the limit of a maximum nominal value of 662,690.50 euros (i.e., based on the current nominal value of the Company's shares of 0.025 euros, a maximum of 26,507,620 new shares), in application of the terms of the Convertible Bonds and in compliance with the New Price Limit, to the quarterly amortization of the Convertible Bonds and to the optional additional amortization, and to the resulting capital increases, by compensation and remittance in payment for new shares.

This amount would not be deducted from the overall cap provided for in the sixth resolution of this Meeting setting at 100% of the capital on the day of the Meeting, the maximum nominal amount of shares likely to be issued pursuant to certain delegations (see § 1.2). This amount would also not take into account the adjustments likely to be made in accordance with the applicable legislative and regulatory provisions and the terms of the Convertible Bonds providing for other cases of adjustment, to preserve the rights of the holders of Convertible Bonds and which could therefore result in the issue of additional new shares, the issue of which would also be authorized by this resolution subject to your approval.

Under this delegation, the General Meeting would remove the preferential subscription rights of shareholders. The issues would be carried out by a named person, in accordance in particular with the provisions of article L. 225-138 of the Commercial Code. The beneficiary would be the company CVI Investments, Inc. represented by Heights Capital Management, Inc., which would receive new shares in payment of quarterly amortizations and/or in payment of optional additional amortizations, in accordance with the stipulations of the Convertible Bonds agreement, and of any person who comes to succeed him.

The Board of Directors would thus have full authority to implement this delegation.

The Board of Directors may not, without prior authorization from the General Meeting, make use of delegations from the filing by a third party of a proposed public offer targeting the Company's securities until the end of the offer period.

The decisions referred to in this resolution will be conditional on the approval by the sole holder of the Convertible Bonds of the modification of the terms described above.

II. DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS, WHICH RECOMMENDS A "NO" VOTE

Resolution 7 is presented to you in order to comply with the regulations, but the Board of Directors calls for you to VOTE AGAINST this resolution.

A. Delegation of authority for the purpose of increasing the capital in favor of members of a Company Savings Plan (PEE) (7th resolution)

We submit to your vote this resolution, in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, under the terms of which the Extraordinary Shareholders' General Meeting is called on delegations likely to generate, immediately or in the future, capital increases in cash, it must also decide on a delegation in favor of the members of a company savings plan.

HOWEVER, INSOFAR AS THIS DELEGATION DOES NOT SEEM TO US TO BE RELEVANT OR TIMELY, WE SUGGEST YOU VOTE NO.

As part of this delegation, you are asked to delegate your authority to the Board of Directors for the purpose, if it deems appropriate, on its sole decisions, of increasing the share capital on one or more occasions through the issue of common shares or securities giving access to capital to be issued by the Company to the benefit of members of one or more company or group savings plans established by the Company and/or the French or foreign companies linked to it under the terms and conditions of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code.

In accordance with the provisions of Article L. 3332-21 of the French Labor Code, the Board of Directors could plan for the award to the beneficiaries, free of charge, bonus shares to be issued or already issued or other securities giving access to Company capital to be issued or already issued, under (i) the additional amount that could be paid in accordance with the rules of the company or group savings plans, and/or (ii) the discount, if any, and could decide, in the event of the issue of new shares in respect of the discount and/or the additional amount paid, to incorporate in the capital the reserves, profits, or premiums necessary for the payment of the said shares.

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

The maximum nominal amount of the capital increase(s) that could be carried out by the use of this authorization would be €2,500.

This amount would be, where applicable, in addition to the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital.

This delegation would have a duration of 26 months.

It is specified that, in accordance with the provisions of Article L. 3332-19 of the French Labor Code, the price of the shares to be issued could not be less than 30%, or 40% where the unavailability period provided for by the plan in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than ten years, of the average of the trading prices for the stock during the 20 trading sessions preceding the decision establishing the subscription opening date, nor more than this average.

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

The Board of Directors asks you to approve, by your vote, the text of the resolutions it proposes to you in Chapter I, and TO VOTE AGAINST RESOLUTIONS 7 contained in Chapter II.
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The Board of Directors

PARTICIPATE IN THE GENERAL MEETING

Shareholders who may participate in the Shareholders' General Meeting

The Shareholders' General Meeting is composed of all shareholders, regardless of the number of shares they own.

The only shareholders who may participate in the Shareholders' General Meeting are shareholders who can provide proof of account registration of securities in their name or the name of the intermediary registered on their behalf as of the second business day preceding the Shareholders' General Meeting, i.e., **January 8, 2024 at midnight**, Paris time:

- Either in the registered securities accounts kept by the Company,
- Or in the registered securities accounts kept by the authorized intermediary.

Any shareholder who has already voted remotely, sent a proxy, or requested their admission card or a certificate of participation (under the conditions specified below) may sell all or part of their shares at any time. However, if the transfer of ownership occurs before **midnight Paris time on January 8, 2024**, the Company will invalidate or modify, the vote made remotely, the proxy, the admission card, or the certificate of participation, as applicable. To this end, the intermediary will notify the Company or their agent of the transfer of ownership and send them the necessary information. No transfer of ownership carried out after **midnight on January 8, 2024**, Paris time, regardless of the method used, will be notified by the intermediary or taken into consideration by the Company, any agreement to the contrary notwithstanding.

Terms of participation and voting

For registered shareholders who would like to participate in the Shareholders' General Meeting, the account registration according to the aforementioned terms is sufficient.

For bearer shareholders who would like to participate in the Shareholders' General Meeting, they must ask their account keeper in order to obtain their admission card. In this context, their account keeper will prepare a certificate of participation and send it directly to Uptevia – Shareholders' General Meetings – 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France, in order to prepare an admission card.

This admission card is sufficient to physically participate in the Shareholders' General Meeting.

However, if the bearer shareholder has lost or not received their admission card in time, they may request a certificate of participation from their account keeper.

If the shareholder fails to attend the meeting in person, the shareholder may choose between one of the following three methods:

- a) Giving 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;
- b) Sending a proxy to the company without indicating a representative;
- c) Voting by mail.

From the twenty-first day before the Shareholders' General Meeting at the latest, the unique vote by mail or by proxy form is posted online on the Company's website (www.gensight-biologics.com).

Bearer shareholders may write to Uptevia – Shareholders’ General Meetings – 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France, to ask them to send said form. Requests received at least six days before the date of the meeting will be honored.

This form must be sent, accompanied by their certificate of participation for bearer shareholders.

The form must be sent to Uptevia at the above mailing address. The vote by mail form must be received by **January 6, 2024** at the latest.

When the shareholder appoints a representative, they may notify this appointment by returning the form signed and scanned via email, accompanied by a front and back photocopy of their ID card and their certificate of participation, as applicable, sent to the following address: Paris_France_CTS_mandats@uptevia.pro.fr. The power of attorney may also be sent by mail to Uptevia at the above mailing address or presented on the day of the Meeting. The proxy thus given may be revoked in the same way.

“Participation” in the Shareholders’ General Meeting by electronic means:

- For registered shareholders: Holders of purely registered shares or registered shares administered by a third party who would like to vote or give a power of attorney via the Internet will access the VOTACCESS site through their shareholder space at <https://planetshares.uptevia.pro.fr>.

Purely registered shareholders will have to log into their shareholder space using their usual login credentials. Their login ID will be shown on the unique voting Form or on the electronic convening letter.

Administered registered shareholders will have to log in to their shareholder space using the Internet login ID shown on the unique voting Form or on the electronic convening letter. Once on the site’s home page, they will have to follow the on-screen instructions.

After logging in to their shareholder space, registered shareholders, both pure and administered, will have to follow the on-screen instructions in order to access the VOTACCESS and request their admission card.

- For bearer shareholders: It is the responsibility of the bearer shareholder to find out whether or not their account keeper institution is connected to the VOTACCESS site and, as applicable, if that access is subject to special terms of use.

If the shareholder’s account keeper institution is connected to the VOTACCESS site, the shareholder will have to log in on the Internet portal of their account keeper institution with their usual login credentials. Then they will have to follow the on-screen instructions in order to access the VOTACCESS and request their admission card.

The VOTACCESS site will be open starting December 20, 2023 at 9am.

The ability to vote via the Internet before the Shareholders’ General Meeting will end the day before the meeting, i.e., **January 9, 2024 at 3pm**, Paris time.

However, in order to avoid overloading the VOTACCESS site, it is recommended that shareholders not wait until the day before the meeting to vote.

Registration of points or draft resolutions on the agenda

Shareholders who have requested the registration of additional points or draft resolutions on the agenda must send to the company a new registration certificate for the shares in the same bank accounts, on the second working day preceding the meeting at midnight, Paris time.

Shareholder information

The Meeting preparatory documents listed in Article R. 22-10-23 of the French Commercial Code are available on the Company website (www.gensight-biologics.com) as of the twenty-first day preceding the meeting.

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

Any shareholder may ask the company to send them the documents and information mentioned in Articles R. 225-81 and R. 225-83 of the French Commercial Code, until the fifth day before the meeting, inclusive, preferably by email to the following address: ir@gensight-biologics.com. Bearer shareholders must provide proof of this status by sending an account registration certificate.

Written questions

In accordance with the provisions of Article R. 225-84 of the French Commercial Code, any shareholder can address written questions to the Chairman of the Board of Directors until the 4th working day prior to the meeting, ie **January 4, 2024**. Such written questions must be sent electronically to the following address: ir@gensight-biologics.com, or by registered letter with acknowledgment of receipt sent to the registered office. They must be accompanied by a certificate of account registration.

The Board of Directors

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

The undersigned

LAST NAME AND FIRST NAME

EMAIL ADDRESS _____

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

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 June 21, 2023.

In _____, Date: / /

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. In the event that the shareholder wishes to benefit from this option, mention must be made on this request, specifying the methods of sending (postal or email), as well as, where applicable, the email address. In this respect, it is specified that sending by electronic means may be used for all the formalities provided for in Articles R. 225-68 (convening notice), R. 225-74, R. 225-88 and R. 236-3 of the Trade code. Shareholders who have consented to the use of electronic means may request the return to a postage thirty-five days at least before the date of the insertion of the notice of meeting referred to in Article R. 225-67, either by post or electronically.

(*) 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