



**CONVENING OF THE COMBINED GENERAL MEETING
ON MAY 13, 2025**

GENSIGHT BIOLOGICS

A french Société Anonyme with a share capital of 3,286,662.38 euros

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SUMMARY OF THE COMPANY'S SITUATION

GenSight Biologics is a clinical-stage gene therapy company focusing on developing treatments for severe retinal neurodegenerative diseases. Their proprietary technology platforms combine gene therapy with mitochondrial targeting sequence (MTS) and optogenetics, administered via single intravitreal injections.

The lead candidate, LUMEVOQ®, targets Leber Hereditary Optic Neuropathy (LHON). Results from three Phase III trials (REVERSE, RESCUE, and REFLECT) demonstrated sustained efficacy and safety up to 5 years post-treatment, with significant visual improvement compared to untreated eyes. February 2025 results from REFLECT's Year 5 confirmed sustained benefits.

The second candidate, GS030 for Retinitis Pigmentosa, is in Phase I/II trials with encouraging results, including patients recovering ability to detect objects despite long-term blindness.

GenSight will manufacture GMP-compliant LUMEVOQ® batches for the French early access program and to support a new Phase III trial called RECOVER, designed with regulatory input from EMA, MHRA, and FDA.

GenSight expects to begin recruiting for RECOVER in H1 2026, while exploring expedited regulatory submission in the UK based on existing data.

1. Summary of the situation during the past financial year

Operating income decreased by 11.4% to €2.6 million from €3.0 million over the period. This €0.3 million decrease is primarily attributable to the €0.6 million decrease in the research tax credit (*Crédit d'impôt recherche*), amounting to €1.1 million at the end of 2024 compared to €1.7 million a year before. This stems from the reduction in clinical development expenses for LUMEVOQ®. It was partly offset by a €0.2 million increase in revenue. Revenues recognized in 2023 and 2024 only relate to the change in valuation of the refund liability and the potential rebate obligations resulting from the current regulatory framework for ATU.

Research and development expenses decreased by 36.1%, or €7.0 million, and amounted to €12.4 million in FY 2024 compared to €19.4 million in FY 2023. This decrease was essentially driven by a sharp reduction in R&D spending in the GS030 program, in order to focus on the LUMEVOQ® project and by lower expenses in Chemistry, Manufacturing and Controls (CMC) activities following the manufacturing of the two batches of LUMEVOQ® Drug Substance in late 2023.

Sales and marketing expenses amounted to €0.7 million in FY 2024 compared to €7.9 million in FY 2023, reflecting the Company's withdrawal of its marketing authorization application with the EMA for LUMEVOQ® and the concomitant decision to terminate activities related to preparing for a commercial launch in Europe.

General and administrative expenses remained stable year-over-year, €5.4 million in FY 2024 and FY 2023. They include recurring costs related to the company's stock market listing and, for the first six months of the year, costs associated with the outsourcing of the CFO function prior to the arrival of the new CFO in September.

Operating loss amounted to €15.8 million in FY 2024 compared to €29.7 million loss in FY 2023. This €13.9 million decrease in losses, or 46.7%, reflects trends in Operating income; R&D expenses; Sales, medical and marketing expenses; and G&A expenses, as discussed above.

Financial result amounted to €1.8 million at end of 2024 compared to €3.5 million at end of 2023. The financial result in 2024 is primarily composed of a "non-cash" financial gain of €3.1 million related to the fair value change of derivative financial instruments pertaining to the conversion option relating to the convertible bond financing with Heights and warrants granted to the European Investment Bank (EIB) in connection with its loan and warrants issued in connection with capital increase in May, November and December 2024. This financial gain is offset mainly by interest expenses of €(1.5) million related to the financial debts based on the effective interest rate.

Net loss amounted to €14.0 million in FY 2024 compared to a loss of €26.2 million in FY 2023, a decrease of €12.2 million or 46.6%. The weighted average number of shares outstanding increased from €48.3 million in FY 2023 to €95.8 million in FY 2024, also contributing to a reduction in loss per share from (€0.54) in FY 2023 to (€0.15) in FY 2024.

Net cash flows from operating activities amounted to €(12.9) million in FY 2024, compared to €(24.7) million a year earlier. Excluding changes in working capital, net cash flows from operating activities decreased by €13.3 million despite no revenues being generated during the year, reflecting an overall decrease in operating expenses. Changes in working capital contributed €0.8 million to cash flow this year, compared to €2.5 million in FY2023. This variation is mainly due to a lower research tax credit (*CIR*) resulting from reduced R&D expenses, as well as the recognition of provisions related to older advances and down payments.

Net cash flows from investment activities was neutral this year, as it only reflects movements related to the Company's liquidity contract activity.

Net cash flows from financing activities amounted to €13.5 million and were mainly driven by capital increases of €18.6 million before transaction costs and by the conversion of convertible bonds by Heights for €3.2 million. It also includes the repayment of the state-guaranteed loan (PGE) for €2.1 million.

Cash and cash equivalents totaled €2.5 million as of December 31, 2024, compared to €2.1 million as of December 31, 2023. The Company completed successful offerings in February, May, November and December 2024, through capital increases for gross amounts of approximately €5.0 million, €9.3 million, €2.8 million and €1.5 million, respectively, limited to specialized investors.

2. Going concern

The Individual and Consolidated Financial Statements were prepared assuming the Company will continue as a going concern. As such, no adjustments have been made to the financial statements relating to the recoverability and classification of the asset carrying amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern.

a. Financial Position and Recent Funding

As of December 31, 2024, the Company had €2.5 million in consolidated cash and cash equivalents compared to €2.1 million on December 31, 2023. With the equity-with-warrants-attached financing announced in March 2025 (approximately €0.9 million) and the anticipated collection of approximately €1.1 million in Research Tax Credit (*CIR*), and based on current operations, plans, and assumptions, this balance should fund operations until early May 2025. However, this funding is insufficient to cover operational requirements for the next 12 months.

The Company's financial debt includes a state-guaranteed loan, an EIB loan, and convertible notes held by Sight Again and Heights Capital, totaling €26.4 million (nominal and interest, undiscounted value).

b. Financial obligations

As of December 31, 2024, the Company had not met the scheduled repayment obligations for certain loans, leaving €0.5 million outstanding. The Company initiated discussions with its banking partners to extend the maturity dates of these loans. While no lender—neither the EIB, Heights Capital, nor the banks that granted the PGE—has issued a default notice or formally demanded payment of the overdue amounts as of today, non-compliance with the original repayment schedule may constitute a breach of obligations. Discussions are still ongoing.

As a result of these payment delays, financial debts have been reclassified as current liabilities on the Company balance sheet. These include a state-guaranteed loan, an EIB loan, and Heights Capital convertible notes, totaling €19.2 million (nominal and interest, undiscounted value).

Heights Capital agreed to accept payment in shares rather than cash for the December 2024 and March 2025 convertible bond installments, despite the stock price falling below the threshold that would typically require cash amortization per the original agreement.

c. Business update

In November 2024, the Company submitted a request to the French medicines agency ANSM to restart the Compassionate Access Program (AAC) for LUMEVOQ®. The Company received an initial set of questions on December 20, 2024, and provided responses on January 10, 2025. Following a second set of questions received on February 17, 2025, the Company submitted its responses on March 5, 2025. Based on this timeline, the Company expects the Compassionate Access Program to resume in April 2025.

d. Financial Outlook and Mitigation Plans

The Company expects that the AAC program, once operational, will contribute to extending the cash runway beyond the next 12 months and finance ongoing CMC, clinical and regulatory activities necessary for upcoming milestones, which includes the initiation of the new RECOVER Phase III clinical trial and UK MHRA marketing application for LUMEVOQ®.

To address the potential gap between the AAC program's resumption and receipt of the first AAC payments, the Company is in active discussions for bridge financing contingent upon ANSM approval of the AAC program. The Company has also negotiated an accounts receivable assignment agreement with a bank to receive 80% of hospital invoice values within days of billing.

The Company is scheduled to pay annual rebates on the 2025 AAC program in November 2026, amounting to approximately 45% of the AAC indemnities generated throughout 2025. Consequently, to supplement working capital requirements and fund ongoing operating expenses, the Company will need to pursue additional debt or equity financing or explore partnering or M&A opportunities before the second half of 2026.

e. Going Concern Assessment

The financial statements were prepared on a going concern basis as of December 31, 2024, with the following key assumptions:

1. Successful negotiation with banks and financial partners to extend loan maturities and address defaults of contractual obligations
2. ANSM approval and resumption of the AAC program in April 2025
3. Implementation of bridge financing post-ANSM approval to close any payment gaps
4. Raising additional funds before the end of H1 2026 to finance operations and rebate payments due in November 2026

While the Company believes in its ability to raise additional funds or realize M&A opportunities, no assurance can be given that these objectives will be achieved or that sufficient funds will be secured at acceptable terms. Failure to secure adequate funding could require the Company to severely modify its operating plans, impair its ability to realize its assets and pay its liabilities in the normal course of business, or to be forced to enter into insolvency proceedings or cease its operations in whole or in part.

Therefore, substantial doubt exists regarding the Company's ability to continue as a going concern.

3. MAIN EVENTS OF THE FISCAL YEAR

On January 12, 2024, the Company received written feedback from the US Food and Drug Administration (FDA) on the proposed design for the Phase III trial RECOVER. This protocol had been previously shared with the European Medicines Agency (EMA) and the UK Medicines and Healthcare products Agency (MHRA).

The FDA advised the Company that replacing the double sham injection control arm with a double placebo injection control arm "would help make the study an adequate and well-controlled clinical study designed to provide the primary evidence of effectiveness to support a future marketing application." The agency also had "no objection to using best corrected visual acuity (BCVA) as the primary endpoint" and made additional recommendations for the Company to consider.

The Company plans to revise the RECOVER study design to incorporate the feedback received from the three regulatory agencies, aiming at launching a single global Phase III study that will support marketing

authorization applications in the US and EU. GenSight Biologics may schedule further consultations with the FDA and other agencies to reach alignment on the final RECOVER study design.

On January 16, 2024, the Board of Directors of the Company has acknowledged the resignation of Mr. Bernard Gilly from his position as director. The Board of Directors also announced on the same day its decision, after consultation of the Nomination Committee, to co-opt Mrs. Laurence Rodriguez as director for the remainder of Bernard Gilly's term of office (expiring at the end of the annual shareholders meeting to be held in 2024 to approve the financial statements for the financial year ending December 31, 2023).

On February 8, 2024, the Company announced the completion of a €5 million capital increase subscribed by existing shareholders (Sofinnova Partners, Invus and UPMC Enterprises) and Heights Capital (the "Capital Increase").

Gross proceeds from the transaction are €5 million gross. The net proceeds from the issuance of the New Shares will amount to approximately €4.7 million.

The Company intends to use the net proceeds from the Capital Increase to (in the following order of priority) (i) finance its general corporate needs, (ii) complete manufacturing operations and regulatory procedures in order to provide drug product both to launch the potential new RECOVER Phase III clinical trial of LUMEVOQ® and to resume the early access program in Q3 2024 and (iii) produce additional GMP batches of LUMEVOQ® at its manufacturing partner's facility in the United States.

On March 12, 2024, the Company announced initial results of new meta-analyses in Leber Hereditary Optic Neuropathy (LHON), which show those treated with LUMEVOQ® (GS010; lenadogene nolparvovec) gene therapy experienced a rate of visual recovery greater than that of idebenone-treated patients and untreated (natural history) patients. The meta-analyses are the first to focus solely on patients with the m.11778G>A ND4 mutation, which is the most common mutation and one with a poor visual prognosis.

On March 20, 2024, the Company reported initial efficacy and safety results at 4 years post-treatment administration in the REFLECT Phase III clinical trial with LUMEVOQ® (GS010; lenadogene nolparvovec). The results show that four years after a one-time administration of the gene therapy, the visual acuity improvement has been sustained while maintaining a favorable safety profile. Bilateral injection provides an additional effect compared to unilateral treatment, demonstrated across all analyses of visual acuity improvement and responder rates.

The findings reinforce the results observed at 3 years post-treatment administration, which were reported in March 2023.

On May 7, 2024, the Company announced the success of its Offering, through (i) a capital increase reserved to specialized investors and (ii) a concurrent capital increase by way of a private placement, by the issuance of new shares with warrants attached, for a total gross amount of €9,282,515.80 (excluding the future net proceeds related to the exercise of the warrants). The subscription price for one ABSA is €0.395 (the "Offering Price"). The Offering Price is the same in the two concurrent capital increases.

On June 3, 2024, the Company announced the appointment of William Monteith to its Board of Directors. Mr. Monteith joined as an independent Director after existing Board members approved his nomination at the meeting on May 29, 2024.

On June 20, 2024, the Company announced the renegotiation of certain financial obligations, securing its financial position and improving short-term flexibility. The Company also provided operational updates.

In connection with its two recent successful capital increases in February 2024 and May 2024, the Company initiated discussions with its creditors. As a result of these discussions, the Company and its creditors have renegotiated the terms and conditions of certain financial obligations.

On October 24, 2024, the Company provided a business update. LUMEVOQ® drug product manufacture, which included the mixing of the 2 GMP drug substance batches produced in 2023, is now fully complete, with more than 100 vials available. The drug product has successfully passed all quality control tests required to release the product for human use. Vials are stored in France, labelled and ready to be supplied once the release is documented and the regulatory green light is obtained.

The Company is currently preparing the Good Manufacturing Practice (GMP) documentation and anticipates submitting the dossier to support the AAC resumption to the Agence Nationale de Sécurité du Médicament et des Produits de Santé (ANSM) by mid-November 2024, in accordance with the requirements formulated by the ANSM.

On October 28, 2024, the Company announced the publication of meta-analyses comparing visual outcomes among patients with Leber Hereditary Optic Neuropathy (LHON) caused by a mutation in the MT-ND4 mitochondrial gene (ND4-LHON), the most common mutation leading to the poorest visual prognosis. The paper, published in the peer-reviewed journal *Survey of Ophthalmology*, is the first to compare the efficacy of LHON treatments, approved or in development, on visual outcomes in the ND4-LHON patient population and to compare these outcomes with those in untreated (natural history) patients. The meta-analyses establish a “gradient of efficacy” in two measures of visual outcomes assessed in the paper, with LUMEVOQ® gene therapy having better outcomes compared to idebenone treatment and both treatments having better outcomes compared to the natural history of the disease.

As measured by the rate of Clinically Relevant Recovery (CRR)², which is the responder rate common across the studies analyzed in the paper, the rate of visual recovery after LUMEVOQ® gene therapy is triple that in the natural evolution of ND4-LHON and substantially greater than that among idebenone-treated patients.

On November 1, 2024, the Company announced a financing through a capital increase reserved to specialized investors by the issuance of new shares with warrants attached, for a total gross amount of c. €2.8 million (excluding the future net proceeds related to the exercise of the warrants) (the “Reserved Offering”). The subscription price for one ABSA is €0.3513 (the “Offering Price”).

On November 13, 2024, the Company announced the submission of the updated regulatory file for LUMEVOQ® gene therapy to the French medicines safety agency Agence Nationale de Sécurité du Médicament et des Produits de Santé (ANSM) to prepare for the restart of the early access (AAC) program in France. The submission documents the successful manufacture of LUMEVOQ®, including the blending of two GMP drug substance batches to optimize the number of vials available for clinical use and the passing of all required quality control tests. LUMEVOQ® is being developed as a treatment for Leber Hereditary Optic Neuropathy (LHON) caused by a mutated ND4 mitochondrial gene, a rare mitochondrial genetic disease that causes acute and usually irreversible loss of vision.

On December 24, 2024, The Company announced a financing through a capital increase reserved to specialized investors by the issuance of new shares with warrants attached, for a total gross amount of c. €1.5 million (excluding the future net proceeds related to the exercise of the warrants) (the “Reserved Offering”). The subscription price for one ABSA is €0.2816 (the “Offering Price”).

4. Recent developments

On January 15, 2025, the Company announced the publication of outcomes data from five years’ follow-up of patients treated unilaterally with LUMEVOQ®, the company’s investigational gene therapy for Leber Hereditary Optic Neuropathy (LHON) due to a mutated ND4 mitochondrial gene. The patients had all participated in the Phase III trials RESCUE and REVERSE and accepted enrolling into the long-term study RESTORE at the end of the RESCUE and REVERSE studies. The paper, published online by the leading journal *JAMA Ophthalmology* in December 2024, found that patients “demonstrated a sustained bilateral improvement in BCVA [Best-Corrected Visual Acuity] and a good safety profile over 5 years after treatment”. The “persistent benefit” continues the durable effect observed at earlier time points and represents a significant addition to the body of evidence on the benefit-risk ratio of LUMEVOQ® gene therapy in ND4 LHON patients.

On February 12, 2025, the Company reported final efficacy and safety results at the conclusion of the REFLECT Phase III clinical trial with LUMEVOQ® (GS010; lenadogene nolpharvovec). The results show that five years after a one-time administration of the gene therapy, the visual acuity improvement among patients with LHON (Leber Hereditary Optic Neuropathy) was sustained while maintaining a favorable safety profile. Bilateral injections provided an additional effect compared to unilateral treatment, demonstrated in some of the responder rate analyses.

On March 7, 2025, the Company announced a new round of financing reserved to specialized investors and funded by the issuance of new shares with warrants attached, for a total gross amount of approximately €0.9 million (excluding the future net proceeds related to the exercise of the warrants). The subscription price for one ABSA is €0.2248.

5. Research and development

Research costs are recorded in the Financial Statements as expenses.

In accordance with IAS 38, development costs are recognized in the Financial Statements as intangible assets only if all of the following criteria are met:

- a) it is technically feasible to complete the development of the project;
- b) intention on the part of the Company to complete the project and to utilize it;
- c) capacity to utilize the intangible asset;
- d) proof of the probability of future economic benefits associated with the asset;
- e) availability of the technical, financial and other resources for completing the project; and
- f) reliable evaluation of the development expenses.

Because of the risks and uncertainties related to regulatory authorizations and to the research and development process, the Company believes that the six criteria stipulated by IAS 38 have not been fulfilled to date and the application of this principle has resulted in all development costs to be expensed as incurred in all periods presented.

Research and development expenses

The table below shows the breakdown of research and development expenses by cost nature for the periods presented:

In thousands of Euros	As of December 31,	
	2024	2023
Personnel expenses ⁽¹⁾	2,818	3,741
Sub-contracting, collaboration and consultants	8,119	11,988
Licensing and intellectual property	280	341
Travel and entertainment expenses	104	193
Depreciation and amortization expense	972	2,757
Other	76	339
Total R&D expenses	12,368	19,360

(1) Includes €157 thousands and €596 thousands related to share-based compensation expense as of December 31, 2023 and 2024 respectively.

AGENDA

The company's shareholders are informed that they will be meeting in an Combined Shareholders' General Meeting at 9 am on May 13, 2025, 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:

I. RESOLUTIONS PROPOSED AND APPROVED BY THE BOARD OF DIRECTORS

Ordinary session

1. Approval of 2024 Statutory Financial Statements
2. Approval of 2024 Consolidated Financial Statements
3. Allocation of Net Loss to Reserves
4. Statutory auditors' special report on regulated agreements and approval of these agreements
5. Renewal of the term of office of Deloitte & Associés as Statutory Auditor
6. Renewal of Simone Seiter as director
7. Renewal of Maritza McIntyre as director
8. Renewal of SOFINNOVA PARTNERS SAS's as director
9. Renewal of Elsy Boglioli as director
10. Appointment of José Sahel as additional director
11. Approval of the principle of compensation for the Chief Executive Officer and/or any other executive corporate officer
12. Approval of the principles of compensation for the chairman of the Board
13. Approval of the principles of compensation for the Board of Directors
14. Approval of the information referred to in I of article L. 22-10-9 of the French Commercial Code
15. Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the past year or granted in respect of the same year to Mr. Michael WYZGA, Chairman of the Board of Directors
16. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mrs Laurence RODRIGUEZ, Chief Executive Officer.
17. Authorization to be given to the Board of Directors to enable the Company to buy back its own shares under the terms of Article L. 22-10-62 of the French Commercial Code,

Extraordinary session

18. Authorization to be given to the Board of Directors to cancel the treasury shares held by the Company and that are bought back in accordance with Article L. 22-10-62 of the French Commercial Code, term of validity of authorization, cap and suspension during a public tender offer period
19. Delegation of authority to the Board to issue ordinary shares and/or securities giving access to the capital and/or to debt securities, with pre-emptive subscription rights, maximum amount of the capital increase, option to offer unsubscribed securities to the public, suspension during a public offering period,

20. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities carrying rights to shares in the Company, without pre-emptive subscription rights for existing shareholders, by public offering (excluding offers governed by article L. 411-2, paragraph 1 of the French Monetary and Financial Code),
21. Delegation of authority to the Board of Directors to issue ordinary shares and/or to debt securities, without pre-emptive subscription rights, in consideration for securities tendered in connection with a public exchange offer, suspended during a public offering period,
22. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities, with waiver of pre-emptive subscription rights by means of an offer governed by Article L. 1. 411-2 of the French Monetary and Financial Code, maximum amount, issue price, suspension during a public offering period
23. Delegation of authority to the Board of Directors to issue ordinary shares and/or to debt securities, without pre-emptive subscription rights for the benefit of one or more named persons,
24. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities with pre-emptive subscription rights waived in favor of categories of persons meeting specified characteristics,
25. Authorization to increase the amount of issues,
26. Delegation of authority to the Board of Directors to increase capital by issuing ordinary shares and/or securities giving access to capital, up to a maximum of 20% of capital stock, in order to remunerate contributions in kind of capital stock or securities giving access to capital stock,
27. Delegation of authority to the Board of Directors to increase capital by capitalizing reserves, profits and/or additional paid-in capital, duration of the delegation, maximum nominal amount of the capital increase, treatment of fractional shares,
28. Delegation of authority to be given to the Board of Directors to issue share warrants, warrants to subscribe for and/or purchase new and/or existing shares and/or warrants to subscribe for and/or purchase new and/or existing redeemable shares, involving the cancellation of the preferential subscription right, in favor of categories of person,
29. Authorization to be given to the Board of Directors to grant stock options to employees and/or certain corporate officers of the Company or related companies or economic interest groupings, waiver by shareholders of their pre-emptive subscription rights,
30. Authorization to be granted to the Board of Directors to allot existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company waiver by shareholders of their pre-emptive subscription rights, ceiling, vesting periods, and any lock-up period
31. Overall delegation limits
32. Amendment to article 17 - II of the bylaws concerning the use of written consultation of directors in accordance with the provisions of article L. 225-37 of the French Commercial Code,
33. Amendment to articles 17 - III and 19 - I of the bylaws concerning the use of a means of telecommunication for meetings of the Board of Directors in accordance with the provisions of article L. 22-10-3-1 of the French Commercial Code,
34. Amendment of articles 24 and 25 of the Company's bylaws concerning the use of a means of telecommunication for Shareholders' Meetings, in accordance with the provisions of article L. 225-103-1 of the French Commercial Code,
35. Amendment to article 35 of the bylaws concerning shareholders' equity of less than half the share capital,
36. Further amendment to the Price Limit for the redeemable bonds convertible into new shares of the Company issued on December 28, 2022 - Capital increase with cancellation of shareholders' preferential subscription rights in favor of CVI Investments, Inc.

Ordinary session

37. Powers to complete formalities,

**RESOLUTIONS PROPOSED BUT NOT APPROVED BY THE BOARD, WHICH RECOMMENDS A
NEGATIVE VOTE**

Extraordinary session

- A. Delegation of authority to the Board of Directors to increase capital by issuing ordinary shares and/or securities giving access to capital, without pre-emptive subscription rights for members of a company savings plan, in accordance with Articles L. 3332-18 et seq. of the French Labor Code.

TEXT OF THE DRAFT RESOLUTIONS

I. RESOLUTIONS PROPOSED AND APPROVED BY THE BOARD OF DIRECTORS

Ordinary resolutions:

First resolution — Approval of the financial statements for the fiscal year ended December 31, 2023

The Shareholders' General Meeting, after having read the reports from the Board of Directors and from the Statutory Auditors regarding the fiscal year ended December 31, 2024, approves, as they have been presented, the annual financial statements recorded as of that date, showing a loss of €16,992,393.55.

Second resolution — Approval of the consolidated financial statements for the fiscal year ended December 31, 2024

The Shareholders' General meeting, after having read the reports from the Board of Directors and from the Statutory Auditors regarding the consolidated financial statements as of December 31, 2024, approves the statements, as they have been presented showing a loss (group share) of €14,001,282.63.

Third resolution—Allocation of the loss for the year

The Shareholders' General Meeting, upon a proposal by the Board of Directors, resolves to allocate all of the loss for the fiscal year ended December 31, 2024, namely the negative amount of €16,992,393.55 to the "Carry forward" account, which thus brings that account from a negative amount of (€231,585,173.63) to a negative balance of (€248,577,567.18).

The Shareholders' General meeting also acknowledges, in accordance with the provisions of Article 243a of the French General Tax Code, that it has been reminded that no income or dividends have been distributed over the past three fiscal years.

Fourth resolution — Statutory Auditors' Special Report on regulated agreements and approval of these agreements

Having considered the Statutory Auditors' Special Report on regulated agreements presented to it, the General Meeting approves the new agreements mentioned therein.

Fifth resolution — Renewal of the term of office of Deloitte & Associés as Statutory Auditor

On the recommendation of the Board of Directors, the Annual General Meeting reappoints DELOITTE & ASSOCIES, whose term of office expires at the close of this Annual General Meeting, as Statutory Auditors for a term of six years, until the close of the Annual General Meeting to be held in 2031 to approve the financial statements for the year ending December 31, 2030.

He has declared his acceptance of this appointment.

Sixth resolution - Reappointment of Ms. Simone SEITER, as director

The Annual General Meeting decides to reappoint Simone SEITER as director for a three-year term, expiring at the close of the Annual General Meeting to be held in 2028 to approve the financial statements for the year then ended.

Seventh resolution - Reappointment of Ms. Maritza MCINTYRE, as director

The Annual General Meeting decides to reappoint Maritza MCINTYRE as director for a three-year term, expiring at the close of the Annual General Meeting to be held in 2028 to approve the financial statements for the year then ended.

Eighth resolution - Reappointment of SOFINNOVA PARTNER SAS's as director

The Annual General Meeting decides to reappoint SOFINNOVA PARTNERS SAS as director for a three-year term, expiring at the close of the Annual General Meeting to be held in 2028 to approve the financial statements for the year then ended.

Ninth resolution - Reappointment of Ms. Elsy BOGLIOLI, as director

The Annual General Meeting decides to reappoint Elsy BOGLIOLI as director for a three-year term, expiring at the close of the Annual General Meeting to be held in 2028 to approve the financial statements for the year then ended.

Tenth resolution - Appointment of Mr. José-Alain SAHEL, in addition to the current members, as director

The Shareholders' General Meeting decides to appoint Mr. José-Alain SAHEL, in addition to the current members, as director, for a period of three years, expiring at the end of the Meeting held in 2028 called to decide on the financial statements for the past fiscal year.

Eleventh resolution – Approval of the compensation policy for the Chief Executive Officer and/or any other executive director

The Shareholders' General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chief Executive Officer and/or any other executive director presented in the Corporate Governance Report in the 2024 Universal Registration Document, paragraphs 13.1.1.2 and 13.1.1.3.

Twelfth resolution - Approval of the compensation policy for the Chairman of the Board of Directors

The Shareholders' General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors, as presented in the Corporate Governance Report in the 2024 Universal Registration Document, paragraph 13.1.1.1.

Thirteenth resolution – Approval of the compensation policy for the members of the Board of Directors

The Shareholders' General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the members of the Board of Directors, as presented in the Corporate Governance Report in the 2024 Universal Registration Document, paragraph 13.1.1.4.

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

The Shareholders' General Meeting, acting pursuant to Article L. 22-10-34 (I) of the French Commercial Code, approves the information referred to in Article L. 22-10-9 (I) of the French Commercial Code as presented in the Corporate Governance Report in the 2024 Universal Registration Document, paragraphs 13.1.2 and following.

Fifteenth resolution - Approval of the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Mr. Michael WYZGA, Chairman of the Board of Directors

The Shareholders' General Meeting, acting pursuant to Article L. 22-10-34 (II) of the French Commercial Code, approves the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Mr. Michael WYZGA, Chairman of the Board of Directors, as presented in the corporate governance report contained in the universal registration document 2024, paragraphs 13.1.3.

Sixteenth resolution – Approval of the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Ms. Laurence RODRIGUEZ, Chief Executive Officer

The Shareholders' General Meeting, deciding in accordance with Article 22-10-34 (II) of the French Commercial Code, approves the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Ms. Laurence RODRIGUEZ, Chief Executive Officer, as presented in the corporate governance report contained in the universal registration document 2024, paragraphs 13.1.3.

Seventeenth resolution – Authorization to be given to the Board of Directors for the Company to buy back its own shares within the framework of the provisions of Article L. 22-10-62 of the French Commercial Code

The Shareholders' General Meeting after reading the report from the Board of Directors, authorizes the latter, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, to purchase, on one or more occasions at the times it determines, shares in the company that may not in total represent more than 5% of the number of shares comprising the share capital as of the day of this Meeting, adjusted if necessary to take into account any capital increase or reduction transactions that may occur during the life of the program.

This authorization puts an end to the authorization granted to the Board of Directors by the Shareholders' General Meeting of May 29, 2024 in its sixteenth ordinary resolution.

Purchases of shares may be made with a view to:

- managing the secondary market or the liquidity of the GENSIGHT BIOLOGICS stock through an investment service provider through a liquidity contract in accordance with the practices permitted by the regulations, with it being specified that in this context the number of shares taken into account to calculate the aforementioned limit corresponds to the number of shares purchased, after deducting the number of shares resold,
- retaining the shares purchased and subsequently delivering them for exchange or as payment in the event of merger, demerger, contribution, or external growth transactions,
- ensuring the hedging of stock option plans and/or bonus share award plans (or equivalent plans) granted in favor of employees and/or corporate officers of the Group, including Economic Interest Groups and related companies, and any share awards under a company or group savings plan (or similar plan), in respect of the participating interest in the company's results and/or any other form of award of shares to employees and/or corporate officers of the group, including Economic Interest Groups and related companies,
- ensuring the hedging of securities giving right to the award of the company's shares under the regulations in force,
- potentially canceling the shares acquired in accordance with the authorization granted or to be granted at the Extraordinary General Meeting.
- generally, implementing any market practice that may be accepted by the AMF and, more generally, carrying out any other transaction in accordance with the regulations in force, it being specified that in such a case, the Company shall inform its shareholders by means of a press release.

Such share purchases may be conducted by all means, including through the purchase of blocks of shares, and at any time the Board of Directors sees fit.

The Board of Directors may not, without the prior authorization of the Shareholders' General Meeting, make use of this delegation of authority for the duration of a public tender offer initiated by a third party for the Company's shares until the end of the offer period. The Company reserves the right to use option or derivative instruments in accordance with the applicable regulations.

The maximum purchase price is set at €15 per share.

In the event of transactions involving the share capital, particularly the split or grouping of shares or the award of bonus shares to the shareholders, the aforementioned account will be adjusted in the same proportions (multiplier coefficient equal to the ratio between the number of shares comprising the share capital before the transaction and the number of shares after the transaction).

The maximum amount of the transaction is set at €98,599,871.

The Shareholders' General Meeting grants all powers to the Board of Directors for the purpose of conducting such transactions, and to establish the terms and conditions thereof, and to enter into all agreements and carry out all formalities.

Extraordinary resolutions:

Eighteenth resolution – Authorization to be given to the Board of Directors to cancel the Company's treasury shares bought back within the framework of Article L. 22-10-62 of the French Commercial Code

The Shareholders' General Meeting, pursuant to Article L. 22-10-62 of the French Commercial Code, after reading the report from the Board of Directors and the report from the Statutory Auditors:

- 1) Authorizes the Board of Directors to cancel, by its own decisions, on one or more occasions, within the limit of 10% of the share capital, calculated as of the day of the cancellation decision, minus any shares canceled over the previous 24 months, all or part of the shares that the Company owns or may own following the buybacks conducted within the framework of Article L. 22-10-62 of the French Commercial Code, as well as to reduce the share capital by the same amount in accordance with the current legal and regulatory provisions in effect,
- 2) Establishes the duration of the validity of this authorization as twenty-four months starting from this Shareholders' General Meeting,
- 3) Resolves that the Board of Directors may not, without the prior authorization of the Shareholders' 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,
- 4) Resolves that any excess of the share purchase price over their nominal value will be allocated to the issue, merger, or contribution premium line items or any other available reserve line item, including the statutory reserve, provided that it does not become less than 10% of the share capital of the Company after the capital reduction is performed,
- 5) Gives all powers to the Board of Directors, with the option to subdelegate under the conditions provided by law, to conduct the necessary transactions, such as cancellations and corresponding reductions in the share capital, to amend the company bylaws as a result, and carry out all required formalities.

Nineteenth resolution - Delegation of authority given to the Board of Directors to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, maintaining the preferential subscription right

The Shareholders' General Meeting after reading the report from the Board of Directors and the special report from the Auditors, and in accordance with the provisions of the French Commercial Code and, particularly its Articles L. 225-129-2, L. 228-92, L. 225-132 et seq., and L. 22-10-49:

- 1) Delegates to the Board of Directors, with the option to subdelegate under the conditions provided for by law, its authority to issue, maintaining the preferential subscription right, for free or for consideration, on one or more occasions, in the proportions and at any time it deems fit, on the French and/or international market, 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 that are equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or
- - securities, including debt securities, giving access to equity securities to be issued,

which may be subscribed for 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 common shares to be issued by the Company and/or 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 thus issued for common shares to be issued immediately or in the future by the Company may consist of debt securities or warrants, or be associated with the issue of such securities, or enable their issue as intermediary securities.

2) Sets at twenty-six months the duration of validity of this delegation of authority, starting from the day of this Shareholders' General Meeting.

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

The overall par value of the common shares that may be issued under this delegation of authority may not be greater than 100% of the share capital as of the day of this Shareholders' General 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.

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 or the equivalent in any other currency or monetary unit established by reference to multiple currencies.

The caps referred to above are independent of all of the caps provided for by the other resolutions adopted in this Shareholders' General Meeting.

4) In the event the Board of Directors uses this delegation of authority in the context of the issues referred to in 1) above:

- a. decides that the issue(s) of common shares or equity securities will be reserved preferentially to shareholders who may subscribe on a non-reducible and/or reducible basis, during the time period and under the conditions that the Board of Directors will set,
- b. resolves, in accordance with Article L.225-134 of the French Commercial Code, that if the non-reducible subscriptions, and where applicable the reducible subscriptions, have not fully absorbed an issue referred to in 1), the Board of Directors may employ the following options:
 - limit the issue to the amount of subscriptions, within the limits provided by the regulations,
 - freely allocate all or part of the unsubscribed shares,
 - offer to the public all or part of the unsubscribed shares,

5) Decides that the issue of Company share purchase warrants may be conducted by a share offering, but also through the award to owners of existing bonus shares, with it being specified that the Board of Directors will have the option to decide that the grant rights resulting in fractional shares will not be negotiable and the corresponding securities will be sold.

6) Decides that the Board of Directors will have, within the limits set above with the option to subdelegate under the conditions provided for by law, the necessary powers, particularly to:

- establish the conditions of the issue(s) and determine the issue price, as well as the amount of the premium that may be requested upon issue, the terms of subscription of the shares and/or securities to be issued and of their release and their date of possession and determine the dates and terms of issue, the nature, number, and characteristics of the shares and/or securities to be created and issued;
- In the event of the issue of share warrants, decide on the number and characteristics thereof and decide, if it deems it appropriate, under conditions and terms that it will establish, that the warrants may be refunded or bought back, or if they are granted free of charge to shareholders in proportion to their ownership of share capital;
- More generally, approve the characteristics of all securities and, particularly, the terms and conditions for allocating shares, the term of loans, whether they are subordinated or not, the terms of repayment of the principal, with or without premium, the repayment terms and conditions, interest rates;

- Provide for the option to potentially suspend the exercising of rights attached to shares or equities securities for a maximum period of three months in compliance with the statutory and regulatory provisions;
- Determine and make all adjustments intended to account for the impact of transactions in the capital or equity of the Company;
- As applicable, observe 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.

7) Resolves that the Board of Directors may not, without the prior authorization 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.

8) 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.

Twentieth resolution - Delegation of authority given to the Board of Directors to issue common shares and/or capital shares giving access to other capital shares or giving right to the award of debt securities and/or equity securities giving access to the capital shares to be issued, cancelling the preferential subscription right by public offering (excluding the offers referred to in Article L. 411-2 (1) of the French Monetary and Financial Code)

The Shareholders' General Meeting after reading the report from the Board of Directors and the special report from the Auditors, 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:

Delegates to the Board of Directors, with the option to subdelegate under the conditions provided for by law, its authority to issue, on one or more occasions, in the proportions and at any time it deems fit, canceling the preferential subscription right, on the French and/or international market, by public offering excluding the offers 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:

- common shares, and/or
 - equity securities and/or debt securities giving access to other capital shares or giving entitlement to the allocation of debt securities, and/or
 - equity securities, including debt securities, giving access to the capital shares to be issued,
- which may be subscribed in cash or by offsetting against receivables.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to common 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 thus issued for common shares to be issued immediately or in the future by the Company may consist of debt securities or warrants, or be associated with the issue of such securities, or enable their issue as intermediary securities.

2) Sets at twenty-six months the duration of validity of this delegation of authority, starting from the day of this Shareholders' General Meeting.

3) The overall par value of the common shares that may be issued under this delegation of authority may not be greater than 100% of the share capital as of the day of this Shareholders' General 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 is charged to the overall nominal value of the common shares provided for by the twenty-ninth resolution of this Shareholders' General 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 or the equivalent in any other currency or monetary unit established by reference to multiple currencies.

This amount is charged to the nominal value cap on debt securities provided for in the twenty-ninth resolution of this Shareholders' General Meeting.

4) Resolves to cancel the shareholders' preferential subscription rights to the common shares and equity securities in favor of this resolution, leaving however to the Board of Directors the right to grant shareholders a priority right on an irreducible and/or reducible basis, during the period and under the conditions that it determines, for all or part of an issue carried out pursuant to this resolution, in accordance with the law.

5) Decides that:

(i) the issue price of the shares to be issued under this resolution will be set by the Board of Directors and will be at least equal to, at the Board's discretion:

- the closing price of the Company's shares on the Euronext regulated market in Paris on the last trading day before the issue price is set, less a discount of up to 20%,
- or the volume-weighted average of the Company's share prices on the regulated Euronext market in Paris over a period selected by the Board of Directors equal to the last three trading days or the last five trading days prior to the issue price, less a maximum discount of 20%,

(ii) the issue price of the equity securities to be issued under this resolution other than shares shall be such that the amount received immediately by the Company plus, where applicable, the amount that may subsequently be received by the Company shall, for each share issued as a result of the issue of these securities, be at least equal to the amount referred to in (i) above.

6) 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.

7) Resolves that, in accordance with Article L. 225-134 of the French Commercial code, if the subscriptions, including, as applicable, those of the shareholders, have not absorbed all of one issue referred to in 1), the Board of Directors may, 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.

8) Decides that the Board of Directors will have, within the limits set above, the necessary powers, particularly to establish the conditions of the issue(s), as applicable, observe 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) Resolves that the Board of Directors may not, without the prior authorization 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 invalidates, starting from today, up to the unused portion, where applicable, any previous delegation of authority for the same purpose.

Twenty-first- Delegation of authority given to the Board of Directors to issue common shares and/or equity securities giving access to the capital (of the Company or of a Group company) and/or debt securities, with cancellation of the preferential subscription right as compensation for shares given as part of a public exchange offer

The Shareholders' General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the Commercial Code and, particularly its Articles L. 225-129-2, L. 225-135, L. 22-10-54 and L. 228-92 of the French Commercial Code:

1) Delegates to the Board of Directors, with the option to subdelegate under the conditions provided for by law, its authority to issue, on one or more occasions, in the proportions and at any time it deems fit, with cancellation of the preferential subscription right as compensation for shares given as part of a public exchange offer comprising an exchange component initiated on the French and/or international market, in accordance with local rules, by the company in securities of a company whose shares are admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code:

- ordinary shares of the Company, and/or
- equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or
- securities, including debt securities, giving access to equity securities to be issued.

2) Sets at twenty-six months the duration of validity of this delegation of authority, starting from the day of this Shareholders' General Meeting.

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

The overall par value of the common shares that may be issued under this delegation of authority may not be greater than 30% of the share capital as of the day of this Shareholders' General 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 adjustments, the rights of the holders of rights or securities giving access to the Company share capital.

This amount is charged to the overall nominal value of the common shares provided for by the twenty-ninth resolution of this Shareholders' General Meeting.

The par value of the debt securities that may be issued by the company under this delegation of authority 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 is charged to the nominal value cap on debt securities provided for in the twenty-ninth resolution of this Shareholders' General Meeting.

4) Resolves to cancel the shareholders' preferential subscription rights to the common shares and equity securities and/or debt securities that are the subject of this resolution.

5) Resolves that the Board of Directors may not, without the prior authorization 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.

6) Resolves that the Board of Directors will have, under the conditions set out in Article L.22-10-54 of the French Commercial Code and within the limits set out above, the necessary powers to implement this resolution and in particular to:

- decide on the list and number of securities contributed to the exchange,
- decide on the dates and terms of the issue, in particular the price and the date of possession, of the new common shares, or, where applicable, securities giving immediate and/or future access to common shares of the Company,

- set the terms of the issue, the exchange ratio and, where applicable, the amount of the cash balance to be paid, and determine the method of issue,
- establish the number of securities contributed to the exchange,
- make all required adjustments in compliance with the applicable legal provisions, and if applicable the contractual provisions providing for other adjustments, and establishing the methods by which the rights of holders of securities or other rights giving future access to capital shall be preserved, to record on the liabilities side of the balance sheet in a "Contribution premium" account, to which the rights of all shareholders shall accrue, the difference between the issue price of the new common shares and their nominal value.

7) Resolves that the Board of Directors will have the necessary powers, within the limits set above, in particular to set the terms and conditions of the issue(s), if applicable, record the completion of the resulting capital increases, amend the bylaws accordingly, charge, at its sole discretion, the costs of the capital increases to the amount of the related premiums, and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase, and carry out any formalities and declarations and apply for any authorizations that may prove necessary for the completion of these issues.

8) 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.

Twenty- second resolution - Delegation of authority given to the Board of Directors to issue common shares and/or capital shares giving access to other capital shares or giving right to the award of debt securities and/or equity securities giving access to the capital shares to be issued, cancelling the preferential subscription right by an offer referred to in Article L. 411-2 (1) of the French Monetary and Financial Code

The Shareholders' General Meeting after reading the report from the Board of Directors and the special report from the Auditors, 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 to subdelegate under the conditions provided for by law, its authority to issue, on one or more occasions, in the proportions and at any time it deems fit, canceling the preferential subscription right, on the French and/or international market, by an offer 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:
 - common shares, and/or
 - equity securities and/or debt securities giving access to other capital shares or giving entitlement to the allocation of debt securities, and/or
 - equity securities, including debt securities, giving access to the capital shares to be issued,

which may be subscribed in cash or by offsetting against receivables.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to common 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 thus issued for common shares to be issued immediately or in the future by the Company may consist of debt securities or warrants, or be associated with the issue of such securities, or enable their issue as intermediary securities.

2) Sets at twenty-six months the duration of validity of this delegation of authority, starting from the day of this Shareholders' General Meeting.

3) The overall par value of the common shares that may be issued under this delegation of authority may not be greater than the limit set by the laws and regulations applicable at the time of issue

(currently 20% of the share capital per year, in accordance with the provisions of Article L. 225-136 and Article L. 22-10-52 of the French Commercial Code, assessed on the date of implementation of the delegation 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 is charged to the overall nominal value of the common shares provided for by the twenty-ninth resolution of this Shareholders' General Meeting.

The par value of the debt securities that may be issued by the company under this delegation of authority 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 is charged to the nominal value cap on debt securities provided for in the twenty-ninth resolution of this Shareholders' General Meeting.

4) Resolves to cancel the shareholders' preferential subscription rights to the common shares and equity securities that are the subject of this resolution.

5) Decides that:

(i) the issue price of the shares to be issued under this resolution will be set by the Board of Directors and will be at least equal to, at the Board's discretion:

- either the closing price of the Company's shares on the Euronext regulated market in Paris on the last trading day prior to the setting of the issue price, less a maximum discount of 20%,
- or the volume-weighted average of the Company's share prices on the regulated Euronext market in Paris over a period selected by the Board of Directors equal to the last three trading days or the last five trading days prior to the issue price, less a maximum discount of 20%,

(ii) the issue price of the equity securities to be issued under this resolution other than shares shall be such that the amount received immediately by the Company plus, where applicable, the amount that may subsequently be received by the Company shall, for each share issued as a result of the issue of these securities, be at least equal to the amount referred to in (i) above.

6) 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.

7) Resolves that, in accordance with Article L. 225-134 of the French Commercial code, if the subscriptions, including, as applicable, those of the shareholders, have not absorbed all of one issue referred to in 1), the Board of Directors may, 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.

8) Decides that the Board of Directors will have, within the limits set above, the necessary powers, particularly to establish the conditions of the issue(s), as applicable, observe 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) Resolves that the Board of Directors may not, without the prior authorization 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 invalidates, starting from today, up to the unused portion, where applicable, any previous delegation of authority for the same purpose.

Twenty-third resolution - Delegation of powers to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued, without pre-emptive subscription rights for one or more named persons

The Shareholders' General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-129-2, L.22-10-52-1 and L. 228-92, of the French Commercial Code,

1) Delegates to the Board of Directors, with the option to subdelegate 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, with the cancellation of the preferential subscription right in favor of categories of persons with certain characteristics defined hereinafter, the issue:

- common shares, and/or
 - equity securities and/or debt securities giving access to other capital shares or giving entitlement to the allocation of debt securities, and/or
 - equity securities, including debt securities, giving access to the capital shares to be issued,
- which may be subscribed in cash or by offsetting against receivables.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to common shares to be issued by the Company and/or 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 thus issued for common shares to be issued immediately or in the future by the Company may consist of debt securities or warrants, or be associated with the issue of such securities, or enable their issue as intermediary securities.

2) Sets at eighteen months the duration of validity of this delegation of authority, starting from the day of this Shareholders' General Meeting.

3) The maximum aggregate par value of capital increases that may be carried out under this authorization may not exceed the limit set by the laws and regulations applicable at the time of issue (currently 30% of the share capital per year, in accordance with the provisions of Article L. 225-138 and Article L. 22-10-52-1 of the French Commercial Code, assessed as at 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 is charged to the overall nominal value of the common shares provided for by the twenty-ninth resolution of this Shareholders' General Meeting.

The par value of the debt securities that may be issued by the company under this delegation of authority 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 is charged to the nominal value cap on debt securities provided for in the twenty-ninth resolution of this Shareholders' General Meeting.

4) Resolves, in accordance with the provisions of Article L. 22-10-52-1 of the French Commercial Code, that the issue price of shares issued under this authorization will be set by the Board of Directors in accordance with the regulatory provisions applicable on the date this authorization is used.

5) Resolves to waive shareholders' pre-emptive rights to subscribe for ordinary shares and securities carrying rights to shares and/or debt securities, in favor of one or more persons designated by name, and to delegate to the Board of Directors the power to designate such persons.

6) Resolves that if subscriptions do not absorb the entire issue referred to in 1) above, the Board of Directors may limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by regulations,

7) Resolves that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this authorization from the date of filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

9) Resolves that the Board of Directors will have full competence to implement this delegation of authority, particularly for the purpose of:

- a) Deciding on the conditions of the issue(s);
- b) designate the person or persons for whom the issue is reserved in accordance with Article L.22-10-52-1 of the French Commercial Code;
- c) Deciding on the number of shares to be issued to each of the beneficiaries;
- d) Deciding on the amount to be issued, the issue price, as well as the amount of the issue premium that may be demanded, where applicable;
- e) Determining the dates and methods of the issue, the type, form, and characteristics of the securities to be created which notably may take the form of subordinate shares or not, for a specific time period or not;
- f) Determining the method by which the shares and/or securities issued or to be issued will be paid up;
- g) Setting, where applicable, the methods for exercising the rights attached to the securities issued or to be issued and, notably, deciding on the date, even retroactively, starting from which the new shares shall entitle to dividends, as well as all other conditions and methods for the completion of the issue;
- h) Potentially suspending the exercise of the rights attached to the shares issued for a maximum period of three months;
- i) At its sole initiative, charge the fees 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;
- 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.

9) Acknowledges that the Board of Directors will report to the next Annual General Meeting, in accordance with the law and regulations, on the use made of the authorization granted under this resolution.

Twenty-fourth resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued, without pre-emptive subscription rights for categories of persons meeting specified characteristics

The Annual General Meeting, having considered the report of the Board of Directors 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.22-10-49 and L. 228-92 thereof:

1) Delegates to the Board of Directors, with powers to subdelegate within the law, its authority to issue, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, with pre-emptive subscription rights waived for the categories of persons defined below:

- ordinary shares, and/or
 - equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or
 - securities, including debt securities, giving access to equity securities to be issued,
- which may be subscribed for 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 the Company and/or by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital.

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

2) Resolves that this authorization is valid for a period of eighteen months from the date of this Shareholders' Meeting.

3) Resolves to set the following limits on the amounts of issues authorized in the event that the Board of Directors makes use of the present delegation of authority:

The maximum aggregate par value of capital increases that may be carried out under this authorization may not exceed 200% of the share capital as at the date of this General Meeting.

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

This amount will be deducted from the maximum nominal amount of ordinary shares provided for in the thirty-first resolution of this Meeting.

The nominal amount of debt securities that may be issued by the Company under this authorization may not exceed 50,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies.

This amount will be deducted from the ceiling on the nominal amount of debt securities provided for in the thirty-first resolution of this Meeting.

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

- the latest closing price of the Company's stock on the Euronext regulated market in Paris during the last market session before establishing the issue price, possibly reduced by a maximum discount of 20%,

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

5) Resolves that, (i) 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;

6) Resolves to cancel the shareholders' preferential subscription rights to the common shares and equity securities likely to be issued by virtue of this resolution, in favor of the following categories of persons or one or more subcategories within these categories:

- i. natural persons or legal entities (including companies), investment firms, trusts, investment funds or other investment vehicles, regardless of their form, under French or foreign law, habitually investing in the pharmaceutical, biotech, or ophthalmological, sectors, neurodegenerative diseases, or medical technologies; and/or
- ii. companies, institutions, or entities, regardless of their form, French or foreign, conducting a significant portion of their business in such fields; and/or
- iii. French or foreign investment service providers having an equivalent status capable of guaranteeing the realization of a capital increase intended to be invested by the persons referred to in (i) and (ii) above and, in this context, to subscribe for the securities issued.

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) Resolves that, in accordance with Article L. 225-134 of the French Commercial Code, if the subscriptions, including, as applicable, those of the shareholders, have not absorbed all of one issue referred to in 1), the Board of Directors may, 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.

9) Resolves that the Board of Directors will have full competence to implement this delegation of authority, particularly for the purpose of:

- a) Deciding on the conditions of the issue(s);
- b) Deciding on the list of beneficiaries within the above-designated categories;
- c) Deciding on the number of shares to be issued to each of the beneficiaries;
- d) Deciding on the amount to be issued, the issue price, as well as the amount of the issue premium that may be demanded, where applicable;

- e) Determining the dates and methods of the issue, the type, form, and characteristics of the securities to be created which notably may take the form of subordinate shares or not, for a specific time period or not;
- f) Determining the method by which the shares and/or securities issued or to be issued will be paid up;
- g) Setting, where applicable, the methods for exercising the rights attached to the securities issued or to be issued and, notably, deciding on the date, even retroactively, starting from which the new shares shall entitle to dividends, as well as all other conditions and methods for the completion of the issue;
- h) Potentially suspending the exercise of the rights attached to the shares issued for a maximum period of three months;
- i) At its sole initiative, charge the fees 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;
- 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) Resolves that the Board of Directors may not, without the prior authorization of the Shareholders' 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 Shareholders' 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.

Twenty-fifth resolution - Authorization to increase the amount of issues

The Shareholders' General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report resolves that, for each of the issues of common shares or securities resolves in accordance with the eighteenth, nineteenth, twenty-first and twenty-third resolutions of this Shareholders' General Meeting, the number of securities to be issued may be increased under the conditions provided for by Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (as of the day of this Shareholders' 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 Shareholders' General Meeting resolution in accordance with which the issue is decided.

Sets at twenty-six months (except for the twenty-third 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 Shareholders' General Meeting.

Twenty-sixth resolution - Delegation of authority to be given to the Board of Directors to increase the capital through the issue of common shares and/or equity securities within the limit of 20% of the share capital with a view to compensating contributions in kind of securities or equity securities

The Shareholders' General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Report, and in accordance with Articles L. 225-147, L. 22-10-53 and L. 228-92 of the French Commercial Code:

- 1) Authorizes the Board of Directors to issue, on the basis of the auditor's report, ordinary shares or securities giving access to ordinary shares with a view to remunerating contributions in kind made to the company and consisting of equity securities or securities giving access to the capital when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.
- 2) Sets at twenty-six months the duration of validity of this delegation of authority, starting from the day of this Shareholders' General Meeting.
- 3) Resolves that the total nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed 20% of the capital on the date of this Shareholder's General Meeting, without taking into account the nominal value of the capital increase necessary to preserve, in accordance with the law and, where applicable, contractual provisions providing for other preservation procedures, the rights of the holders of rights or securities granting access to the Company's capital. This amount is charged to the overall nominal value of the common shares that may be issued provided for by the twenty-ninth resolution of this Shareholders' General Meeting.
- 4) Delegates all powers to the Board of Directors, for the purpose of approving the valuation of the contributions, deciding on the resulting capital increase, recording its completion, allocating, where applicable, to the contribution premium all costs and duties incurred by the capital increase, deducting from the contribution premium the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase and making the corresponding amendments to the bylaws, and taking the necessary steps in such matters.
- 5) Resolves that the Board of Directors may not, without the prior authorization 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.
- 6) 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.

Twenty-seventh resolution - Delegation of authority to the Board of Directors to increase capital by capitalizing reserves, profits and/or premiums

The Annual General Meeting, voting on the quorum and majority conditions for Annual General Meetings, having reviewed the Directors' Report and in accordance with Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

- 1) Authorizes the Board of Directors, with powers to subdelegate within the law, to increase the Company's capital stock, on one or more occasions, at such times and on such terms as it shall determine, by successive or simultaneous capitalization of reserves, profits, premiums or other amounts that may be capitalized, through the issue and allotment of bonus shares or by increasing the par value of existing ordinary shares, or by a combination of these two methods.
- 2) Resolves that, should the Board of Directors make use of this authorization, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, in the event of a capital increase through the allotment of bonus shares, fractional rights will not be negotiable or transferable and the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights within the period provided for by the regulations.
- 3) Resolves that this authorization is valid for a period of twenty-six months from the date of this Meeting.

4) Resolves that the overall nominal amount of the capital increase under this resolution may not exceed the nominal amount of 100% of the share capital as at the date of this General Meeting, it being specified that this ceiling is set autonomously and separately from the ceilings on capital increases resulting from issues of ordinary shares or securities authorized by the other resolutions submitted to this Meeting and by the resolutions adopted, and still in force, at any previous Shareholders' Meeting, and that to this ceiling shall be added, where applicable, the par value of shares to be issued to preserve, in accordance with the law and, where applicable, with contractual stipulations providing for other methods of preservation, the rights of holders of rights or securities giving access to the Company's capital.

5) Grants the Board of Directors full powers to implement this resolution and, in general, to take all measures and carry out all formalities required for the successful completion of each capital increase, to record the completion thereof and to amend the bylaws accordingly.

6) Resolves that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this authorization from the date of filing by a third party of a public tender offer for the Company's shares until the end of the offer period.

7) Acknowledges that this authorization cancels and replaces, as from the date hereof, any unused portion of any previous authorization to the same effect.

Twenty-eighth resolution - Delegation of authority to be given to the Board of Directors in order to issue share purchase warrants (BSA), warrants for the subscription and/or the purchase of new and/or existing shares (BSAANE), and/or warrants for the subscription and/or acquisition of new and/or existing redeemable shares (BSAAR), with the cancellation of the preemptive rights of categories of persons

The Shareholders' General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-138, and L. 228-91 of the French Commercial Code:

1) Delegates to the Board of Directors, with the option to subdelegate under the conditions provided for by law, its authority for the purpose of conducting, on one or more occasions, in the proportions and at the times it shall deem fit, both in France and abroad, the issue of share warrants (BSA), warrants for subscription and/or acquisition of new and/or existing shares (BSAANE) and/or warrants for subscription and/or acquisition of new and/or existing redeemable shares (BSAAR), with the cancellation of preferential subscription rights in favor of categories of persons defined hereinafter.

2) Sets at eighteen months the duration of validity of this delegation of authority, starting from the day of this Shareholders' General Meeting.

3) Resolves that the overall nominal value of the shares to which the warrants issued under this delegation of authority may entitle may not be greater than 2% of the share capital as of the day 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 is charged to the overall nominal value of the shares susceptible of being issued provided for by the twenty-ninth resolution of this Shareholders' General Meeting.

4) Resolves, in accordance with the provisions of Article L. 225-138 of the French Commercial Code, that the Board of Directors shall have all powers to determine the subscription and/or acquisition price of the common shares to which the warrants will entitle their holders on the basis of this resolution, it being specified that the subscription and/or acquisition price shall be at least equal to the average closing price of the Company's shares on the regulated market of Euronext in Paris during the last twenty trading sessions preceding the setting of the subscription and/or acquisition price, less the issue price of the warrant, if applicable.

5) Decides to eliminate the preemptive right of shareholders to BSA, BSAANE, BSAAR categories of warrants likely to be issued under this resolution, in favor of the following categories of persons or one or more subcategories within these categories:

- (i) salaried executives, senior executives, or members of the Company's management team who are not corporate officers; or
- (ii) members of any study committee, those serving as censors within the Company, or those having the status of independent director, whether or not serving as Chairman of the Board of Directors; or
- (iii) consultants, officers, or partners of service providers of the Company or its subsidiaries having entered into a consulting or service agreement in force at the time of this delegation by the Board of Directors; or
- (iv) other employees of the Company.

6) Acknowledges that this delegation of authority automatically involves, for the benefit of holders of the warrants issued, an express waiver of the shares to which the warrants give access, immediately or in the future.

7) Resolves that, in accordance with Article L. 225-134 of the French Commercial Code, if the subscriptions, including, as applicable, those of the shareholders, have not absorbed all of one issue of BSA, BSAANE and/or BSAAR, the Board of Directors may, 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;
- within the categories of persons defined above, freely distribute all or part of the unsubscribed BSA, BSAANE and/or BSAAR.

8) Resolves that the Board of Directors will have full competence to implement this delegation of authority, particularly for the purpose of:

- a) Deciding on the conditions of the issue(s);
- b) Deciding on the list of beneficiaries within the above-designated categories;
- c) Deciding on the number of warrants to be issued to each of the beneficiaries;
- d) Deciding on the amount to be issued, the issue price of the warrants and the subscription and/or acquisition price of the shares to which the warrants will give entitlement under the conditions set out above, the conditions and deadlines for subscription and exercise of the warrants, their adjustment procedures, as well as the amount of the premium that may, if applicable, be requested at issue;
- e) Determining the dates and methods of the issue, the type, form, and characteristics of the securities to be created;
- f) Determining the method by which the shares and/or securities issued or to be issued will be paid up;
- g) Setting, where applicable, the methods for exercising the rights attached to the securities issued or to be issued and, notably, deciding on the date, even retroactively, starting from which the new shares shall entitle to dividends, as well as all other conditions and methods for the completion of the issue;
- h) Potentially suspending the exercise of the rights attached to the shares issued for a maximum period of three months;
- i) At its sole initiative, charge the fees 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;

- 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.
- 9) Resolves that the Board of Directors may not, without the prior authorization 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 the fact that the Board of Directors will report at 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.
- 11) 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.

Twenty-ninth resolution - Authorization to be given to the Board of Directors to issue subscription options and/or share purchase options to members of its staff (and/or certain executive directors)

The Shareholders' General Meeting after reading the report from the Board of Directors and the special report by the Statutory Auditors:

- 1) Authorizes the Board of Directors to grant, on one or more occasions, in accordance with Articles L. 225-177 to L. 225-185, L. 22-10-56 and L. 22-10-57 of the French Commercial Code, to the beneficiaries indicated below, options entitling them to subscribe for new shares in the company to be issued as a capital increase or to purchase existing shares in the company resulting from redemptions carried out under the conditions provided for by law.
- 2) Establishes the duration of the validity of this authorization as thirty-eight months starting from this Shareholders' General Meeting.
- 3) Decides that the beneficiaries of these options may only be:
 - on the one hand, the staff or some of them, or certain categories of staff of the Company and, where applicable, of companies or economic interest groups related to it under the conditions of Article L. 225-180 of the French Commercial Code;
 - on the other hand, executive directors who meet the conditions set out in Article L. 225-185 of the French Commercial Code.
- 4) The total number of options that may be granted by the Board of Directors under this authorization may not entitle the holder to subscribe for or purchase a number of shares greater than 5% of the existing share capital on the date of this Shareholders' General Meeting, it being specified that this cap will be deducted from the total nominal amount of the shares that may be issued provided for in the twenty-ninth resolution of this Shareholders' General Meeting.
- 5) Resolves that the subscription and/or purchase price of the shares by the beneficiaries will be set on the day on which the options are granted by the Board of Directors, and shall be at least equal to the average closing price of the Company's shares on the regulated market of Euronext in Paris over the last twenty trading days preceding the date on which the allocation decision is made.
- 6) Notes that this authorization includes, in favour of the beneficiaries of the share subscription options, the express waiver by the shareholders of their preferential subscription right to the shares that will be issued as and when the options are exercised.

7) Delegates all powers to the Board of Directors to set the other terms and conditions for the allocation of options and their exercise, and in particular to:

- set the conditions under which the options will be granted and draw up the list or categories of beneficiaries as provided for above; set, where applicable, the seniority and performance conditions that these beneficiaries must meet; decide on the conditions under which the price and number of shares must be adjusted, in particular in the scenarios provided for in Articles R. 225-137 to R. 225-142 of the French Commercial Code;
- set the exercise period(s) for the options thus granted, it being specified that the duration of the options may not exceed a period of seven years from their grant date;
- provide for the right to temporarily suspend the exercise of options for a maximum period of three months in the event of the completion of financial transactions involving the exercise of a right attached to the shares;
- where applicable, make the acquisitions necessary acquisitions of shares under the stock buyback program and allocate them to the award plan;
- carry out or have carried out all acts and formalities for the purpose of making final the capital increase(s) that may, if applicable, be carried out pursuant to the authorization that is the subject of this resolution; amend the bylaws accordingly and generally do all that is necessary;
- at its sole decision and if it deems appropriate, charge the fees for share 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.

8) Acknowledges that this authorization invalidates, starting from today, up to the unused portion, where applicable, any previous authorization for the same purpose.

Thirtieth resolution - Authorization to be given to the Board of Directors to issue subscription options and/or share purchase options to members of its staff (and/or certain executive directors)

The Shareholders' General Meeting after reading the report from the Board of Directors and the special report by the Statutory Auditors, authorizes the Board of Directors to carry out, on one or more occasions, in accordance with Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, the allocation of common shares of the Company, either existing or to be issued, to:

- members of the salaried staff of the company or companies or economic interest groupings that are directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code;
- and/or executive directors who meet the conditions set by Article L.225-197-1 of the French Commercial Code.

The total number of shares allocated free of charge under this authorization may not exceed 5% of the share capital as of the date of this Shareholders' General Meeting, it being specified that it may not exceed the maximum percentage provided for by the regulations as of the date of the allocation resolution.

This cap will be charged to the overall par value of the shares susceptible of being issued provided for by the twenty-ninth resolution of this Shareholders' General Meeting.

In addition to this cap, as applicable, is the nominal amount of the capital increase needed to protect the rights of beneficiaries of free share allocations in the event of transactions in the Company's capital during the vesting period.

The allocation of shares to beneficiaries will be final at the end of a vesting period whose duration will be set by the Board of Directors; it cannot be less than one year.

The beneficiaries will have to, as applicable, hold those shares for a period, set by the Board of Directors, at least equal to that needed so that the cumulative duration of vesting periods and, as applicable, holding periods, cannot be less than two years.

As an exception, the shares will be definitively awarded before the end of the vesting period in the event of the beneficiary's invalidity corresponding to the classification in the second and third categories provided for in Article L. 341- 4 of the Social Security Code.

All powers are granted to the Board of Directors for the purpose of:

- a) setting the conditions and, as applicable, the criteria for the final allocation of shares;
- b) determining the identity of beneficiaries as well as the number of shares allocated to each of them;
- c) determining if the shares granted free of charge are shares to be issued or existing shares, it being specified that the Board of Directors may postpone its choice until the day before the end of the vesting period;
- d) as applicable:
 - observing the existence of sufficient reserves and carrying out, at the time of each grant, the transfer into an unavailable reserve account the monies necessary to release the new shares to be allocated;
 - deciding, when the time comes, the capital increase(s) by incorporation of reserves, premiums, or profits corresponding to the issue of new shares issued free of charge;
 - making the necessary acquisitions of shares under the stock buyback program and allocating them to the award plan;
 - determining the impacts on the rights of beneficiaries of transactions affecting the capital or susceptible of affecting the value of the shares allocated and carried out during the vesting period and, consequently, modifying or adjusting, if necessary, the number of shares allocated in order to protect the rights of beneficiaries;
 - setting the term of the vesting period and deciding whether or not to set a retention period following the vesting period and, as applicable, determining the period and taking all practical measures to ensure compliance with it by the beneficiaries, changing the vesting and/or retention periods, eliminating either of them as applicable;
 - and, generally, doing everything in within the framework of the current legislation in effect that the implementation of this authorization will make necessary.

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

It is given for a period of thirty-eight months starting from the date of this Shareholders' General Meeting.

This delegation of authority invalidates, starting from today, up to the unused portion, as applicable, any previous authorization for the same purpose.

Thirty-first resolution - Overall cap limits on the delegations provided

The Shareholders' General Meeting, after reading the report from the Board of Directors, resolves to set at:

- 200% of the existing share capital as of the day of this Meeting, the overall nominal value of the shares that may be issued, immediately or eventually, by virtue of the twentieth to twenty-fourth, twenty-sixth and twenty-eighth to thirtieth resolutions and resolution A of this Shareholders' General Meeting, or, where applicable, on the basis of resolutions of the same nature that may succeed said resolutions during the validity of this delegation, with it being specified that this amount will be in addition to, where applicable, the nominal value of the capital increase necessary to preserve, in accordance with the law, and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of holders of rights or securities giving access to Company equity;

- €50,000,000 (or the equivalent in any other currency or monetary unit established by reference to multiple currencies), the overall nominal value of the debt securities susceptible of being issued by virtue of the twentieth to twenty-fourth resolutions of this Shareholders' General Meeting.

Thirty-second resolution - Amendment to Article 17 - II of the Articles of Association concerning the use of written consultation of directors in accordance with the provisions of Article L. 225-37 of the French Commercial Code

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary General Meetings, having reviewed the Directors' Report, resolves to amend paragraph II of Article 17 of the Company's bylaws in order to define the terms and conditions for recourse to written consultation, and to provide that any member of the Board may object to recourse to this procedure, in accordance with the provisions of Article L. 225-37 of the French Commercial Code, as amended by Act no. 2024-537 of June 13, 2024.

Consequently, the last paragraph of II of Article 17 of the Articles of Association is now worded as follows, with the rest remaining unchanged:

Old version	New version
(...) Decisions falling within the Board's specific remit, as provided for in the regulations, may be taken by written consultation of the directors.	(...) At the initiative of the Chairman of the Board, the Board of Directors may also take decisions by written consultation of the directors. In this case, at the request of the Chairman of the Board, the directors are called upon to give their opinion in writing, including by electronic means, on the decision(s) addressed to them, within two working days of the request being sent. All directors have one working day from the date of dispatch of the request to object to the use of written consultation. In the event of opposition, the Chairman immediately informs the other directors and convenes a meeting of the Board of Directors. In the event of failure to respond in writing to the Chairman of the Board, to the written consultation within the aforementioned period and in accordance with the terms set out in the request, the directors will be deemed to be absent and not to have taken part in the decision. The decision can only be adopted if at least half of the directors have taken part in the written consultation, and only by a majority of the directors taking part in this consultation. The Chairman of the Board is deemed to preside over the written consultation, and therefore has the casting vote in the event of a tie. The by-laws set out the other terms and conditions of the written consultation not defined by the legal and regulatory provisions in force or by these Articles of Association.

Thirty-third resolution - Amendment to Article 17 - III and Article 19 - I of the Articles of Association concerning the use of a means of telecommunication for meetings of the Board of Directors in accordance with the provisions of Article L. 22-10-3-1 of the French Commercial Code

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report, resolves to :

- Amend paragraph III of Article 17 and paragraph I of Article 19 of the Company's bylaws in order to align their wording with the provisions of Article L. 22-10-3-1 of the French Commercial Code, as amended by Act no. 2024-537 of June 13, 2024,
- To amend paragraph III of Article 17 in order to remove the exclusions from the use of telecommunication for deliberations relating to the approval of the annual and consolidated financial statements and the preparation of the management report and the report on Group management, in accordance with the provisions of Article L. 22-10-3-1 of the French Commercial Code.

As a result

- the last paragraph of III of Article 17 of the Articles of Association is now worded as follows, with the rest remaining unchanged:

Old version	New version
(...) For the purposes of calculating quorum and majority, directors who take part in Board meetings by videoconference or telecommunication under the conditions defined by the Board of Directors' internal rules are deemed to be present. However, actual attendance or attendance by proxy will be required for all Board deliberations concerning the closing of the annual and consolidated financial statements, the preparation of the management report and the Group management report, and decisions concerning the dismissal of the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officer.	(...) For the purposes of calculating quorum and majority, directors who take part in the Board meeting by a means of telecommunication that enables them to be identified, in accordance with the conditions laid down by regulations , are deemed to be present. However, attendance in person or by proxy will be required for all resolutions concerning the dismissal of the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officer.

- The third paragraph of Article 19 I now reads as follows, with the rest remaining unchanged:

Old version	New version
(...) The Board's decision as to whether or not to exercise general management powers is taken by a majority of the directors present or represented or deemed to be present, subject to the specific provisions of article 17-III in the event of directors attending Board meetings by videoconference or other means of telecommunication. (...)	(...) The Board's decision as to whether or not to exercise general management powers is taken by a majority of the directors present or represented or deemed to be present, subject to the specific provisions of article 17-III in the event of directors attending the Board meeting by a means of telecommunication enabling them to be identified. (...)

Thirty-fourth resolution - Amendment to Articles 24 and 25 of the Company's Articles of Association concerning the use of telecommunications at Shareholders' Meetings in accordance with the provisions of Article L. 225-103-1 of the French Commercial Code

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report, resolves to amend Articles 24 and 25 of the Company's bylaws in order to align the wording of the provisions relating to the use of telecommunications at General Meetings with the provisions of Article L. 225-103-1 as amended by Act no. 2024-537 of June 13, 2024.

As a result

- The last paragraph of Article 24 of the Articles of Association is now worded as follows, with the rest remaining unchanged:

Old version	New version
(...) In the event of videoconferencing or other means of telecommunication permitted by law under the conditions set out in Article 25 below, shareholders who take part in meetings by videoconference or other means of telecommunication will be deemed present for the purposes of calculating quorum and majority.	(...) In the event of the use of a means of telecommunication permitted by law under the conditions set out in Article 25 below, shareholders who take part in meetings by means of telecommunication that enable them to be identified will be deemed present for the purposes of calculating quorum and majority.

- The sixth (6th) paragraph of Article 25 of the Articles of Association now reads as follows, with the rest remaining unchanged:

Old version	New version
(...) All shareholders may, if the Board so decides at the time of convening the Meeting, take part in and vote at Shareholders' Meetings by videoconference or by any other means of telecommunication that enables them to be identified, in accordance with the conditions and procedures laid down by law and decree.	(...) Any shareholder may, if the Board so decides at the time of convening the meeting, participate and vote at meetings by a means of telecommunication enabling them to be identified, under the conditions and according to the procedures provided for by the law and regulations in force.
(...)	(...)

Thirty-fifth resolution - Amendment to article 35 of the bylaws concerning shareholders' equity of less than half the share capital

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report, resolves to amend Article 35 of the bylaws in order to bring the provisions of the bylaws relating to shareholders' equity of less than half the share capital into line with current legislation and regulations.

As a result, article 35 of the bylaws now reads as follows:

Old version	New version
<p>(...)</p> <p>If, as a result of losses recorded in the accounting records, the Company's shareholders' equity falls below half of the share capital, the Board of Directors is required, within four months of approval of the financial statements showing the losses, to convene an Extraordinary General Meeting of shareholders to decide whether to dissolve the Company early.</p> <p>If the Company is not dissolved, it must, by the end of the second financial year following the year in which the losses were recognized, and subject to the provisions of article L.224-2 of the French Commercial Code, reduce its capital by an amount at least equal to the losses that could not be charged to reserves, if, by this deadline, shareholders' equity has not been reconstituted to a value at least equal to half the share capital. In the event of failure to comply with these provisions, any interested party may apply to the courts for the Company to be wound up. However, the Court may not dissolve the Company if, on the day it rules on the merits of the case, the situation has been rectified.</p>	<p>(...)</p> <p>If, as a result of losses recorded in the accounting records, the Company's shareholders' equity falls below half of the share capital, the Board of Directors is required, within four months of approval of the financial statements showing the losses, to convene an Extraordinary General Meeting of shareholders to decide whether to dissolve the Company early.</p> <p>If the Company is not dissolved, it must reconstitute its shareholders' equity or reduce its share capital in accordance with applicable laws and regulations.</p>

Thirty-sixth resolution - New modification of the Price Limit provided for in the terms and conditions of the bonds convertible into new shares of the Company issued on December 28, 2022 (the "OACs") - Capital increase with cancellation of the preferential subscription right of the shareholders in favor of the holder of the OACs, CVI Investments, Inc.

The Shareholders' General Meeting, deciding under the quorum and majority conditions required for Extraordinary Shareholders' General Meetings, after reading the report from the Board of Directors and the special report of the Statutory Auditor, in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138, L. 228-91 et seq. of the French Commercial Code:

It being recalled that:

- the Board of Directors, making use of the delegation of authority granted to it under the 24th resolution of the Combined General Meeting of shareholders of 25 May 2022 (the "**2022 AGM**"), decided, on December 22, 2022, to issue, with cancellation of the preferential subscription rights of shareholders and reserved for a category of persons provided for in the 24th resolution of the 2022 AGM, 120 OACs with a nominal value of €100,000 each, at an issue price of €90,000 per OAC,
- redemption in shares of the OACs is subject, on each quarterly maturity, to the issue price of the new shares being higher than the initial price limit provided for in the terms of the OACs (the "**Price Limit**"),
- the Price Limit was initially set at €3.065 by the Board of Directors, acting under the authority of the 2022 AGM, this amount corresponding, on the date of said decision by the Board of Directors, to the limit provided for in the 24th resolution of AGM 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%),

- the Price Limit was amended to be set at €0.4527 by the Shareholders' General Meeting of January 10, 2024, then (ii) to 0.3272 euros by the General Shareholders' Meeting of May 29, 2024,
 - since the last Annual General Meeting, the Company has carried out (i) four quarterly redemptions on June 28, 2024, October 2, 2024, December 31, 2024 and April 1, 2025 respectively, and (ii) two additional optional redemptions on August 30, 2024 and December 6, 2024 respectively, each of these redemptions being carried out by way of set-off and payment in new shares (the “**Redemptions**”),
 - as the Price Limit, as amended, is currently higher than the current market price of the Company's shares on the Euronext regulated market in Paris, the Company cannot redeem the OCA by issuing new shares in accordance with the terms of the OAC,
 - the terms and conditions of the convertible bonds provide that the Price Limit may be amended at any time by any future Shareholders' Meeting of the Company during the term of the convertible bonds,
- 1) Acknowledges and approves, as required, the Amortization Charge.
 - 2) Resolves, as a consequence of the foregoing, to amend the Price Limit, setting it at an amount of 0.1958 euros, i.e. the volume-weighted average of the Company's share price on the regulated market of Euronext in Paris over the last eight (8) trading days prior to the date falling three business days prior to publication of the notice of this General Meeting in the Bulletin d'Annonce Légale Obligatoire, less a discount of 15% (the “**New Price Limit**”).
 - 3) Resolves accordingly to :
 - delegate to the Board of Directors its powers to decide and proceed, up to a maximum nominal value of 1,048,345.25 euros (i.e., based on the current par value of the Company's shares of 0.025 euro, a maximum of 41,933. 810 new shares, pursuant to the terms of the convertible bonds and in compliance with the New Price Limit, to the quarterly redemptions of the convertible bonds and to the optional additional redemptions, and to the resulting capital increases, by offsetting and remitting in payment new shares, it being specified that (i) this ceiling is not to be deducted from the nominal ceiling of 200% of the capital provided for in the 31st resolution of this General Meeting, (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 (OACs) providing for other cases of adjustment, to preserve the rights of holders of OACs and that may therefore result in the issue of additional new shares, the issue of which is also authorized by this resolution, and that (iii) if, in the context of a quarterly redemption or optional additional redemption, (a) the reference price provided for under the terms of the convertible bonds is lower than the New Price Limit, (b) completion of the said redemption in cash is not reasonably possible in view of the Company's financial situation, and (c) the convertible bond holders consent, the Board of Directors or the Chief Executive Officer, acting on a delegation of powers from the Board of Directors, may decide that the said quarterly redemption or optional additional redemption of the convertible bonds, and the resulting capital increase, may be carried out by taking the New Price Limit, acting upon delegation of the Board of Directors, may decide that the said quarterly redemption or, as the case may be, the said optional additional redemption of the OACs, and the resulting capital increase, may be carried out using the New Price Limit as the reference price for determining the number of new shares to be delivered in connection with the said redemption;

- in accordance with Article L.225-138 of the French Commercial Code, to cancel shareholders' pre-emptive subscription rights in favor of CVI Investments, Inc. represented by Heights Capital Management, Inc. which will receive new shares in payment of quarterly redemptions and/or optional additional redemptions, in accordance with the terms of the convertible bond issue agreement, and any successor.
- 4) Specifies that the transactions referred to in this resolution may not be carried out during a public offering period for the Company's shares.
 - 5) Grants full powers to the Board of Directors, with the option to sub-delegate such powers to the Chief Executive Officer or, with the latter's consent, to one or more Senior Executive Vice-Presidents, under the conditions permitted by law, to implement this resolution and to record the corresponding capital increases.

This authorization is given for a period of eighteen (18) months from the date of this Annual General Meeting.

Ordinary session:

Thirty-seventh resolution - Powers to carry out formalities

The Shareholders' General Meeting grants all powers to the bearer of an original, a copy, or an extract of these minutes for carrying out all filing, publication and other formalities required by law.

II. RESOLUTION SUBMITTED BUT NOT APPROVED BY THE BOARD OF DIRECTORS, WHICH RECOMMENDS A NEGATIVE VOTE

Extraordinary resolutions:

Resolution A - Delegation of authority to be given to the Board of Directors to increase the capital through the issue of common shares and/or equity securities with the cancellation of the 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 Shareholders' General Meeting, after reading the report from the Board of Directors and the special report from the Auditors, 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 common shares or equity securities of the Company in favor 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) Eliminates in favor of such persons the preferential subscription right over shares and securities that may be issued under this delegation of authority;
- 3) Establishes the duration of the validity of this authorization as twenty-six months starting from this Meeting;
- 4) Limits the maximum nominal amount of the capital increase(s) that may be carried out by the use of this authorization to €2,500. This cap will be charged to the overall par value of the shares susceptible of being issued provided for by the twenty-ninth extraordinary resolution of this Shareholders' General 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) Resolves 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 stock during the 20 trading sessions preceding the decision establishing the subscription opening date, nor more than this average;

6) Resolves, 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.

GENSIGHT BIOLOGICS

A french Société Anonyme with a share capital of 3,286,662.38 euros

74 rue du Faubourg Saint Antoine 75012 Paris

751 164 757 RCS Paris

REPORT OF THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING OF MAY 13, 2025

I. DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

1. Approval of the corporate and consolidated financial statements for the fiscal year ended December 31, 2024 (*first and second resolutions*)

We ask you to approve the financial statements for the fiscal year ended December 31, 2024, resulting in a loss of (€16,992,393.55) as well as the consolidated financial statements for the fiscal year ended December 31, 2024 as presented, resulting in a loss (group share) of (€14,001,282.63).

2. Allocation of the loss for the fiscal year (*third resolution*)

The allocation of the profit or loss of our company that we propose to you complies with the law and our articles of association. We propose to you to allocate (16,992,393.55) to the "Carry forward" account, which thus brings that account from a negative amount of (€231,585,173.63) to a negative balance of (€248,577,567.15).

In accordance with the provisions of Article 243a of the French General Tax Code, we hereby inform you that no dividends or income have been distributed over the past three fiscal years.

3. Statutory Auditors' Special Report on regulated agreements and approval of these agreements (*fourth resolution*)

As a preliminary point, we remind you that only new agreements entered into during the last fiscal year ended are subject to the approval of the Meeting.

We ask you to approve the following new agreements, entered into in 2024 and beginning of 2025 referred to in Article L. 225-38 of the French Commercial Code duly authorized by the Board of Directors:

- Agreements entered into with Sofinnova Crossover I SLP, a company managed by SOFINNOVA PARTNERS S.A.S, a Director of GenSight Biologics and a shareholder holding more than 10% of the share capital and voting rights on the date of signing of the agreement

- Subscription Agreement of May 6, 2024

Nature and Purpose: Sofinnova, along with other co-investors, has committed to invest in the Company through newly issued shares with attached stock warrants (BSA) for a maximum amount of €9.3 million as part of a capital increase with the waiver of preferential subscription rights.

The subscription agreement was authorized by the Board of Directors on May 3, 2024.

Terms: Sofinnova subscribed to 5,063,291 new shares at a unit price of €0.395, equal to the closing price of the company's stock on Euronext Paris during the last trading session prior to its setting (April 30, 2024). These shares are accompanied by stock warrants (BSA) exercisable for thirty months from the date of issuance. The exercise of one (1) BSA will allow the subscription to one (1) share. The exercise price of the BSAs is set at €0.45.

Reasons Justifying the Interest of this Agreement: This agreement was concluded to extend the Company's cash runway, secure its ongoing operations, and fund its operating expenses.

- **Subscription Agreement of November 1st, 2024**

Nature and Purpose: Sofinnova, along with other co-investors, has committed to invest in the Company through newly issued shares with attached stock warrants (BSA) for a maximum amount of €2.8 million as part of a capital increase with the waiver of preferential subscription rights.

The subscription agreement was authorized by the Board of Directors on October 29, 2024.

Terms: Sofinnova subscribed to 2,812,223 new shares at a unit price of €0.3513, equal to the volume-weighted average price of the company's stock on Euronext Paris during the five trading sessions preceding its setting (October 25, 28, 29, 30, and 31, 2024), with a premium of 4.6%. These shares are accompanied by stock warrants (BSA) exercisable from April 1, 2025, until the expiration of the warrants, which is sixty months from the date of issuance. The exercise of one (1) BSA will allow the subscription to one (1) share. The exercise price of the BSAs is set at €0.3513.

Reasons Justifying the Interest of this Agreement: This agreement was concluded to increase the Company's financial visibility, ensure the continuity of its operations, meet its working capital needs, and fund its operating expenses.

- **Subscription Agreement of December 24, 2024**

Nature and Purpose: Sofinnova, along with other co-investors, has committed to invest in the Company through newly issued shares with attached stock warrants (BSA) for a maximum amount of €1.4 million as part of a capital increase with the waiver of preferential subscription rights.

The subscription agreement was authorized by the Board of Directors on December 23, 2024.

Terms: Sofinnova subscribed to 2,663,353 new shares at a unit price of €0.2816, equal to the volume-weighted average price of the company's stock on Euronext Paris during the five trading sessions preceding its setting (December 17, 18, 19, 20, and 23, 2024), with a premium of 3.7%. These shares are accompanied by stock warrants (BSA) exercisable from April 1, 2025, until November 6, 2029. The exercise of one (1) BSA will allow the subscription to one (1) share. The exercise price of the BSAs is set at €0.3465.

Reasons Justifying the Interest of this Agreement: This agreement was concluded to increase the Company's financial visibility, ensure the continuity of its operations, meet its working capital needs, and fund its operating expenses.

- **Subscription Agreement of March 6, 2025**

Nature and Purpose: Sofinnova, along with other co-investors, has committed to invest in the Company through newly issued shares with attached stock warrants (BSA) for a maximum amount of €0.9 million as part of a capital increase with the waiver of preferential subscription rights.

The subscription agreement was authorized by the Board of Directors on February 26, 2025.

Terms: Sofinnova subscribed to 889,680 new shares at a unit price of €0.2248, equal to the volume-weighted average price of the company's stock on Euronext Paris during the five trading sessions preceding its setting (February 28, March 3, 4, 5, and 6, 2025), with a premium of 0.6%. These shares are accompanied by stock warrants (BSA) exercisable from December 31, 2025, until November 6, 2029. The exercise of one (1) BSA will allow the subscription to one (1) share. The exercise price of the BSAs is set at €0.3465.

Reasons Justifying the Interest of this Agreement: This agreement was concluded to increase the Company's financial visibility, ensure the continuity of its operations, meet its working capital needs, and fund its operating expenses.

- **Agreement with Invus, a shareholder holding more than 10% of the share capital at the date of signing the agreement**

- **Subscription Agreement of May 6, 2024**

Nature and Purpose: Invus, along with other co-investors, has committed to invest in the Company through newly issued shares with attached stock warrants (BSA) for a maximum amount of €9.3 million as part of a capital increase with the waiver of preferential subscription rights.

The subscription agreement was authorized by the Board of Directors on May 3, 2024.

Terms: Invus subscribed to 4,620,253 new shares at a unit price of €0.395, equal to the closing price of the Company's stock on Euronext Paris during the last trading session prior to its setting (April 30, 2024). These shares are accompanied by stock warrants (BSA) exercisable for thirty months from the date of issuance. The exercise of one (1) BSA will allow the subscription to one (1) share. The exercise price of the BSAs is set at €0.45.

Reasons Justifying the Interest of this Agreement: This agreement was concluded to increase the Company's financial visibility, ensure the continuity of its operations, meet its working capital needs, and fund its operating expenses.

They are also presented in the special report of the statutory auditors, which will be presented to you at the General Meeting and is included in the 2024 universal registration document (§17.4), available on the Company's website.

It is specified that the following agreement, concluded and authorized during the 2024 fiscal year, has already been approved by the General Meeting of May 29, 2024, based on the special report of the statutory auditors dated April 17, 2024.

- **Agreement with Sofinnova Crossover I SLP, a company managed by SOFINNOVA PARTNERS S.A.S, Director of GenSight Biologics and a shareholder holding more than 10% of the share capital and voting rights at the date of signing the agreement**

- **Subscription Agreement of February 7, 2024**

Nature and Purpose: Sofinnova, along with other co-investors, has committed to invest a maximum of €5 million in the Company (hereinafter "the financing") in the form of newly issued shares as part of a capital increase with the waiver of preferential subscription rights, reserved for categories of persons meeting certain characteristics.

The subscription agreement was authorized by the Board of Directors on February 7, 2024.

Terms: In February 2024, Sofinnova subscribed to 5,224,660 new shares at a unit price of €0.3828, representing a discount of 2.77% compared to the volume-weighted average price of the Company's stock on the regulated market of Euronext in Paris during the five trading sessions preceding the IPO, for a total amount of €2 million.

4. Renewal of DELOITTE & ASSOCIES as Statutory Auditor (Fifth Resolution)

We remind you that the mandate of DELOITTE & ASSOCIES, the Company's statutory auditor responsible for certifying the accounts, expires at the end of the General Meeting of May 13, 2025.

We propose to renew DELOITTE & ASSOCIES in its role as the Company's statutory auditor responsible for certifying the accounts for a period of six fiscal years, until the end of the annual ordinary General Meeting to be held in 2031 and called to rule on the accounts for the fiscal year ending December 31, 2030.

We inform you that DELOITTE & ASSOCIES has declared its acceptance of its duties.

5. DIRECTOR MANDATES (Sixth to Tenth Resolutions)

We remind you that the mandates of the members of the Board of Directors, Ms. Simone SEITER, Ms. Maritza MCINTYRE, Ms. Elsy BOGLIOLI, and the company SOFINNOVA PARTNERS SAS, expire at the end of the General Meeting on May 13, 2025, called to rule on the accounts of the past fiscal year.

On the recommendation of the nomination committee, we propose to renew all of them for a period of three years, until the end of the General Meeting held in 2028, called to rule on the accounts of the past fiscal year.

Furthermore, we ask you to acknowledge the resignation of Mr. José-Alain SAHEL from his position as censor with immediate effect, and to proceed with his appointment as a director, in addition to the current members, for a period of three years, until the end of the General Meeting held in 2028, called to rule on the accounts of the past fiscal year.

Thus, the Board would increase from eight to nine members.

Independence and Parity

We specify that the Board of Directors, on the advice of the nomination committee, considers that Ms. Simone SEITER, Ms. Maritza MCINTYRE, and Ms. Elsy BOGLIOLI can be qualified as independent members according to the independence criteria of the Middledenext Code, adopted by the Company as the reference code for corporate governance. In this regard, it is notably specified that they do not have significant business relationships with the Group.

However, the company SOFINNOVA PARTNERS SAS cannot be qualified as an independent member within the meaning of the Middledenext Code, given its status as a reference shareholder of the Company. Similarly, Mr. José-Alain SAHEL, due to his various functions, cannot be considered an independent member within the meaning of the Middledenext Code.

Thus, if these resolutions submitted for your approval regarding director mandates were adopted, the Board would be composed of:

- 9 members, including 6 independents,
- 5 women and 4 men, in accordance with legal rules.

Expertise, Experience, Competence

Information regarding the expertise and experience of the candidates whose renewal and appointment are proposed to you is detailed in the 2024 universal registration document, paragraph 12.1.2.

6. Say on Pay (Eleventh to Sixteenth Resolutions)

6.1 Approval of the remuneration policy for the Chief Executive Officer and/or any other executive corporate officer (Eleventh Resolution)

In accordance with Article L. 22-10-8 of the Commercial Code, you are asked to approve the remuneration policy for the Chief Executive Officer and/or any other executive corporate officer presented in the corporate governance report included in the 2024 universal registration document, paragraphs 13.1.1.2 and 13.1.1.3.

6.2 Approval of the remuneration policy for the Chairman of the Board of Directors (Twelfth Resolution)

In accordance with Article L. 22-10-8 of the Commercial Code, you are asked to approve the remuneration policy for the Chairman of the Board of Directors presented in the corporate governance report included in the 2024 universal registration document, paragraph 13.1.1.1.

6.3 Approval of the remuneration policy for the members of the Board of Directors (Thirteenth Resolution)

In accordance with Article L. 22-10-8 of the Commercial Code, you are asked to approve the remuneration policy for the members of the Board of Directors presented in the corporate governance report included in the 2024 universal registration document, paragraph 13.1.1.4.

6.4 Approval of the information referred to in I of Article L.22-10-9 of the Commercial Code (Fourteenth Resolution)

In accordance with Article L. 22-10-34 I of the Commercial Code, you are asked to approve the information referred to in I of Article L.22-10-9 of the Commercial Code mentioned in the corporate governance report included in the 2024 universal registration document, paragraph 13.1.2 and following.

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

In accordance with Article L. 22-10-34 II of the Commercial Code, you are asked to approve the fixed, variable, and exceptional elements comprising the total remuneration and benefits of any kind paid during the past fiscal year or allocated for the same fiscal year to Mr. Michael WYZGA, Chairman of the Board of Directors, presented in the corporate governance report included in the 2024 universal registration document, paragraph 13.1.3.

6.6 Approval of the fixed, variable, and exceptional elements comprising the total remuneration and benefits of any kind paid during the past fiscal year or allocated for the same fiscal year to Ms. Laurence Rodriguez, Chief Executive Officer (Sixteenth Resolution)

In accordance with Article L. 22-10-34 II of the Commercial Code, you are asked to approve the fixed, variable, and exceptional elements comprising the total remuneration and benefits of any kind paid during the past fiscal year or allocated for the same fiscal year to Ms. Laurence RODRIGUEZ, Chief Executive Officer, presented in the corporate governance report included in the 2024 universal registration document, paragraph 13.1.3.

7. Proposal to renew the authorization for the implementation of the share buyback program (seventeenth resolution) and concerning the reduction of capital by cancellation of treasury shares (eighteenth resolution)

We propose, in the seventeenth resolution to grant the Board of Directors, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, the authorities necessary to purchase, on one or more occasions at the times it determines, shares in the company within the limit of 5% of the number of shares comprising the share capital as of the date of the Shareholders' General Meeting, adjusted if necessary to take into account any capital increase or reduction transactions that may occur during the life of the program.

This authorization would put an end to the authorization granted to the Board of Directors by the Shareholders' General Meeting of May 29, 2024 in its sixteenth ordinary resolution.

Purchases of shares may be made with a view to:

- managing the secondary market or the liquidity of the GENSIGHT BIOLOGICS stock through an investment service provider through a liquidity contract in accordance with the practices permitted by the regulations, with it being specified that in this context the number of shares taken into account to calculate the aforementioned limit corresponds to the number of shares purchased, after deducting the number of shares resold,
- retaining the shares purchased and subsequently delivering them for exchange or as payment in the event of merger, demerger, contribution, or external growth transactions,
- ensuring the hedging of stock option plans and/or bonus share award plans (or equivalent plans) granted in favor of employees and/or corporate officers of the Group, including Economic Interest

Groups and related companies, and any share awards under a company or group savings plan (or similar plan), in respect of the participating interest in the company's results and/or any other form of award of shares to employees and/or corporate officers of the group, including Economic Interest Groups and related companies,

- ensuring the hedging of securities giving right to the award of the company's shares under the regulations in force,
- potentially canceling the shares acquired in accordance with the authorization granted or to be granted at the Extraordinary General Meeting,
- generally, implementing any market practice that may be accepted by the AMF and, more generally, carrying out any other transaction in accordance with the regulations in force, it being specified that in such a case, the Company shall inform its shareholders by means of a press release.

Such share purchases could be conducted by all means, including through the purchase of blocks of shares, and at any time the Board of Directors sees fit.

The Board of Directors could not, without the prior authorization of the Shareholders' General Meeting, make use of this delegation of authority for the duration of a public tender offer initiated by a third party for the Company's shares until the end of the offer period.

The Company would reserve the right to use option or derivative instruments in accordance with the applicable regulations.

We propose that you set the maximum purchase price at €15 per share and consequently set the maximum amount of the transaction at €98,599,871. In the event of transactions involving the share capital, particularly the split or grouping of shares or the award of bonus shares to the shareholders, the aforementioned amount would be adjusted in the same proportions (multiplier coefficient equal to the ratio between the number of shares comprising the share capital before the transaction and the number of shares after the transaction).

As a consequence of this goal of cancellation, we ask that you vote, on the seventeenth resolution, to authorize the Board of Directors, with the option to subdelegate, for a period of twenty-four months, to cancel by its own decisions, on one or more occasions, within the limit of 10% of the share capital, calculated as of the day of the cancellation decision, minus any shares canceled over the previous 24 months, the shares that the company owns or may own following the buybacks conducted within the framework of Article L. 22-10-62 of the French Commercial Code, as well as to reduce the share capital by the same amount in accordance with the current legal and regulatory provisions in effect.

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

8. 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.

This is why you are asked to renew all financial delegations and to grant the Board a new delegation to increase the capital for the benefit of specifically designated persons, in accordance with Article L. 22-10-52-1 of the Commercial Code resulting from Law No. 2024-537 of June 13, 2024 (known as the "Attractiveness Law").

Regarding the status of the current delegations and authorizations granted by the General Meeting to the Board of Directors and their use, you will find the table in the 2024 universal registration document in paragraph 19.1.6.

In accordance with regulations, the Board of Directors has prepared an additional report when using financial delegations, supplemented, if necessary, by a report from the statutory auditors. These reports are available on the Company's website.

8.1 Delegations of authority to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, maintaining and canceling the preferential subscription right

We ask that you renew the delegations of authority with a view to carrying out capital increases by cash contribution with maintenance and cancelation of preferential subscription rights in order to allow the Board of Directors to have the authority to decide on the issues that would be necessary to finance the Company depending on the nature of the planned transaction.

The purpose of these delegations of authority is to grant the Board of Directors full discretion to proceed, at the times of its choice, during a period of 26 months (with the exception of the delegation of authority to increase capital with cancelation of preferential subscription rights in favour of categories of persons, which has a duration of 18 months), to issue:

- Ordinary shares, and/or
 - Securities that are equity securities giving access to other equity securities or entitling the holder to the allocation of debt securities, and/or
 - -Securities, including debt securities, giving access to equity securities to be issued,
- which may be subscribed either in cash or by offsetting claims.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued would give access to common 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 Board of Directors could not, without the prior authorization of the Shareholders' 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.

It would have, within the limits set by each of the delegations, the powers necessary for their implementation and would report thereon to the next Ordinary General Meeting, in accordance with the regulations.

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

8.1.1 Delegation of authority given to the Board of Directors to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, maintaining the preferential subscription right (eighteenth resolution)

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

We propose that you set the maximum par value of the common shares that may be issued under this delegation of authority at 100% of the share capital as of the day of the Shareholders' General 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.

We propose that you set the maximum par value of the debt securities in the Company that may be issued under this delegation of authority at €50,000,000 or the equivalent in any other currency or monetary unit established by reference to multiple currencies.

These caps would be independent of all of the caps provided for by the other resolutions adopted in this Shareholders' General Meeting.

In the event the Board of Directors uses this delegation of authority in the context of the issues referred to above, the issue(s) of common shares or equity securities would be reserved preferentially to shareholders who could subscribe on a non-reducible and/or reducible basis.

If the non-reducible subscriptions, and where applicable the reducible subscriptions, have not fully absorbed the issue, the Board of Directors could employ the following options:

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

The issue of Company share purchase warrants could be conducted by a share offering, but also through the award to owners of existing bonus shares, with it being specified that the Board of Directors would have the option to decide that the grant rights resulting in fractional shares would not be negotiable and the corresponding securities would be sold.

8.1.2 Delegations with cancellation of the preferential subscription right

8.1.2.1. Delegation of authority to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, canceling the preferential subscription right by public offering (excluding the offers referred to in Article L. 411-2 (1) of the French Monetary and Financial Code) (twentieth resolution)

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

Shareholders' preferential subscription rights to ordinary shares and securities giving access to the capital and/or debt securities that are the subject of this resolution would be waived, with the option for the Board of Directors to grant shareholders the option to subscribe as a priority, in accordance with the law.

The overall par value of the common shares that could be issued under this delegation of authority may not be greater than 100% of the share capital as of the day of this Shareholders' General 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 thirty-first resolution setting at 200% of the capital existing on the day of the Meeting, the maximum nominal amount of the shares likely to be issued pursuant to certain delegations (see §10).

The maximum par value of the debt securities in the Company that could be issued under this delegation of authority 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 thirty-first resolution setting at €50,000,00 the maximum nominal amount of the debt securities in the Company likely to be issued pursuant to certain delegations (see §10).

The issue price of the shares to be issued under this delegation would be set by the Board of Directors and would be at least equal, at the Board's discretion:

- either to the last closing price of the Company's stock on the regulated market of Euronext Paris during the last trading session preceding the setting of the issue price, possibly reduced by a maximum discount of 20%,
- or to the volume-weighted average price of the Company's stock on the regulated market of Euronext 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 setting of the issue price, possibly reduced by a maximum discount of 20%.

The issue price of the securities to be issued under this resolution, other than shares, would be such that the amount received immediately by the Company, increased, if applicable, by the amount that may be received later by the Company, is at least equal to the amount mentioned above for each share issued as a result of the issuance of these securities.

If subscriptions do not cover the entire issue, the Board of Directors could use the following options:

- limit the amount of the issue to the amount of the subscriptions, if applicable within the limits provided by the regulations,
- freely allocate all or part of the unsubscribed securities.

8.1.2.2. Delegation of authority given to the Board of Directors to issue common shares and/or equity securities giving access to the capital (of the Company or of a Group company) and/or debt securities, with cancellation of the preferential subscription right as compensation for shares given as part of a public exchange offer (twentieth resolution)

Under this delegation, issues would be carried out to remunerate securities as part of a public exchange offer under the conditions set out in Article L. 22-10-54 of the French Commercial Code.

The shareholders' preferential subscription rights to the common shares and equity securities and/or debt securities that are the subject of this resolution would be canceled.

The overall par value of the common shares that could be issued under this delegation of authority would not be greater than 30% of the share capital as of the day of this Shareholders' General 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 thirty-first resolution setting at 200% of the capital existing on the day of the Meeting, the maximum nominal amount of the shares likely to be issued pursuant to certain delegations (see §10).

The maximum par value of the debt securities in the Company that could be issued under this delegation of authority 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 thirty-first resolution setting at €50,000,000 the maximum nominal amount of the debt securities in the Company likely to be issued pursuant to certain delegations (see §10).

8.1.2.3. Delegation of authority to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, canceling the preferential subscription right by the offer referred to in Article L. 411-2 (1) of the French Monetary and Financial Code) (twenty-second resolution)

Under this delegation, issues would be carried out through a an offer referred to in Article L.411-2 (1) of the French Monetary and Financial Code (private placement).

The shareholders' preferential subscription rights to the common shares and equity securities and/or debt securities would be canceled.

The overall par value of the common shares that could be issued under this delegation of authority may not be greater than the limit set by the laws and regulations applicable at the time of issue (currently 30% of the share capital per year, in accordance with the provisions of Article L. 225-136 and Article L. 22-10-52 of the French Commercial Code, assessed on the date of implementation of the delegation by the Board of Directors).

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 thirty-first resolution setting at 200% of the capital existing on the day of the Meeting, the maximum nominal amount of the shares likely to be issued pursuant to certain delegations (see §10).

The maximum par value of the debt securities in the Company that could be issued under this delegation

of authority 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 thirty-first resolution setting at €50,000,000 the maximum nominal amount of the debt securities in the Company likely to be issued pursuant to certain delegations (see §10).

The issue price of the shares to be issued under this delegation would be set by the Board of Directors and would be at least equal, at the Board's discretion:

- either to the last closing price of the Company's stock on the regulated market of Euronext Paris during the last trading session preceding the setting of the issue price, possibly reduced by a maximum discount of 20%,
- or to the volume-weighted average price of the Company's stock on the regulated market of Euronext 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 setting of the issue price, possibly reduced by a maximum discount of 20%.

The issue price of the securities to be issued under this resolution, other than shares, would be such that the amount received immediately by the Company, increased, if applicable, by the amount that may be received later by the Company, is at least equal to the amount mentioned above for each share issued as a result of the issuance of these securities.

If subscriptions do not cover the entire issue, the Board of Directors could use the following options:

- - limit the amount of the issue to the amount of the subscriptions, if applicable within the limits provided by the regulations,
- - freely allocate all or part of the unsubscribed securities.

8.1.2.4. Delegation of powers to issue ordinary shares and/or equity securities giving access to other equity securities or debt securities and/or securities giving access to capital, with the waiver of preferential subscription rights in favor of specifically designated persons (Twenty-third Resolution)

Under this delegation, the issuances would be made in favor of specifically designated persons, in accordance with the provisions of Article L. 22-10-52-1 of the Commercial Code.

The preferential subscription rights (DPS) of shareholders to ordinary shares and securities giving access to capital would be waived.

The validity period of this delegation would be set at eighteen months, starting from the day of the General Meeting.

The maximum nominal amount of capital increases that may be carried out under this delegation could not exceed the limit set by the applicable legislative and regulatory provisions at the time of issuance (currently 30% of the share capital per year, in accordance with the provisions of Article L. 225-138 and Article L. 22-10-52-1 of the Commercial Code, assessed at the date of implementation of the delegation by the Board of Directors).

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

This amount would be deducted from the overall ceiling provided for in the thirty-first resolution setting at 200% of the existing capital on the day of the General Meeting, the maximum nominal amount of shares that may be issued under certain delegations (see §10).

The maximum nominal amount of debt securities of the Company that may be issued under this delegation could not exceed €50,000,000 or the equivalent in any other currency or monetary unit established by reference to several currencies.

This amount would be deducted from the overall ceiling provided for in the thirty-first resolution setting at €50,000,000 the maximum nominal amount of debt securities of the Company that may be issued under certain delegations (see §10).

In accordance with the provisions of Article L. 22-10-52-1 of the Commercial Code, the issue price of the shares issued under this delegation would be set by the Board of Directors according to the terms provided by the applicable regulatory provisions at the date of use of this delegation.

If subscriptions do not cover the entire issue, the Board of Directors could limit the amount of the issue to the amount of the subscriptions, if applicable within the limits provided by the regulations.

8.1.2.5. Delegation of authority to be given to the Board of Directors for issuing common shares or equity securities (for the company or a company in the group) and/or debt securities canceling the preferential right to the benefit of categories of persons fulfilling certain characteristics (twenty-fourth resolution)

Under this delegation, issues would be made to categories of persons, in accordance in particular with the provisions of Article L. 225-138 of the French Commercial Code.

The shareholders' preferential subscription rights to the common shares and equity securities and/or debt securities would be canceled.

The validity period of this delegation would be set at eighteen months, counted from the day of the Meeting.

The overall par value of the common shares that could be issued under this delegation of authority may not be greater than 200% of the share capital as of the day of this Shareholders' General 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 thirty-first resolution setting at 200% of the capital existing on the day of the Meeting, the maximum nominal amount of the shares likely to be issued pursuant to certain delegations (see §10).

The maximum par value of the debt securities in the Company that could be issued under this delegation of authority 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 thirty-first resolution setting at €50,000,000 the maximum nominal amount of the debt securities in the Company likely to be issued pursuant to certain delegations (see §10).

Pursuant to Article L. 225-138 of the French Commercial Code, the Board of Directors would have all powers to establish the issue price of common shares issued on the basis of this delegation, 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:

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

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

- i. natural persons or legal entities (including companies), investment firms, trusts, investment funds or other investment vehicles, regardless of their form, under French or foreign law,

habitually investing in the pharmaceutical, biotech, or ophthalmological, sectors, neurodegenerative diseases, or medical technologies; and/or

- ii. companies, institutions, or entities, regardless of their form, French or foreign, conducting a significant portion of their business in such fields; and/or
- iii. French or foreign investment service providers having an equivalent status capable of guaranteeing the realization of a capital increase intended to be invested by the persons referred to in (i) and (ii) above and, in this context, to subscribe for the securities issued.

If the subscriptions have not absorbed all of the issue, the Board of Directors could, at its choice, use one or another 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.

8.1.3 Authorization to increase the amount of the issues (twenty-fifth resolution)

We propose that you, within the framework of the delegations with maintenance and cancellation of the preferential subscription right decided under the nineteenth, twenty, twenty-second and twenty-fourth resolutions (delegation to process with issues with maintenance of preferential subscription rights and without preferential subscription rights by public offering, private placement, and in favor of categories of persons), to grant the Board of Directors the right to increase the number of securities provided in the initial issue, under the conditions provided for in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (on the day of the Meeting, within 30 days of closing the subscription, up to the limit of 15% of the initial issue and at the same price as the initial issue), and within the limit of the caps set by the Meeting.

The duration of validity of this authorization would be set at twenty-six months (except for the twenty-third resolution for which this delegation of authority is valid for a period of 18 months), starting from the day of this Shareholders' General Meeting.

8.2 Delegation of authority to increase the share capital through the issue of common shares and/or equity securities within the limit of 20% of the share capital with a view to compensating contributions in kind of securities or equity securities (twenty-sixth resolution)

To facilitate external growth, we ask that you grant the Board of Directors a delegation to increase the share capital by issuing common shares or securities giving access to common shares with a view to remunerating contributions in kind made to the company and consisting of equity securities or securities giving access to the capital when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.

This delegation would be granted for a period of twenty-six months.

The total nominal amount of the common shares that could be issued pursuant to this delegation may not exceed 20% of the share capital on the date of the Shareholder's General Meeting, without taking into account the nominal value of the capital increase necessary to preserve, in accordance with the law and, where applicable, contractual provisions providing for other preservation procedures, the rights of the holders of rights or securities granting access to the Company's capital.

This amount would be deducted from the overall cap provided for in the twenty-ninth resolution setting at 200% of the capital existing on the day of the Meeting, the maximum nominal amount of the shares likely to be issued pursuant to certain delegations (see §10).

The Board of Directors could not, without the prior authorization of the Shareholders' 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.

The Board of Directors would have full powers to approve the valuation of the contributions, to decide on the resulting capital increase, to record its completion, and to do whatever is necessary in such matters.

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

8.3 Delegation of authority to increase the share capital by incorporating reserves, profits, and/or premiums (Twenty-seventh Resolution)

We ask you to grant the Board of Directors, for a new period of 26 months, the authority to decide to increase the share capital, in one or more instances, at times and under conditions it determines, by incorporating into the capital reserves, profits, premiums, or other amounts whose capitalization would be permitted, by issuing and freely allocating shares or by increasing the nominal value of existing ordinary shares, or by combining these two methods.

The amount of the capital increase under this delegation could not exceed the nominal amount of 100% of the share capital on the day of the General Meeting. To this ceiling would be added the nominal amount of the capital increase necessary to preserve, in accordance with the law and, if applicable, contractual stipulations providing for other preservation methods, the rights of holders of rights or securities giving access to the Company's capital.

This ceiling would be independent of all the ceilings provided for by the other resolutions of this General Meeting.

The Board of Directors could not, without prior authorization from the General Meeting, use this delegation from the filing by a third party of a public offer project targeting the Company's securities until the end of the offer period.

This delegation would nullify, to the extent of any unused portion, any previous delegation with the same purpose.

8.4 Delegation of authority with a view to issuing BSA, BSAANE and/or BSAAR warrants with cancellation of preferential subscription rights in favor of a category of persons (twenty-eighth resolution)

It is proposed that you grant a new delegation of authority to the Board of Directors, for a period of eighteen months, for the purpose of issuing BSA, BSAANE, and/or BSAAR warrants in favor of categories of persons indicated below.

This delegation of authority would have the following characteristics:

It would make it possible to proceed with the issue of:

- share warrants (BSA),
- warrants for the subscription and/or acquisition of new and/or existing shares (BSAANE),
- warrants for the subscription and/or acquisition of new and/or existing redeemable shares (BSAAR).

The BSA, BSAANE and/or BSAAR warrants could be issued on one or more occasions, in the proportions and at the times determined by the Board of Directors, both in France and abroad, and would give the right to subscribe and/or purchase GENSIGHT BIOLOGICS shares at a price set by the Board of Directors at the time of the issue decision in accordance with the terms and conditions of setting the price specified below.

The subscription and/or acquisition price of the shares upon exercise of the warrants would be at least equal to the average closing price of the Company's stock on the regulated market of Euronext Paris for the twenty trading days preceding the setting of the subscription price and/or acquisition price, minus the warrant's issue price if applicable.

With this in mind, we propose that you vote to cancel your preferential subscription right to the BSA, BSAANE and BSAAR warrants to be issued in favor of the following categories of persons or one or more of the subcategories within these categories:

- (i) salaried executives, senior executives, or members of the Company's management team who are not corporate officers; or

- (ii) members of any study committee, those serving as censors within the Company, or those having the status of independent director, whether or not serving as Chairman of the Board of Directors; or
- (iii) consultants, officers, or partners of service providers of the Company or its subsidiaries having entered into a consulting or service agreement in force at the time of this delegation by the Board of Directors; or
- (iv) other employees of the Company.

The overall nominal value of the common shares to which the warrants issued under this delegation of authority could entitle would not be greater than 2% of the share capital as of the day of the 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 thirty-first resolution setting at 200% of the capital existing on the day of the Meeting, the maximum nominal amount of the shares likely to be issued pursuant to certain delegations (see §10).

This delegation of authority would involve the waiver by shareholders of their preferential right to shares in the company susceptible of being issued upon the exercise of the warrants to the benefit of holders of the BSA, BSAANE and/or BSAAR warrants.

If the subscriptions have not absorbed all of the issue, the Board of Directors could, at its choice, use one or another 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;
- within the category of persons defined above, freely distribute all or part of the unsubscribed BSA, BSAANE and/or BSAAR.

The Board of Directors would have all necessary powers, under the conditions provided for by law and provided for above, to conduct the issues of the BSA, BSAANE and/or BSAAR, and particularly to do whatever is necessary in such matters.

The Board of Directors could not, without the prior authorization of the Shareholders' 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.

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

9. Employee shareholding authorizations and delegations

To enable the continuation of an employee shareholding policy that supports the development of the Company, we propose that you renew the authorizations and delegations in this area.

9.1 Authorization to issue subscription options and/or share purchase options to members of its staff (and/or certain executive directors) *(twenty-ninth resolution)*

We propose that you authorize the Board of Directors, for a period of thirty-eight months, to grant, on one or more occasions, options giving the right to subscribe for new shares in the company to be issued as a capital increase or to purchase existing shares in the company resulting from redemptions made under the conditions provided for by law, in favor of employees or some of them, or certain categories of staff of the Company and, where applicable, companies or economic interest groups related to it under the conditions of Article L. 225-180 of the French Commercial Code, and executive directors who meet the conditions set out in Article L. 225-185 of the French Commercial Code.

The total number of options that may be granted by the Board of Directors under this authorization could not entitle the holder to subscribe for or purchase a number of shares greater than 5% of the existing share capital on the date of the Shareholders' General Meeting, it being specified that this amount would be deducted from the overall cap provided for in the twenty-ninth resolution setting at 200% of the capital existing on the day of the Meeting, the maximum nominal amount of the shares likely to be issued pursuant to certain delegations (see §10).

The subscription and/or purchase price of the shares by the beneficiaries would be set on the day on which the options would be granted by the Board, and would be at least equal to the average closing price of the GENSIGHT BIOLOGICS share over the last 20 trading days preceding the date on which the allocation decision is made.

No option could be granted during the blackout periods provided for by the regulations.

The duration of the options set by the Board of Directors could not exceed a period of seven years from their grant date.

Accordingly, the Board of Directors would have, within the limits set out above, all powers to set the terms and conditions for the allocation of options and their exercise.

This authorization would invalidate, on the day of the Meeting, up to the unused portion, as applicable, any previous authorization for the same purpose.

9.2 Authorization to issue existing subscription options and/or issue share purchase options to members of its staff (and/or certain executive directors) *(thirty resolution)*

You are requested to renew the authorization to issue subscription options to members of staff of the company and of companies or economic interest groups related to it and/or certain executive directors.

We therefore propose that you authorize the Board of Directors, for a period of thirty-eight months, to proceed, on one or more occasions, in accordance with Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, to issue subscription options resulting from a capital increase by capitalization of reserves, premiums or profits, or existing shares.

The beneficiaries of these options could be:

- members of the salaried staff of the company or companies or Economic Interest Groupings that are directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code,
- and/or executive directors who meet the conditions of Article L.225-197-1 of the French Commercial Code.

The total number of shares thus allocated free of charge may not exceed 5% of the share capital as of the day of this Meeting (May 13, 2025), it being specified that it may not exceed the maximum percentage provided for by the regulations as of the day of the allocation decision. This amount would be deducted from the overall cap provided for in the twenty-ninth resolution setting at 200% of the capital existing on

the day of the Meeting, the maximum nominal amount of the shares likely to be issued pursuant to certain delegations (see §10).

In addition to this cap, as applicable, would be the nominal amount of the capital increase needed to protect the rights of beneficiaries of free share allocations in the event of transactions in the Company's capital during the vesting period.

The allocation of shares to beneficiaries would be final at the end of a vesting period whose duration would be set by the Board of Directors; it cannot be less than one year.

The beneficiaries would have to, as applicable, hold those shares for a period, set by the Board of Directors, at least equal to that needed so that the cumulative duration of vesting periods and, as applicable, holding periods, cannot be less than two years.

As an exception, the shares would be definitively awarded before the end of the vesting period in the event of the beneficiary's invalidity corresponding to the classification in the second and third categories provided for in Article L. 341-4 of the Social Security Code.

This authorization would imply the automatic waiver of your preferential subscription right to the new shares issued through the incorporation of reserves, premiums, and benefits.

Thus, the Board would have, within the limits set out above, all powers to do, within the framework of the legislation in effect, everything that the implementation of this authorization would make necessary.

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

10. Overall limitation of the caps of the delegations (*thirty-first resolution*)

We propose that you set at 200% of the capital existing as of the day of this Meeting (May 13, 2025) the overall nominal amount of the shares that may be issued, immediately or in the future, pursuant to:

- the 20th to 24st resolutions of this Meeting (Delegations with the waiver of preferential subscription rights through a public offering, as compensation for securities contributed in the context of a public exchange offer, through private placement, and for the benefit of specifically designated persons and categories of persons),
- the 26th resolution of this Meeting (Delegation to remunerate contributions in kind),
- the 28th to 30th resolutions of this Meeting (delegations with cancellation of the preferential subscription right with a view to issuing BSA/BSAANE/BSAAR warrants in favor of categories of persons, authorizations in terms of stock options and free shares),
- resolution A of this Meeting (delegation with cancellation of the preferential subscription rights in favor of members of a Company Savings Plan (PEE)),
- or, where applicable, on the basis of resolutions of the same kind that may succeed said resolutions during the validity of this delegation.

This amount would be, if 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.

Moreover, we propose that you set the par value of the debt securities in the Company that may be issued at €50,000,000 (or the equivalent in any other currency or monetary unit established by reference to multiple currencies), by virtue of:

- the 20th to 24th resolutions of this Meeting (delegations with cancellation of the preferential subscription right by public offering, compensation for a public exchange offer and by private placement and in favor of categories of persons).

11. Statutory Amendments (Thirty-second to Thirty-fifth Resolutions)

11.1 Amendment of Article 17 - II of the bylaws concerning the use of written consultation of directors in accordance with the provisions of Article L. 225-37 of the Commercial Code (Thirty-second Resolution)

We propose to amend paragraph II of Article 17 of the Company's bylaws to define the deadlines and procedures for written consultation and to provide that any member of the Board may oppose the use of this method, in accordance with the provisions of Article L. 225-37 of the Commercial Code as amended by Law No. 2024-537 of June 13, 2024.

If you approve this amendment, the last paragraph of II of Article 17 of the bylaws would now read as follows, the rest remaining unchanged:

Old version	New version
(...) Decisions falling within the Board's specific remit, as provided for in the regulations, may be taken by written consultation of the directors.	(...) At the initiative of the Chairman of the Board, the Board of Directors may also take decisions by written consultation of the directors. In this case, at the request of the Chairman of the Board, the directors are called upon to give their opinion in writing, including by electronic means, on the decision(s) addressed to them, within two working days of the request being sent. All directors have one working day from the date of dispatch of the request to object to the use of written consultation. In the event of opposition, the Chairman immediately informs the other directors and convenes a meeting of the Board of Directors. In the event of failure to respond in writing to the Chairman of the Board, to the written consultation within the aforementioned period and in accordance with the terms set out in the request, the directors will be deemed to be absent and not to have taken part in the decision. The decision can only be adopted if at least half of the directors have taken part in the written consultation, and only by a majority of the directors taking part in this consultation. The Chairman of the Board is deemed to preside over the written consultation, and therefore has the casting vote in the event of a tie. The by-laws set out the other terms and conditions of the written consultation not defined by the legal and regulatory provisions in force or by these Articles of Association.

11.2 Amendment of Article 17 - III and Article 19 - I of the bylaws concerning the use of telecommunication for Board meetings in accordance with the provisions of Article L. 22-10-3-1 of the Commercial Code (Thirty-third Resolution)

We propose to:

- Amend paragraph III of Article 17 and paragraph I of Article 19 of the Company's bylaws to align the wording with the provisions of Article L. 22-10-3-1 of the Commercial Code as amended by Law No. 2024-537 of June 13, 2024,

- Amend paragraph III of Article 17 to remove the exclusions for the use of telecommunication for deliberations related to the approval of annual and consolidated accounts as well as the preparation of the management report and the group management report in accordance with the provisions of Article L. 22-10-3-1 of the Commercial Code.

If you approve these amendments:

the last paragraph of III of Article 17 of the bylaws would now read as follows, the rest remaining unchanged:

Old version	New version
(...) For the purposes of calculating quorum and majority, directors who take part in Board meetings by videoconference or telecommunication under the conditions defined by the Board of Directors' internal rules are deemed to be present. However, actual attendance or attendance by proxy will be required for all Board deliberations concerning the closing of the annual and consolidated financial statements, the preparation of the management report and the Group management report, and decisions concerning the dismissal of the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officer.	(...) For the purposes of calculating quorum and majority, directors who take part in the Board meeting by a means of telecommunication that enables them to be identified, in accordance with the conditions laid down by regulations , are deemed to be present. However, attendance in person or by proxy will be required for all resolutions concerning the dismissal of the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officer.

- the third paragraph of I of Article 19 would now read as follows, the rest remaining unchanged:

Old version	New version
(...) The Board's decision as to whether or not to exercise general management powers is taken by a majority of the directors present or represented or deemed to be present, subject to the specific provisions of article 17-III in the event of directors attending Board meetings by videoconference or other means of telecommunication. (...)	(...) The Board's decision as to whether or not to exercise general management powers is taken by a majority of the directors present or represented or deemed to be present, subject to the specific provisions of article 17-III in the event of directors attending the Board meeting by a means of telecommunication enabling them to be identified. (...)

11.3 Amendment of Articles 24 and 25 of the Company's bylaws concerning the use of telecommunication for general meetings in accordance with the provisions of Article L. 225-103-1 of the Commercial Code (Thirty-fourth Resolution)

We propose to amend Articles 24 and 25 of the Company's bylaws to align the wording with the provisions concerning the use of telecommunication for general meetings in accordance with the provisions of Article L. 225-103-1 as amended by Law No. 2024-537 of June 13, 2024.

If you approve these amendments:

- the last paragraph of Article 24 of the bylaws would now read as follows, the rest remaining unchanged:

Old version	New version
(...) In the event of videoconferencing or other means of telecommunication permitted by law under the conditions set out in Article 25 below, shareholders who take part in meetings by videoconference or other means of telecommunication will be deemed present for the purposes of calculating quorum and majority.	(...) In the event of the use of a means of telecommunication permitted by law under the conditions set out in Article 25 below, shareholders who take part in meetings by means of telecommunication that enable them to be identified will be deemed present for the purposes of calculating quorum and majority.

- the sixth paragraph of Article 25 of the bylaws would now read as follows, the rest remaining unchanged:

Old version	New version
(...) All shareholders may, if the Board so decides at the time of convening the Meeting, take part in and vote at Shareholders' Meetings by videoconference or by any other means of telecommunication that enables them to be identified, in accordance with the conditions and procedures laid down by law and decree.	(...) Any shareholder may, if the Board so decides at the time of convening the meeting, participate and vote at meetings by a means of telecommunication enabling them to be identified, under the conditions and according to the procedures provided for by the law and regulations in force.
(...)	(...)

11.4 Amendment of Article 35 of the bylaws concerning equity capital less than half of the share capital (Thirty-fifth Resolution)

We propose to amend Article 35 of the bylaws to align the statutory provisions concerning equity capital less than half of the share capital with the legislation and regulations in force.

If you approve this amendment, Article 35 of the bylaws would now read as follows:

Old version	New version
<p>(...)</p> <p>If, as a result of losses recorded in the accounting records, the Company's shareholders' equity falls below half of the share capital, the Board of Directors is required, within four months of approval of the financial statements showing the losses, to convene an Extraordinary General Meeting of shareholders to decide whether to dissolve the Company early.</p> <p>If the Company is not dissolved, it must, by the end of the second financial year following the year in which the losses were recognized, and subject to the provisions of article L.224-2 of the French Commercial Code, reduce its capital by an amount at least equal to the losses that could not be charged to reserves, if, by this deadline, shareholders' equity has not been reconstituted to a value at least equal to half the share capital. In the event of failure to comply with these provisions, any interested party may apply to the courts for the Company to be wound up. However, the Court may not dissolve the Company if, on the day it rules on the merits of the case, the situation has been rectified.</p>	<p>(...)</p> <p>If, as a result of losses recorded in the accounting records, the Company's shareholders' equity falls below half of the share capital, the Board of Directors is required, within four months of approval of the financial statements showing the losses, to convene an Extraordinary General Meeting of shareholders to decide whether to dissolve the Company early.</p> <p>If the Company is not dissolved, it must reconstitute its shareholders' equity or reduce its share capital in accordance with applicable laws and regulations.</p>

12. New modification of the Price Limit provided for in the terms and conditions of the bonds convertible into new shares of the Company issued on December 28, 2022 (the "Convertible Bonds") - Capital increase with cancellation of the preferential subscription right of the shareholders in favor of the holder of the Convertible Bonds, CVI Investments, Inc. (thirty-sixth 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 "Bondholder") 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 determined in accordance with the terms and conditions of the Convertible Bonds.

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, and was subsequently amended to (i) 0.4527 euros by the Extraordinary General Meeting of January 10, 2024 and then (ii) 0.3272 euros by the Annual General Meeting of May 29, 2024.

The terms and conditions of the Convertible Bonds provide for the right to amend the Price Limit at any time by any future general meeting of the Company during the lifetime of the Convertible Bonds.

The current 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 this context, we propose to modify the Price Limit, as amended, by setting it at an amount of 0.1958 euros, i.e. the volume-weighted average of the Company's share price on the regulated market of Euronext in Paris over the last eight (8) trading days preceding the date three business days prior to publication of the notice of this General Meeting in the Bulletin d'Annonce Légale Obligatoire, less a 15% discount.

Under this resolution, the General Meeting would in particular delegate to the Board of Directors the power to decide on and carry out, up to a maximum amount in par value of [-] euros (i.e., on the basis of the current par value of the Company's shares of 0.025 euros, a maximum of [-] new shares), in application of the terms and conditions of the Convertible Bonds and in compliance with the new Price Limit, the quarterly amortizations and the optional additional amortizations of the Convertible Bonds, and the resulting capital increases, by way of set-off and delivery as payment of new shares.

Under this delegation, the General Meeting would cancel the preferential subscription rights of shareholders, in accordance with the provisions of Article L. 225-138 of the French Commercial Code, in favor of CVI Investments, Inc. represented by Heights Capital Management, Inc., which would receive new shares in payment of quarterly amortizations and/or optional additional amortizations, in accordance with the terms and conditions of the Convertible Bonds, and any person succeeding it.

The Board of Directors would not be able to use this delegation during a public tender offer on the Company's shares.

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

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

The resolution below will be presented to you to comply with the regulations, but the Board of Directors calls to VOTE AGAINST this resolution.

A. Delegation of authority to increase the capital through the issue of common shares and/or equity securities with the cancellation of the preferential subscription right for members of a company savings plan (*Resolution A*)

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 to shares and securities that could be issued under this delegation of authority.

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 deducted from the overall cap provided for in the twenty-ninth resolution setting at 150% of the capital existing on the day of the Meeting, the maximum nominal amount of the shares likely to be issued pursuant to certain delegations (see §10). 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 RESOLUTION A contained in Chapter II.

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., **May 9, 2025 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 May 9, 2025**, 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 May 9, 2025**, 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

Shareholders may choose one of the following three ways of exercising their voting rights at the Annual General Meeting:

- attend the Meeting ;
- give their proxy to the Chairman of the Meeting or to any other individual or legal entity;
- vote by mail or by Internet.

In addition to the single paper voting form, shareholders will be able to transmit their voting instructions, appoint or revoke a proxy, and request an admission card via the Internet, prior to the Meeting on the VOTACCESS website, under the conditions described below.

The VOTACCESS website for this Shareholders' Meeting will be open from 10 a.m. (Paris time) on April 22, 2025 until 3 p.m. (Paris time) on May 12, the day before the Meeting.

To avoid any possible congestion of the website, shareholders are advised not to wait until the day before the Meeting to enter their instructions.

1. To personally attend the General Meeting

Shareholders wishing to attend the Meeting must request their admission card as follows:

- **By electronic way**
 - For registered shareholders: they can access the voting site via their Shareholder Area at <https://www.investors.uptevia.com/>

Registered shareholders must log in to their Shareholder Area with their usual access codes. After logging in to their Shareholder Area, they must follow the on-screen instructions to access the VOTACCESS site and request their admission card.

- For managed registered shareholders and/or employee shareholders: they can access the voting site via the VoteAG site at <https://www.voteag.com/>

Managed registered shareholders must log in to VoteAG with the temporary codes provided on the Single Voting Form or the electronic notice. Once on the homepage of the site, they must follow the on-screen instructions to access the VOTACCESS site and request an admission card.

- For bearer shareholders: it is the responsibility of the bearer shareholder to find out whether their financial intermediary managing their securities account is connected to the VOTACCESS site and, if so, the conditions for using the VOTACCESS site. If the shareholder's financial intermediary is connected to the VOTACCESS site, the shareholder must log in to the intermediary's Internet portal with their usual access codes. They must then follow the on-screen instructions to access the VOTACCESS site and request their admission card.
- **By mail:**
 - For registered shareholders: the registered shareholder must complete the Single Voting Form, attached to the notice sent to them, indicating that they wish to attend the General Meeting and obtain an admission card, then return it dated and signed using the prepaid envelope attached to the notice;
 - For bearer shareholders: the bearer shareholder must ask their financial intermediary managing their securities account to send them an admission card.

Requests for admission cards by mail must be received by Uptevia no later than three days before the Meeting, according to the above procedures.

Shareholders who have not received their admission card within two working days before the General Meeting are invited to:

- For registered shareholders, present themselves on the day of the General Meeting directly at the counters specifically provided for this purpose, with an identity document;
- For bearer shareholders, ask their financial intermediary to issue them a certificate of participation to justify their status as a shareholder on the second working day before the Meeting.

2. To vote by proxy or by mail

If you are unable to personally attend this meeting, shareholders can choose one of the following three options:

- Send a proxy to the Chairman of the General Meeting;
- Give a proxy to any individual or legal entity of their choice under the conditions provided for in Articles L. 22-10-39 and L. 225-106 I of the Commercial Code;
- Vote by mail;

According to the following procedures:

- **Electronically:**
 - For registered shareholders: they can access the voting site via their Shareholder Area at <https://www.investors.uptevia.com/>. Registered shareholders must log in to their Shareholder Area with their usual access codes. After logging in to their Shareholder Area, they must follow the on-screen instructions to access the VOTACCESS site and vote or designate or revoke a proxy.

For managed registered shareholders and/or employee shareholders: they can access the voting site via the VoteAG site at <https://www.voteag.com/>. Managed registered shareholders must log in to VoteAG with the temporary codes provided on the Single Voting Form or the electronic notice. Once on the homepage of the site, they must follow the on-screen instructions to access the VOTACCESS site and vote or designate or revoke a proxy.

- For bearer shareholders: it is the responsibility of the bearer shareholder to find out whether their financial intermediary managing their securities account is connected to the VOTACCESS site and, if so, the conditions for using the VOTACCESS site. If the shareholder's financial intermediary is connected to the VOTACCESS site, the shareholder must log in to the intermediary's Internet portal with their usual access codes. They must then follow the on-screen instructions to access the VOTACCESS site and vote, or designate or revoke a proxy.

If the shareholder's financial intermediary is not connected to the VOTACCESS site, it is specified that the notification of the designation and revocation of a proxy can still be made electronically in accordance with the provisions of Article R. 22-10-24 of the Commercial Code, by sending an email to the following address: ct-mandataires-assemblees@uptevia.com. This email must include a scanned copy of the duly completed and signed Single Voting Form. Bearer shareholders must also attach the participation certificate issued by their authorized intermediary. Only notifications of designation or revocation of proxies that are duly signed, completed, received, and confirmed no later than the day before the Meeting, at 3:00 p.m. (Paris time) will be taken into account.

- **By mail:**

- For registered shareholders: the registered shareholder must complete the Single Voting Form, attached to the notice sent to them, then return it dated and signed using the prepaid envelope attached to the notice;
- For bearer shareholders: the bearer shareholder must request the Single Voting Form from their financial intermediary managing their securities account, then return it dated and signed. The intermediary will forward it to Uptevia along with a participation certificate.

Single Voting Forms by mail must be received by Uptevia no later than three days before the Meeting, according to the above procedures.

It is specified that, for any proxy without an indication of a proxy holder, the Chairman of the General Meeting will cast a favorable vote for the adoption of the draft resolutions presented or approved by the Board of Directors and an unfavorable vote for all other draft resolutions.

Single Voting Forms are automatically sent to shareholders registered in pure or managed **form by** postal mail.

For bearer shareholders, Single Voting Forms will be sent upon request received by simple letter by **Uptevia – General Meetings Service – Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex** no later than six days before the date of the meeting.

Shareholders who have sent a request for an admission card, a proxy, or a postal voting form can no longer change their mode of participation in the General Meeting.

In the event of the return of a Single Voting Form by a registered intermediary, the Company reserves the right to question the intermediary to know the identity of the voters.

On the Votaccess site, the shareholder can request to receive confirmation of their vote following the transmission of their instruction by checking the corresponding box.

Confirmation will be available on Votaccess, in the menu related to voting instructions, within 15 days following the General Meeting.

Alternatively, shareholders can contact Uptevia to request confirmation that their vote has been taken into account. Any request from a shareholder in this regard must be made within three months following the date of the Meeting. Uptevia will respond no later than 15 days following the receipt of the confirmation request or the date of the Meeting.

Registration of items or draft resolutions on the agenda

Shareholders' requests to register items or draft resolutions on the agenda must be sent to the registered office by registered letter with acknowledgment of receipt or by electronic communication to the following address: ir@gensight-biologics.com, to be received no later than the twenty-fifth day preceding the date of the General Meeting, and no more than twenty days after the date of this notice.

Requests to register items on the agenda must be substantiated.

Requests to register draft resolutions must be accompanied by the text of the draft resolutions, possibly with a brief explanation of the reasons, as well as the information provided for in Article R. 225-83 of the Commercial Code if the draft resolution concerns the presentation of a candidate for the Board of Directors.

A certificate of registration in the account must also be attached to these requests to register items or draft resolutions on the agenda to justify, at the date of the request, the possession or representation of the fraction of the capital required in accordance with the provisions of Article R. 225-71 of the Commercial Code. A new certificate justifying the registration of the securities in the same accounts on the second working day preceding the meeting at midnight, Paris time, must be sent to the company.

The text of the draft resolutions presented by the shareholders and the list of items added to the agenda at their request will be posted online, without delay, on the company's website (www.gensight-biologics.com).

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 **May 6, 2025**. 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.

Live and recorded broadcasting of the Meeting

In accordance with Articles L. 22-10-38-1 and R. 22-10-29-1 of the French Commercial Code, the entire Meeting will be broadcast via a live audiovisual transmission available at the following link: https://channel.royalcast.com/landingpage/gensightbiologicsfr/20250513_1/

A recording of the Meeting will be available for consultation on the Company's website no later than seven working days after the date of the Meeting, and for at least two years from the date it goes online.

The Board of Directors

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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 May 13, 2025.

In _____, Date: / /2025

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

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