



**CONVENING OF THE COMBINED GENERAL MEETING
ON MAY 19, 2026**

GENSIGHT BIOLOGICS

A french Société Anonyme with a share capital of 5,886,358.15 euros

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SUMMARY OF THE COMPANY'S SITUATION

GenSight Biologics is a clinical-stage biopharma company focused on developing and commercializing innovative gene therapies for retinal neurodegenerative diseases and central nervous system disorders.

The Company's lead product candidate, GS010/LUMEVOQ® (lenadogene nolparvovec), is being developed for the treatment of Leber Hereditary Optic Neuropathy (LHON) caused by a mutation in the mitochondrial ND4 gene, a rare disease that leads to irreversible blindness in adolescents and young adults. Results from the three Phase III clinical trials (RESCUE, REVERSE and REFLECT) have demonstrated sustained efficacy and a favorable safety profile through five years after treatment, with significant improvement in visual acuity versus the natural history of the disease.

The second candidate, GS030, for the treatment of Retinitis Pigmentosa, is being evaluated in the Phase I/II PIONEER clinical trial, the encouraging results of which have notably shown that certain patients regained the ability to detect objects despite long-standing blindness.

GS010/LUMEVOQ® has not received marketing authorization in any country and is not commercially available.

In December 2025, the Company reached a major regulatory milestone with the granting by the French medicines agency (ANSM) of authorization of the French Named Patient Early Access Program (AAC) for GS010/LUMEVOQ®. The Company is also preparing for the launch of the pivotal Phase III RECOVER clinical trial intended to support a future marketing authorization application.

1. Summary of the situation during the past financial year

Operating income decreased to €0.7 million in 2025 from €2.6 million in 2024, a decrease of €2.0 million, or 75.2%. This decrease is attributable to the reduction in the research tax credit (Crédit d'impôt recherche), which amounted to €0.7 million as of year-end 2025, compared with €1.1 million a year earlier, reflecting lower clinical development expenses for GS010/LUMEVOQ®. It is also explained by the absence in 2025 of the favorable effect recognized in 2024 from a change in assumptions regarding the potential rebate refund liability under the temporary authorization for use (ATU) framework.

Research and development expenses decreased by 47.9%, or €5.9 million, to €6.4 million in 2025, compared with €12.4 million in the prior year. This decrease reflects the Company's continued prioritization of its activities, with reduced R&D spending related primarily to the GS010/LUMEVOQ® technology transfer to its new manufacturing partner, Catalent, Inc., as well as to the essential activities supporting preparation of the dose-ranging study requested by the ANSM in connection with the resumption of the AAC program.

Sales and marketing expenses decreased by 18.9% in 2025 to €0.6 million, compared with €0.7 million in the prior year, reflecting continued cost discipline. These expenses remain limited, consistent with the Company's current stage of development and its focus on R&D activities rather than commercial operations.

General and administrative expenses decreased by 12.5% in 2025 to €4.7 million, compared with €5.4 million in the prior year, reflecting continued cost discipline. The increase in personnel expenses in 2025 is explained by the recruitment of a Chief Financial Officer in September 2024, in place of the previous outsourcing approach. This increase was more than offset by a 45.5% decrease in professional fees, illustrating the Company's continued focus on cost control.

Operating loss amounted to €(11.1) million in 2025, compared with €(15.8) million in 2024, a decrease of €4.8 million, or 30.1%. This change reflects the evolution in operating income, R&D expenses, sales and marketing expenses and G&A expenses described above, partially offset by the decrease in the research tax credit.

Financial result amounted to a loss of €(1.0) million in 2025, compared with financial income of €1.8 million in 2024. In 2024, financial income was primarily explained by the renegotiation of the Company's

financial obligations and by changes in the fair value of derivative financial instruments. In 2025, the financial result reflects interest expense on the Company's debt and the result related to financial instruments.

Net loss amounted to €12.0 million in 2025, compared with a net loss of €14.0 million in 2024, a decrease of €2.0 million, or 14.0%. The weighted average number of shares outstanding increased from 95.8 million in 2024 to 148.3 million in 2025, which also contributed to the reduction in loss per share from €0.15 in 2024 to €0.08 in 2025.

Net cash flows from operating activities amounted to an outflow of €(9.2) million in 2025, compared with an outflow of €(12.9) million in 2024. This improvement mainly reflects the significant reduction in operating expenses, partially offset by a lower research tax credit (CIR), which represented the main component of the Company's operating income in 2025.

Net cash flows from investing activities remained limited, amounting to €0.2 million in 2025 compared with €0.02 million in 2024, reflecting the activity of the Company's liquidity contract and, in 2025, the refund of the security deposit relating to the U.S. office premises following the termination of the lease in August 2025.

Net cash flows from financing activities amounted to €8.9 million in 2025, compared with €13.5 million in 2024. This change reflects capital increases of €10.4 million in 2025 versus €16.7 million in 2024, in line with the Company's financing strategy and the timing of fundraising transactions. In addition, 2025 includes the repayment of the final installment of the French state-guaranteed loan (PGE) in October, whereas 2024 included a partial repayment of the PGE for €2.2 million.

Cash and cash equivalents totaled €2.4 million as of December 31, 2025, compared with €2.5 million as of December 31, 2024. During the year, the Company successfully completed financing transactions in March, July (in two tranches), September, November and December 2025, corresponding to capital increases for an aggregate gross amount of approximately €14 million, including share amortization of convertible bonds, reserved for specialized investors or existing shareholders.

2. Going concern

The Individual and Consolidated Financial Statements were prepared on a going concern basis. As such, no adjustments have been made to the financial statements relating to the recoverability and classification of asset carrying amounts or the 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 March 31, 2026, the Company's available consolidated cash and cash equivalents amounted to €3.2 million, compared with €2.4 million as of December 31, 2025 and €2.5 million as of December 31, 2024. In 2025 and early 2026, the Company completed several equity financings totaling approximately €15.7 million through a combination of shares and warrants, including pre-funded warrants, subscribed by existing shareholders, including Heights Capital, Sofinnova, Invus, UPMC Enterprises and Alumni Capital, and by new investors. Based on its current cash position and projected cash flows, the Group's available financial resources are insufficient to cover its operational requirements over the next twelve months.

As of December 31, 2025, the Company's financial debt amounted to €22.9 million and consisted of an EIB loan, convertible bonds in favor of Heights Capital and conditional advances from Bpifrance. This financial debt does not include the refund liability associated with potential rebates arising from the ATU/early access framework, which will become payable upon obtaining marketing authorization.

b. Financial obligations

Tranche A of the EIB loan amounted to €9.4 million, corresponding to the nominal amount plus accrued interest, and is repayable in a single bullet payment in February 2028, compared with a carrying amount of €7.0 million as of December 31, 2025.

Convertible bonds in favor of Heights Capital amounted to €6.3 million in nominal value, compared with a carrying amount of €5.5 million as of December 31, 2025, with quarterly amortization installments of €0.7 million payable, at the Group's option, in cash or in shares until December 2027.

Conditional advances from Bpifrance amounted to €7.2 million, corresponding to the nominal amount plus accrued interest, compared with a carrying amount of €5.0 million as of December 31, 2025, measured at amortized cost, with annual repayments starting in June 2026

c. Business update

In December 2025, the ANSM granted authorization of the French Named Patient Early Access Program (AAC) for the GS010/LUMEVOQ® gene therapy. On March 9, 2026, the ANSM approved the first individual patient applications submitted under this program. The first patients were treated on March 19, 2026, and the first payments were received at the end of March 2026.

d. Financial Outlook and Mitigation Plans

Although the Group is unable to predict the precise timing of treatments and associated payments under its various paid early access programs, in particular in France and Israel, management currently expects that aggregate revenues from these programs in 2026 should be sufficient to cover the Group's operating expenses for that period, excluding costs associated with the new Phase III RECOVER clinical trial, including certain manufacturing costs related to the study.

These early access revenues are not expected to be sufficient to fully fund the RECOVER Phase III clinical trial and the associated manufacturing costs. As a result, and in order to supplement working capital and fund ongoing operating expenses, including preparation for and execution of the RECOVER Phase III clinical trial currently expected to start in the second quarter of 2027, the Company will need to obtain additional sources of financing, debt and/or equity, and/or expand international paid early access programs beyond France and Israel and/or enter into out-licensing, partnering or M&A transactions.

In any event, the Company will need to secure such additional funding before the end of 2026 in order to avoid postponing the start of the Phase III study and to enable timely manufacturing campaigns with, and adequate support to, its contract manufacturing organizations so as to rebuild and secure sufficient product inventories for treatments expected to be performed in 2027 and 2028.

e. Going Concern Assessment

The Group's assessment that the going concern basis of preparation remains appropriate is based on cash flow projections covering a period of at least twelve months from the date of authorization of these financial statements and reflects the following key assumptions:

1. the successful execution of the AAC program in France and other paid early access programs, generating aggregate revenues in 2026 sufficient to cover the Group's operating costs for that period, excluding costs associated with the new Phase III RECOVER clinical trial, including certain manufacturing costs related to the study;
2. the availability, if required, of short-term bridge financing prior to securing the structural funding required for the RECOVER Phase III clinical trial, in order to offset the fact that the Company cannot precisely predict the timing of treatments and related payments;
3. the Group's ability to secure additional funds before the end of 2026, through one or more of the following sources: a new equity financing, the potential drawdown of the €12 million non-dilutive Tranche B under the existing EIB facility, subject to the satisfaction of milestone-based conditions currently under discussion, the expansion of international paid early access programs beyond France and Israel, and potential out-licensing, partnering or M&A transactions;
4. the Group's ability to timely initiate manufacturing campaigns with, and provide adequate support to, its contract manufacturing organizations so as to rebuild and secure sufficient product inventories for treatments expected to be performed in 2027 and 2028.

While management believes that it will be able to raise additional funds and/or realize partnering or M&A opportunities, there can be no assurance that such transactions will be completed on a timely basis, in

sufficient amounts or on acceptable terms. Failure to secure adequate funding could require the Group to significantly curtail or delay its operating plans, impair its ability to realize its assets and settle its liabilities in the normal course of business, or could ultimately lead to insolvency proceedings or the cessation of its operations in whole or in part.

These events and conditions, together with the uncertainties described above, indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

3. MAIN EVENTS OF THE FISCAL YEAR

In January and February 2025, the Company reported five-year follow-up data from patients treated with GS010/LUMEVOQ® in the Phase III RESCUE, REVERSE and REFLECT clinical trials.

These results, including a publication in JAMA Ophthalmology, indicated sustained improvement in best-corrected visual acuity (BCVA) and a favorable safety profile over five years. Analyses from the REFLECT study also suggested an additional benefit associated with bilateral administration compared with unilateral treatment in certain patient subgroups.

On March 7, 2025, the Company announced the successful completion of a capital increase reserved for specialized investors through the issuance of new shares with warrants attached, for an aggregate gross amount of approximately €0.9 million, excluding future net proceeds that may result from the exercise of the warrants. The subscription price of one ABSA was set at €0.2248.

On May 13, 2025, the Company held its Combined General Meeting, during which all resolutions submitted by the Board of Directors were approved. These resolutions notably related to the Company's governance and to various financial authorizations.

On June 12, 2025, the Company announced that it had reached an agreement with the ANSM to consider the opening of the French Named Patient Early Access Program (AAC) for GS010/LUMEVOQ®, subject to the conduct of a dose-ranging study.

A preliminary protocol was submitted in July 2025. In December 2025, the ANSM approved the Phase II REVISE study, intended to evaluate two dose levels of GS010/LUMEVOQ®.

On June 26, 2025, the Company announced the successful transfer of the upstream phase of the GS010/LUMEVOQ® manufacturing process to Catalent.

This milestone followed the successful manufacture of a drug product batch intended to be used for the French Named Patient Early Access Program (AAC) and the REVISE dose-ranging study in France.

The collaboration with Catalent is intended to support process optimization, notably through improved production yields and upgraded analytical methods, in preparation for future clinical and regulatory activities.

On July 1, 2025, the Company completed a private placement of €3.9 million, subscribed by a limited number of investors through ordinary shares with warrants attached and pre-funded warrants.

On July 17, 2025, the Company completed this transaction with additional financing of €0.5 million reserved for an existing shareholder, on the same terms as those of the July 1, 2025 transaction.

On September 26, 2025, the Company announced the completion of a €3.7 million capital increase subscribed by three of its shareholders: Heights Capital, Invus and Alumni Capital.

On October 30, 2025, the Company announced that it had obtained regulatory authorization to treat a patient in the United States with GS010/LUMEVOQ® under an Expanded Access program. The U.S. Food and Drug Administration authorized the treatment of an eligible patient based on a request submitted by a physician at the University of Pittsburgh School of Medicine.

On November 10, 2025, the Company announced the completion of a new €2.0 million fundraising subscribed by two of its existing shareholders: Invus and Alumni Capital.

On December 22, 2025, the Company announced that the ANSM had authorized the French Named Patient Early Access Program (AAC) for the use of GS010/LUMEVOQ® in France for patients with ND4-LHON.

Also on December 22, 2025, the Company announced that the Israeli Ministry of Health had authorized early access treatment with GS010/LUMEVOQ® for individual patients in Israel.

On December 29, 2025, the Company announced the completion of a new €2.9 million capital increase subscribed by three of its shareholders: Heights Capital, Invus and Alumni Capital.

During the second half of 2025, the Company also obtained several authorizations relating to expanded or early access to GS010/LUMEVOQ®, including authorization granted by the Israeli Ministry of Health for treatment of patients on an individual basis.

Over the course of 2025, the Company completed several financing transactions through capital increases reserved for specialized investors or existing shareholders, generally involving the issuance of shares with warrants attached, including pre-funded warrants, for an aggregate gross amount of approximately €14 million.

These transactions took place in March, July, in two tranches, September, November and December 2025, with subscription and exercise terms that varied depending on the transaction.

4. Recent developments

On February 10, 2026, the Company announced the treatment of the first patient enrolled in the REVISE dose-ranging study. This open-label, single-center study is intended to recruit 14 patients in France and to evaluate two dose levels of GS010/LUMEVOQ® in the treatment of ND4-LHON.

On February 18, 2026, the Company announced the strategic expansion of its Regulatory Affairs and Quality leadership with the appointment of Dr. Fang Li as Chief Regulatory Affairs & Quality Officer and Ms. Sabrina Chekroun as Senior Vice President, Regulatory Affairs and Quality.

On March 9, 2026, the Company announced that the ANSM had approved the first group of individual patient applications submitted under the French Named Patient Early Access Program (AAC) for GS010/LUMEVOQ®. The Company also indicated that a second patient in Israel had been approved for treatment under the Paid Named Patient Program by the Israeli Ministry of Health and that a second U.S. patient would be treated under the Expanded Access program following authorization by the FDA of an individual IND in January 2026.

On March 10, 2026, the Company announced the completion of a capital increase of €1.7 million, subscribed by three of its shareholders: Heights Capital, Invus and UPMC Enterprises. The purpose of this fundraising is to provide the Company with a cash reserve to absorb any payment delays from the French hospital system.

On March 19, 2026, the first patients were treated under the French Named Patient Early Access Program (AAC) for GS010/LUMEVOQ® at the Hôpital National des 15-20. The first payments were received by the Company on March 24, 2026. The treatment price under the AAC program was set at €425,000 per injection.

As of March 31, 2026, the Company's cash and cash equivalents amounted to €3.2 million, compared with €2.4 million as of December 31, 2025.

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 are not met and the application of this principle has therefore resulted in all development costs being expensed 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,	
	2025	2024
Personnel expenses (1)	2,385	2,818
Sub-contracting, collaboration and consultants	3,560	8,119
Licensing and intellectual property	107	280
Travel and entertainment expenses	87	104
Depreciation and amortization expense	220	972
Other	82	76
Total R&D expenses	6,440	12,368

(1) Includes €596 thousands and €251 thousands related to share-based compensation expense as of December 31, 2024 and 2025 respectively.

AGENDA

The company's shareholders are informed that they will be meeting in an Combined Shareholders' General Meeting at 2pm CET on May 19, 2026, 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:

Ordinary resolutions:

1. Approval of the annual individual financial statements for the fiscal year ended December 31, 2025
2. Approval of the consolidated financial statements for the fiscal year ended December 31, 2025
3. Allocation of the earnings for the fiscal year
4. Statutory auditors' special report on related-party agreements and approval of such agreements
5. Renewal of Ms. Françoise DE CRAECKER as director
6. Approval of the compensation policy for the Chief Executive Officer and/or any other executive corporate officer
7. Approval of the compensation policy for the Chairman of the Board of Directors
8. Approval of the compensation policy for the members of the Board of Directors
9. Approval of the information referred to in Section I of Article L. 22-10-9 of the French Commercial Code
10. Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during or awarded in respect of the past fiscal year to Mr. Michael Wyzga, Chairman of the Board of Directors
11. Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during or awarded in respect of the past fiscal year to Ms. Laurence Rodriguez, Chief Executive Officer
12. Authorization to be granted to the Board of Directors to allow the Company to repurchase its own shares under the provisions of Article L. 22-10-62 of the French Commercial Code

Extraordinary resolutions:

13. Authorization to be granted to the Board of Directors to cancel treasury shares repurchased under the provisions of Article L. 22-10-62 of the French Commercial Code
14. Consolidation of the Company's shares by allocating one new share with a nominal value of €1.25 for every 50 existing shares with a nominal value of €0.025 each
15. Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with maintenance of preferential subscription rights
16. Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights by way of a public offering (excluding offerings referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code)
17. Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential

subscription rights by way of a private placement as referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code

18. Delegation of powers to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights in favor of one or more specifically designated persons identified by the Board of Directors
19. Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights in favor of categories of persons meeting specified criteria
20. Authorization to increase the amount of issuances
21. Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights as consideration for securities tendered in a public exchange offer
22. Delegation to the Board of Directors to increase share capital by issuing ordinary shares and/or securities giving access to share capital, up to a limit of 20% of share capital, for the purpose of compensating contributions in kind of shares or securities giving access to share capital
23. Delegation to the Board of Directors to issue share warrants (BSA), warrants to subscribe and/or acquire new and/or existing shares (BSAANE) and/or redeemable warrants to subscribe and/or acquire new and/or existing shares (BSAAR), with cancellation of preferential subscription rights in favor of categories of persons
24. Authorization to be granted to the Board of Directors to grant share subscription and/or purchase options to salaried employees (and/or certain executive corporate officers)
25. Authorization to be granted to the Board of Directors to grant free shares to salaried employees and/or certain executive corporate officers
26. Delegation of authority to the Board of Directors to increase share capital by issuing ordinary shares and/or securities giving access to share capital, with cancellation of preferential subscription rights in favor of members of a company savings plan (PEE), pursuant to Articles L. 3332-18 et seq. of the French Labor Code
27. Overall cap on the ceilings of the delegations

Ordinary resolution:

28. Powers to carry out formalities

TEXT OF THE DRAFT RESOLUTIONS

Ordinary resolutions

First resolution – Approval of the annual individual financial statements for the fiscal year ended December 31, 2025

The General Meeting, having reviewed the reports of the Board of Directors and the statutory auditors on the fiscal year ended December 31, 2025, approves, as presented, the annual financial statements drawn up at that date showing a loss of €11,978,666.

Second resolution – Approval of the consolidated financial statements for the fiscal year ended December 31, 2025

The General Meeting, having reviewed the reports of the Board of Directors and the statutory auditors on the consolidated financial statements as of December 31, 2025, approves such financial statements as presented, showing a loss (Group share) of €12,036,205.

Third resolution – Allocation of the earnings for the fiscal year

The General Meeting, on the proposal of the Board of Directors, resolves to allocate the entire loss for the fiscal year ended December 31, 2025, namely the debit balance of €11,978,666, to the Retained Earnings account, which is accordingly increased from a debit balance of €248,577,567 to a debit balance of €260,556,233.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the General Meeting acknowledges that it has been reminded that no dividends or income were distributed in respect of the last three fiscal years.

Fourth resolution – Statutory auditors' special report on related-party agreements and approval of such agreements

Having reviewed the statutory auditors' special report on related-party agreements, the General Meeting approves the new agreements referred to therein.

Fifth resolution – Renewal of Ms. Françoise DE CRAECKER as director

The General Meeting resolves to renew the appointment of Ms. Françoise DE CRAECKER as director for a period of three years, expiring at the close of the General Meeting held in 2029 called to approve the financial statements for the preceding fiscal year.

Sixth resolution – Approval of the compensation policy for the Chief Executive Officer and/or any other executive corporate officer

The 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 corporate officer, as presented in the corporate governance report included in the 2025 Universal Registration Document, paragraphs 13.1.1.2 and 13.1.1.3.

Seventh resolution – Approval of the compensation policy for the Chairman of the Board of Directors

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors, as presented in the corporate governance report included in the 2025 Universal Registration Document, paragraph 13.1.1.1.

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

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the members of the Board of Directors, as presented in the corporate governance report included in the 2025 Universal Registration Document, paragraph 13.1.1.4.

Ninth resolution – Approval of the information referred to in Section I of Article L. 22-10-9 of the French Commercial Code

The General Meeting, acting pursuant to Article L. 22-10-34 I of the French Commercial Code, approves the information referred to in Section I of Article L. 22-10-9 of the French Commercial Code as set out in the corporate governance report included in the 2025 Universal Registration Document, from paragraph 13.1.2 onwards.

Tenth resolution – Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during or awarded in respect of the past fiscal year to Mr. Michael WYZGA, Chairman of the Board of Directors

The General Meeting, acting pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of total compensation and benefits of any kind paid during or awarded in respect of the past fiscal year to Mr. Michael WYZGA, Chairman of the Board of Directors, as presented in the corporate governance report included in the 2025 Universal Registration Document, paragraph 13.1.3.

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

The General Meeting, acting pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of total compensation and benefits of any kind paid during or awarded in respect of the past fiscal year to Ms. Laurence RODRIGUEZ, Chief Executive Officer, as presented in the corporate governance report included in the 2025 Universal Registration Document, paragraph 13.1.3.

Twelfth resolution – Authorization to be granted to the Board of Directors to allow the Company to repurchase its own shares under the provisions of Article L. 22-10-62 of the French Commercial Code

The General Meeting, having reviewed the Board of Directors' report, authorizes the Board of Directors, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, to purchase, in one or more tranches at such times as it shall determine, shares of the Company up to a maximum number of shares not exceeding 5% of the total number of shares comprising the share capital as of the date of this General Meeting, adjusted as appropriate to reflect any capital increases or reductions that may occur during the duration of the program.

This authorization supersedes the authorization granted to the Board of Directors by the General Meeting of May 13, 2025 under its seventeenth ordinary resolution.

Purchases may be carried out for the following purposes:

- to support the liquidity and secondary market trading of GENSIGHT BIOLOGICS shares through an investment services provider pursuant to a liquidity contract compliant with applicable market practice regulations, it being specified that for the purpose of calculating the above cap, the number of shares taken into account corresponds to the number of shares purchased, net of shares resold;
- to retain purchased shares and deliver them as exchange consideration or in payment in connection with any future mergers, demergers, contributions or external growth transactions;
- to cover share subscription and/or purchase option plans and/or free share plans (or similar plans) for the benefit of employees and/or corporate officers of the Group, including economic interest groupings and affiliated companies, as well as any allotment of shares under a company or Group savings plan (or similar plan), under profit-sharing schemes and/or any other form of share allotment to employees and/or corporate officers of the Group;
- to cover securities giving entitlement to the allotment of Company shares in accordance with applicable regulations;
- to cancel shares so purchased, pursuant to the authorization granted or to be granted by the Extraordinary General Meeting.
- more generally, to implement any market practice that may be permitted by the AMF, and more generally, to carry out any other transaction permitted under applicable regulations, it being specified that in such case the Company will inform its shareholders by press release.

Such purchases may be carried out by any means, including by block purchases, at such times as the Board of Directors shall see fit.

Unless previously authorized by the General Meeting, the Board of Directors may not use this authorization once a third party has filed a public tender offer for the Company's securities, until the end of the offer period.

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

The maximum total amount of the program is set at €176,283,245.

The General Meeting grants all powers to the Board of Directors to carry out such transactions, to determine the terms and conditions thereof, to enter into any agreements and to carry out all formalities.

EXTRAORDINARY RESOLUTIONS

Thirteenth resolution – Authorization to be granted to the Board of Directors to cancel treasury shares repurchased under the provisions of Article L. 22-10-62 of the French Commercial Code

The General Meeting, acting pursuant to Article L. 22-10-62 of the French Commercial Code, having reviewed the Board of Directors' report and the statutory auditors' report:

1. Grants the Board of Directors the authorization to cancel, by its sole decision, in one or more tranches, within the limit of 10% of the share capital as calculated on the date of the cancellation decision, net of any shares cancelled during the preceding twenty-four months, all or part of the shares held or to be held by the Company, in particular as a result of repurchases carried out under Article L. 22-10-62 of the French Commercial Code, and to reduce the share capital accordingly in accordance with applicable laws and regulations;
2. Sets a validity period of twenty-four months from the date of this General Meeting for this authorization;
3. Resolves that the Board of Directors may not, unless previously authorized by the General Meeting, use this authorization once a third party has filed a public tender offer for the Company's securities, until the end of the offer period;

4. Resolves that any excess of the purchase price of shares over their par value shall be charged to the share premium, merger premium or contribution premium accounts, or to any available reserve account, including the legal reserve, provided that the latter shall not fall below 10% of the Company's share capital following the share capital reduction;
5. Grants all powers to the Board of Directors, with the right to sub-delegate in accordance with applicable law, to carry out the operations necessary for such cancellations and the correlative reductions in share capital, to amend the bylaws accordingly and to complete all required formalities;
6. Acknowledges that this delegation supersedes, as of this date, to the extent not yet used, any prior delegation having the same purpose.
- 7.

Fourteenth resolution – Consolidation of the Company's shares by allocating one new share with a nominal value of €1.25 for every 50 existing shares with a nominal value of €0.025 each

The General Meeting, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Article 6 of Decree No. 48-1683 of October 30, 1948 and Article R.228-12 of the French Commercial Code:

- Resolves, on the terms detailed below, to carry out a share consolidation to be implemented by the Board of Directors, whereby every 50 ordinary shares with a nominal value of €0.025 each (the "Existing Shares") shall be consolidated into one new share to be issued with a nominal value of €1.25 (the "New Shares");
- Resolves that the consolidation start date shall occur no earlier than the expiry of a fifteen (15)-day period beginning on the date of publication of the consolidation notice to be published by the Company in the Bulletin des Annonces Légales Obligatoires;
- Resolves that the exchange period during which shareholders may consolidate their Existing Shares shall be thirty (30) days commencing on the above-mentioned consolidation start date;
- Acknowledges that, in accordance with Article 6 of Decree No. 48-1683 of October 30, 1948, shareholders who hold odd lots of Existing Shares or a number of Existing Shares insufficient to carry out the consolidation shall be required to purchase or sell Existing Shares as necessary to complete the consolidation within thirty (30) days of the commencement of the consolidation;
- Acknowledges that, in accordance with the provisions of Article 6 of Decree No. 48-1683 of October 30, 1948 and Article R.228-12 of the French Commercial Code, upon expiry of the exchange period, the New Shares that cannot be individually allocated and which correspond to fractional entitlements shall be sold and the proceeds of such sale distributed proportionally to the holders of fractional entitlements;
- Grants, for a period of twelve months from the date of this General Meeting, all powers to the Board of Directors, with the right to sub-delegate, to implement or defer this resolution, and in particular to:
 - o set the consolidation start date;
 - o publish all notices and carry out all legal and regulatory formalities required;
 - o determine the exact number of Existing Shares of €0.025 nominal value to be consolidated and the exact number of New Shares of €1.25 nominal value resulting from the consolidation;
 - o as applicable and as a result of the share consolidation, adjust the rights of beneficiaries of share subscription and/or purchase options, free share grants and share warrants, issued or to be issued prior to completion of the consolidation, and inform such beneficiaries accordingly, in accordance with applicable laws, regulations and contractual provisions;

- record the final completion of the consolidation and amend the Company's bylaws accordingly;
- more generally, take all necessary and appropriate measures to implement this resolution and carry out all required formalities.
-

Fifteenth resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with maintenance of preferential subscription rights

The General Meeting, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of the French Commercial Code, in particular 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 right to sub-delegate in accordance with applicable law, its authority to proceed with the issuance, with maintenance of preferential subscription rights, for no consideration or for consideration, in one or more tranches, in such proportions and at such times as it shall determine, on the French and/or international market, in euros, in foreign currencies or in any other unit of account established by reference to a basket of currencies, of:
 - ordinary shares, and/or
 - securities that are equity securities giving access to other equity securities or entitling holders to the allocation of debt securities, and/or
 - securities, including debt securities, giving access to equity securities to be issued,
 the subscription of which may be effected in cash or by set-off against certain, liquid and payable claims.

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 in which it directly or indirectly holds more than half of the share capital or which directly or indirectly holds more than half of its share capital.

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

2. Sets a validity period of twenty-six months for this delegation, from the date of this General Meeting.
3. Resolves to set the following limits on the authorized issuance amounts if the Board of Directors uses this delegation of authority:

The maximum aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 100% of the share capital as of the date of this General Meeting.

In addition, the nominal amount of any capital increase required (i) to preserve, in accordance with applicable law and, where applicable, contractual provisions providing for alternative preservation methods, the rights of holders of securities giving access to the Company's share capital, and (ii) to address fractional entitlements, shall be added to this cap.

This amount is subject to the overall cap on the maximum nominal amount of ordinary shares set out in the twenty-seventh resolution of this General Meeting.

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

This amount is subject to the cap on the nominal amount of debt securities set out in the twenty-seventh resolution of this General Meeting.

4. In the event that the Board of Directors uses this delegation of authority for the issuances referred to in 1) above, resolves that shareholders may exercise, under the conditions provided by law, their preferential subscription rights on an irreducible basis with respect to the equity securities and/or securities to be issued pursuant to this resolution. The Board of Directors shall have the power to grant shareholders the right to subscribe on a reducible basis for a number of securities exceeding that to which they would be entitled on an irreducible basis, in proportion to their subscription rights and, in any event, within the limits of their requests.

If subscriptions on an irreducible basis, and, where applicable, on a reducible basis, have not absorbed all of the equity securities and/or securities issued, the Board of Directors shall have the power, in such order as it shall determine, either to limit the issuance to the amount of subscriptions received, provided that such amount reaches at least three-quarters of the initially decided issuance (after, where applicable, using one or both of the following powers), to freely allocate all or part of the unsubscribed securities to persons of its choice, or to offer the unsubscribed securities in the same manner to the public on the French or international market, the Board of Directors being able to use all or some of the foregoing powers.

5. Resolves that with respect to preferential subscription rights attached to treasury shares, the Board of Directors may decide not to take such shares into account in determining the preferential subscription rights attached to other shares, to allocate the preferential subscription rights attached to treasury shares among the other shareholders in proportion to each shareholder's rights, or to sell them on the market.
6. Resolves that issuances of share warrants of the Company may be carried out by way of public offering, or also by free allotment to existing shareholders, it being specified that the Board of Directors shall have the power to decide that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold.
7. Resolves that the Board of Directors shall have, within the above limits, with the right to sub-delegate in accordance with applicable law, all powers required in particular to:
 - set the terms and conditions of the issuance(s) and determine the issue price, as well as the amount of any premium payable upon issuance, the terms for subscribing to the shares and/or securities to be issued and their payment, their date of entitlement, and to determine the dates and terms of the issuance, the nature, number and characteristics of the shares and/or securities to be created and issued;
 - in the event of an issuance of share warrants, determine the number and characteristics thereof and decide, where it deems appropriate, on terms and conditions that it shall set, that the warrants may be redeemed or repurchased, or that they will be freely allotted to shareholders in proportion to their interest in the share capital;
 - in the event of an issuance of debt securities, determine the characteristics thereof, including in particular the term of the loans, whether or not they are subordinated, the principal repayment terms, with or without premium, the amortization terms and conditions, and the interest rates;
 - provide for the possibility of temporarily suspending the exercise of rights attached to shares or securities giving access to the share capital for a maximum period of three months in accordance with applicable laws and regulations;
 - determine and make all adjustments required to take into account the impact of transactions on the Company's share capital or equity;
 - where applicable, record the completion of the resulting capital increases, make the corresponding amendments to the bylaws, charge, at its sole discretion, the costs of the capital increases against the related premiums and deduct from such amount the sums

required to bring the legal reserve up to one-tenth of the new share capital after each increase, and more generally, take all necessary measures in this regard.

8. Resolves that the Board of Directors may not, unless previously authorized by the General Meeting, use this delegation once a third party has filed a public tender offer for the Company's securities, until the end of the offer period.
9. Acknowledges that this delegation supersedes, as of this date, to the extent not yet used, any prior delegation having the same purpose.

Sixteenth resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights by way of a public offering (excluding offerings referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code)

The General Meeting, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-92:

1. Delegates to the Board of Directors, with the right to sub-delegate in accordance with applicable law, its authority to proceed with the issuance, in one or more tranches, in such proportions and at such times as it shall determine, with cancellation of preferential subscription rights, on the French and/or international market, by way of a public offering (excluding offerings referred to in Article L. 411-2(1°) of the French Monetary and Financial Code), in euros, in foreign currencies or in any other unit of account established by reference to a basket of currencies, of:
 - ordinary shares, and/or
 - securities that are equity securities giving access to other equity securities or entitling holders to the allocation of debt securities, and/or
 - securities, including debt securities, giving access to equity securities to be issued,

the subscription of which may be effected in cash or by set-off against certain, liquid and payable claims.

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

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

2. Sets a validity period of twenty-six months for this delegation, from the date of this General Meeting.
3. The maximum aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 100% of the share capital as of the date of this General Meeting.

In addition, the nominal amount of any capital increase required (i) to preserve, in accordance with applicable law and, where applicable, contractual provisions providing for alternative preservation methods, the rights of holders of securities giving access to the Company's share capital, and (ii) to address fractional entitlements, shall be added to this cap.

This amount is subject to the overall cap on the maximum nominal amount of ordinary shares set out in the twenty-seventh resolution of this General Meeting.

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

This amount is subject to the cap on the nominal amount of debt securities set out in the twenty-seventh resolution of this General Meeting.

4. Resolves to cancel shareholders' preferential subscription rights with respect to the ordinary shares and securities that may be issued pursuant to this resolution, while nevertheless allowing the Board of Directors the power to grant shareholders a priority right to subscribe on an irreducible and/or reducible basis, for the period and on the terms it shall set, with respect to all or part of an issuance carried out pursuant to this resolution, in accordance with applicable law.

In this case, if subscriptions on an irreducible basis, and, where applicable, on a reducible basis, have not absorbed all of the equity securities and/or securities issued, the Board of Directors shall have the power, in such order as it shall determine, either to limit the issuance to the amount of subscriptions received, provided that such amount reaches at least three-quarters of the initially decided issuance (after, where applicable, using one or both of the following powers), to freely allocate all or part of the unsubscribed securities to persons of its choice, or to offer the unsubscribed securities in the same manner to the public on the French or international market, the Board of Directors being able to use all or some of the foregoing powers.

5. Resolves that the issue price of the shares to be issued pursuant to this resolution shall be determined by the Board of Directors (or, upon its delegation, the Chief Executive Officer or, where applicable, one or more Deputy Chief Executive Officers) and shall be at least equal, at the Board of Directors' option (or, upon its delegation, the Chief Executive Officer or, where applicable, one or more Deputy Chief Executive Officers), to either:
 - the last closing price of the Company's share on the Euronext Paris regulated market on the trading day preceding the setting of the issue price, less a maximum discount of 20%, or
 - the volume-weighted average price (in the central order book, excluding off-market block trades) of the Company's share on the Euronext Paris regulated market over a period chosen by the Board of Directors (or, upon its delegation, the Chief Executive Officer or, where applicable, one or more Deputy Chief Executive Officers) equal to the last three or last five trading days preceding the setting of the issue price, less a maximum discount of 20% (adjusted as applicable to reflect differences in dividend entitlement date).
6. Resolves that (i) the issue price of shares that may result from the exercise, conversion or exchange of securities giving access to the share capital issued pursuant to this delegation may, where applicable, be determined, at the Board of Directors' discretion (or, upon its delegation, the Chief Executive Officer or, where applicable, one or more Deputy Chief Executive Officers), by reference to a calculation formula determined thereby and applicable after the issuance of the said securities (for example upon their exercise, conversion, redemption or exchange), in which case the maximum discount referred to above may be assessed, if the Board of Directors (or, upon its delegation, the Chief Executive Officer or, where applicable, one or more Deputy Chief Executive Officers) deems it appropriate, on the date of application of the said formula (and not on the date of issuance of the security), and (ii) the issue price of any securities giving access to the share capital that may be issued pursuant to this delegation shall be such that the sum received immediately by the Company, increased by the amount likely to be received upon exercise or conversion of such securities, is, for each share issued as a result of the issuance of such securities, at least equal to the amount referred to in the preceding paragraph.
7. Acknowledges that this delegation automatically entails, in favor of holders of the securities to be issued giving access to the Company's share capital, an express waiver by shareholders of their preferential subscription rights to the shares to which such securities may entitle them immediately or in the future.

8. Resolves that the Board of Directors shall have, within the above limits, with the right to sub-delegate in accordance with applicable law, all necessary powers, in particular to:
 - set the terms and conditions of the issuance(s) and determine the issue price, as well as the amount of any premium payable upon issuance, the terms for subscribing to the shares and/or securities to be issued and their payment, their date of entitlement, and to determine the dates and terms of the issuance, the nature, number and characteristics of the shares and/or securities to be created and issued;
 - in the event of an issuance of debt securities, determine the characteristics thereof, including in particular the term of the loans, whether or not they are subordinated, the principal repayment terms, with or without premium, the amortization terms and conditions, and the interest rates;
 - provide for the possibility of temporarily suspending the exercise of rights attached to shares or securities giving access to the share capital for a maximum period of three months in accordance with applicable laws and regulations;
 - determine and make all adjustments required to take into account the impact of transactions on the Company's share capital or equity;
 - where applicable, record the completion of the resulting capital increases, make the corresponding amendments to the bylaws, charge, at its sole discretion, the costs of the capital increases against the related premiums and deduct from such amount the sums required to bring the legal reserve up to one-tenth of the new share capital after each increase, and more generally, take all necessary measures in this regard.
9. Resolves that the Board of Directors may not, unless previously authorized by the General Meeting, use this delegation once a third party has filed a public tender offer for the Company's securities, until the end of the offer period.
10. Acknowledges that this delegation supersedes, as of this date, to the extent not yet used, any prior delegation having the same purpose.

Seventeenth resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights by way of a private placement as referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code

The General Meeting, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of the French Commercial Code, in particular 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 right to sub-delegate in accordance with applicable law, its authority to proceed with the issuance, in one or more tranches, in such proportions and at such times as it shall determine, with cancellation of preferential subscription rights, on the French and/or international market, by way of a private placement as referred to in Article L. 411-2(1°) of the French Monetary and Financial Code, in euros, in foreign currencies or in any other unit of account established by reference to a basket of currencies, of:
 - ordinary shares, and/or
 - securities that are equity securities giving access to other equity securities or entitling holders to the allocation of debt securities, and/or
 - securities, including debt securities, giving access to equity securities to be issued,the subscription of which may be effected in cash or by set-off against certain, liquid and payable claims.

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

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

2. Sets a validity period of twenty-six months for this delegation, from the date of this General Meeting.
3. The maximum aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 100% of the share capital as of the date of this General Meeting.

In any event, the maximum aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 30% of the share capital over any twelve-month period, this limit being assessed at any given time and applying to share capital adjusted to reflect transactions affecting it after this General Meeting, excluding the nominal amount of share capital that may be increased upon exercise of rights and securities already issued whose exercise is deferred.

In addition, the nominal amount of any capital increase required (i) to preserve, in accordance with applicable law and, where applicable, contractual provisions providing for alternative preservation methods, the rights of holders of securities giving access to the Company's share capital, and (ii) to address fractional entitlements, shall be added to this cap.

This amount is subject to the overall cap on the maximum nominal amount of ordinary shares set out in the twenty-seventh resolution of this General Meeting.

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

This amount is subject to the cap on the nominal amount of debt securities set out in the twenty-seventh resolution of this General Meeting.

4. Resolves to cancel shareholders' preferential subscription rights with respect to the ordinary shares and securities that may be issued pursuant to this resolution.
5. Resolves that the issue price of the shares to be issued pursuant to this resolution shall be determined by the Board of Directors (or, upon its delegation, the Chief Executive Officer or, where applicable, one or more Deputy Chief Executive Officers) and shall be at least equal, at the Board of Directors' option, to either:
 - the last closing price of the Company's share on the Euronext Paris regulated market on the trading day preceding the setting of the issue price, less a maximum discount of 20%, or
 - the volume-weighted average price (in the central order book, excluding off-market block trades) of the Company's share on the Euronext Paris regulated market over a period chosen by the Board of Directors equal to the last three or last five trading days preceding the setting of the issue price, less a maximum discount of 20% (adjusted as applicable to reflect differences in dividend entitlement date).
6. Resolves that (i) the issue price of shares that may result from the exercise, conversion or exchange of securities giving access to the share capital issued pursuant to this delegation may, where applicable, be determined by reference to a calculation formula and (ii) the issue price of any securities giving access to the share capital shall be such that the sum received immediately by the Company, increased by the amount likely to be received upon exercise or conversion, is at least equal to the minimum amount referred to in the preceding paragraph.

7. Acknowledges that this delegation automatically entails, in favor of holders of the issued securities giving access to the Company's share capital, an express waiver by shareholders of their preferential subscription rights to the shares to which such securities may entitle them.
8. Resolves that the Board of Directors shall have, within the above limits, with the right to sub-delegate in accordance with applicable law, all necessary powers to implement this delegation, including to:
 - set the terms and conditions of the issuance(s) and determine the issue price, as well as the amount of any premium payable upon issuance, the terms for subscribing to the shares and/or securities to be issued and their payment, their date of entitlement, and to determine the dates and terms of the issuance, the nature, number and characteristics of the shares and/or securities to be created and issued;
 - in the event of an issuance of debt securities, determine the characteristics thereof, including in particular the term of the loans, whether or not they are subordinated, the principal repayment terms, with or without premium, the amortization terms and conditions, and the interest rates;
 - provide for the possibility of temporarily suspending the exercise of rights attached to shares or securities giving access to the share capital for a maximum period of three months in accordance with applicable laws and regulations;
 - determine and make all adjustments required to take into account the impact of transactions on the Company's share capital or equity;
 - where applicable, record the completion of the resulting capital increases, make the corresponding amendments to the bylaws, charge, at its sole discretion, the costs of the capital increases against the related premiums and deduct from such amount the sums required to bring the legal reserve up to one-tenth of the new share capital after each increase, and more generally, take all necessary measures in this regard.
9. Resolves that the Board of Directors may not, unless previously authorized by the General Meeting, use this delegation once a third party has filed a public tender offer for the Company's securities, until the end of the offer period.
10. Acknowledges that this delegation supersedes, as of this date, to the extent not yet used, any prior delegation having the same purpose.

Eighteenth resolution – Delegation of powers to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights in favor of one or more specifically designated persons identified by the Board of Directors

The General Meeting, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 22-10-52-1 and L. 228-92:

1. Delegates all powers to the Board of Directors, with the right to sub-delegate in accordance with applicable law, to proceed, in one or more tranches, in such proportions and at such times as it shall determine, in France or abroad, with cancellation of preferential subscription rights in favor of one or more persons specifically designated by the Board of Directors, with the issuance of:
 - ordinary shares, and/or
 - securities that are equity securities giving access to other equity securities or entitling holders to the allocation of debt securities, and/or
 - securities, including debt securities, giving access to equity securities to be issued,

the subscription of which may be effected in cash or by set-off against certain, liquid and payable claims.

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

2. Sets a validity period of eighteen months for this delegation, from the date of this General Meeting.
3. The maximum aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 100% of the share capital as of the date of this General Meeting.

In any event, the maximum aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 30% of the share capital over any twelve-month period.

In addition, the nominal amount of any capital increase required (i) to preserve, in accordance with applicable law and, where applicable, contractual provisions providing for alternative preservation methods, the rights of holders of securities giving access to the Company's share capital, and (ii) to address fractional entitlements, shall be added to this cap.

This amount is subject to the overall cap on the maximum nominal amount of ordinary shares under the twenty-seventh resolution.

The maximum aggregate nominal amount of debt securities that may be issued pursuant to this delegation shall not exceed €50,000,000.

This amount is subject to the cap on the nominal amount of debt securities under the twenty-seventh resolution.

4. Authorizes the Board of Directors, with the right to sub-delegate, to set the issue price of shares or securities giving access to the Company's share capital at a price at least equal to the closing price of the last trading session preceding the setting of the issue price, less a maximum discount of 10%.
5. Resolves to cancel shareholders' preferential subscription rights with respect to ordinary shares and securities giving access to share capital and/or debt securities, in favor of one or more specifically designated persons, and to delegate to the Board of Directors the designation of such persons.
6. Resolves that the Board of Directors shall have, with the right to sub-delegate, all powers to implement this delegation, in particular to:
 - designate the person(s) in whose favor the issuance is reserved pursuant to Article L. 22-10-52-1 of the French Commercial Code;
 - determine the number of securities to be allocated to each beneficiary;
 - set the terms and conditions of the issuance(s), determine the issue price, the subscription terms for shares and/or securities to be issued, their date of entitlement, the dates and terms of the issuance, the nature, number and characteristics of shares and/or securities to be created and issued;
 - in the event of an issuance of debt securities, determine their characteristics, including loan terms, subordination status, principal repayment terms, amortization conditions, and interest rates;
 - provide for temporary suspension of rights attached to shares or securities giving access to share capital for a maximum period of three months;
 - determine and make all adjustments required to take into account the impact of capital transactions;
 - where applicable, record capital increases, amend the bylaws, charge costs to premiums and bring the legal reserve to one-tenth of the new share capital.

7. Resolves that the Board of Directors may not, unless previously authorized by the General Meeting, use this delegation once a third party has filed a public tender offer for the Company's securities, until the end of the offer period.
8. Acknowledges that this delegation supersedes, as of this date, to the extent not yet used, any prior delegation having the same purpose.

Nineteenth resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights in favor of categories of persons meeting specified criteria

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

1. Delegates to the Board of Directors, with the right to sub-delegate in accordance with applicable law, its authority to proceed, in one or more tranches, in such proportions and at such times as it shall determine, in France or abroad, with cancellation of preferential subscription rights in favor of the categories of persons defined below, with the issuance of:
 - ordinary shares, and/or
 - securities that are equity securities giving access to other equity securities or entitling holders to the allocation of debt securities, and/or
 - securities, including debt securities, giving access to equity securities to be issued,

the subscription of which may be effected in cash or by set-off against certain, liquid and payable claims.

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 in which it directly or indirectly holds more than half of the share capital or which directly or indirectly holds more than half of its share capital.

The securities giving access to ordinary shares to be issued immediately or in the future may in particular consist of debt securities or warrants, or be associated with the issuance of such securities.

2. Sets a validity period of eighteen months for this delegation, from the date of this General Meeting.
3. Resolves to set the following limits on the authorized issuance amounts:

The maximum aggregate nominal amount of capital increases that may be carried out pursuant to this delegation shall not exceed 200% of the share capital as of the date of this General Meeting.

In addition, the nominal amount of any capital increase required (i) to preserve rights of holders of securities giving access to the Company's share capital and (ii) to address fractional entitlements, shall be added to this cap.

This amount is subject to the overall cap on the maximum nominal amount of ordinary shares set out in the twenty-seventh resolution of this General Meeting.

The maximum aggregate nominal amount of debt securities that may be issued pursuant to this delegation shall not exceed €50,000,000 or the equivalent in any other currency.

This amount is subject to the cap on the nominal amount of debt securities set out in the twenty-seventh resolution of this General Meeting.

4. Resolves, in accordance with Article L. 225-138 of the French Commercial Code, that the Board of Directors (or, upon delegation, the Chief Executive Officer) shall have all powers to determine the

issue price of ordinary shares issued on the basis of this resolution, which shall be at least equal, at the Board of Directors' option, to either:

- the last closing price of the Company's share on Euronext Paris on the trading day preceding the setting of the issue price, less a maximum discount of 20%, or
 - the volume-weighted average price (in the central order book, excluding off-market block trades) of the Company's share on the Euronext Paris regulated market over a period chosen by the Board of Directors (or, upon its delegation, the Chief Executive Officer or, where applicable, one or more Deputy Chief Executive Officers) equal to the last three or last five trading days preceding the setting of the issue price, less a maximum discount of 20% (adjusted as applicable to reflect differences in dividend entitlement date).
5. Resolves that (i) the issue price of shares that may result from the exercise, conversion or exchange of securities giving access to the share capital issued pursuant to this delegation may, where applicable, be determined, at the Board of Directors' discretion (or, upon its delegation, the Chief Executive Officer or, where applicable, one or more Deputy Chief Executive Officers), by reference to a calculation formula determined thereby and applicable after the issuance of the said securities (for example upon their exercise, conversion, redemption or exchange), in which case the maximum discount referred to above may be assessed, if the Board of Directors (or, upon its delegation, the Chief Executive Officer or, where applicable, one or more Deputy Chief Executive Officers) deems it appropriate, on the date of application of the said formula (and not on the date of issuance of the security), and (ii) the issue price of any securities giving access to the share capital that may be issued pursuant to this delegation shall be such that the sum received immediately by the Company, increased by the amount likely to be received upon exercise or conversion of such securities, is, for each share issued as a result of the issuance of such securities, at least equal to the amount referred to in the preceding paragraph;
6. Resolves to cancel shareholders' preferential subscription rights with respect to the ordinary shares and securities that may be issued pursuant to this resolution, in favor of the following categories of persons or one or more sub-categories thereof:
- natural or legal persons (including companies), investment companies, trusts, investment funds or other investment vehicles of any form, French or foreign, that regularly invest (themselves or, where applicable, through entities making their investment decisions) in the pharmaceutical, biotechnology, ophthalmology, neurodegenerative disease or medical technology sectors; and/or
 - companies, institutions or entities of any form, French or foreign, carrying out a significant portion of their activities in such fields; and/or
 - French or foreign investment services providers with equivalent status that are able to guarantee the completion of a capital increase intended to be placed with the persons referred to in (i) and (ii) above and, in that context, to subscribe for the securities issued; and/or
 - in the context of a debt financing transaction with credit institutions or other institutions providing such financing, the relevant lenders.
7. Acknowledges that this delegation automatically entails, in favor of holders of the issued securities giving access to the Company's share capital, an express waiver by shareholders of their preferential subscription rights.
8. Resolves that the Board of Directors shall have, with the right to sub-delegate in accordance with applicable law, all authority to implement this delegation, including in particular to:
- determine the list of beneficiaries within the categories designated above;
 - determine the number of securities to be allocated to each beneficiary;

- set the terms and conditions of the issuance(s) and determine the issue price, as well as the amount of any premium payable upon issuance, the terms for subscribing to the shares and/or securities to be issued and their payment, their date of entitlement, and to determine the dates and terms of the issuance, the nature, number and characteristics of the shares and/or securities to be created and issued;
 - in the event of an issuance of debt securities, determine the characteristics thereof, including in particular the term of the loans, whether or not they are subordinated, the principal repayment terms, with or without premium, the amortization terms and conditions, and the interest rates;
 - provide for the possibility of temporarily suspending the exercise of rights attached to shares or securities giving access to the share capital for a maximum period of three months in accordance with applicable laws and regulations;
 - determine and make all adjustments required to take into account the impact of transactions on the Company's share capital or equity;
 - where applicable, record the completion of the resulting capital increases, make the corresponding amendments to the bylaws, charge, at its sole discretion, the costs of the capital increases against the related premiums and deduct from such amount the sums required to bring the legal reserve up to one-tenth of the new share capital after each increase, and more generally, take all necessary measures in this regard.
9. Resolves that the Board of Directors may not, unless previously authorized by the General Meeting, use this delegation once a third party has filed a public tender offer for the Company's securities, until the end of the offer period.
10. Acknowledges that this delegation supersedes, as of this date, to the extent not yet used, any prior delegation having the same purpose.

Twentieth resolution – Authorization to increase the amount of issuances

The General Meeting, having reviewed the Board of Directors' report and the statutory auditors' special report, authorizes the Board of Directors, with the right to sub-delegate in accordance with applicable law, to decide, for each issuance of ordinary shares or securities resolved pursuant to the fifteenth, sixteenth, seventeenth, eighteenth and nineteenth resolutions of this General Meeting, to increase the number of securities to be issued within thirty days of the close of the subscription period, up to 15% of the initial issuance and at the same price as set for the initial issuance, within the caps set by the resolution of the General Meeting pursuant to which the issuance is decided.

Sets a validity period of twenty-six months (except for the eighteenth and nineteenth resolutions for which this authorization is valid for eighteen months) for this authorization, from the date of this General Meeting.

Twenty-first resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights as consideration for securities tendered in a public exchange offer

The General Meeting, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-135, L. 22-10-54 and L. 228-92:

1. Delegates to the Board of Directors, with the right to sub-delegate in accordance with applicable law, its authority to proceed with the issuance, in one or more tranches, in such proportions and at such times as it shall determine, with cancellation of preferential subscription rights, as consideration for securities tendered in a public offer with an exchange component initiated in France or abroad, in accordance with local rules, by the Company for the 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, of:

- ordinary shares of the Company, and/or
 - securities that are equity securities giving access to other equity securities or entitling holders to the allocation of debt securities, and/or
 - securities, including debt securities, giving access to equity securities to be issued.
2. Sets a validity period of twenty-six months for this delegation, from the date of this General Meeting.
 3. Resolves to set the following limits on the authorized issuance amounts:

The maximum aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 30% of the share capital as of the date of this General Meeting.

In addition, the nominal amount of any capital increase required (i) to preserve the rights of holders of securities giving access to the Company's share capital and (ii) to address fractional entitlements, shall be added to this cap.

This amount is subject to the overall cap on the maximum nominal amount of ordinary shares set out in the twenty-seventh resolution of this General Meeting.

The maximum aggregate nominal amount of debt securities that may be issued pursuant to this delegation shall not exceed €50,000,000 or the equivalent in any other currency.

This amount is subject to the cap on the nominal amount of debt securities set out in the twenty-seventh resolution of this General Meeting.

4. Resolves to cancel shareholders' preferential subscription rights with respect to the ordinary shares and securities giving access to share capital or debt securities subject to this resolution.
5. Resolves that the Board of Directors shall have, under the conditions set out in Article L. 22-10-54 of the French Commercial Code and within the above limits, with the right to sub-delegate, all powers necessary to implement this resolution, including in particular to:
 - determine the list and number of securities tendered in exchange;
 - set the terms and conditions of the issuance(s) and determine the issue price, as well as the amount of any premium payable upon issuance, the terms for subscribing to the shares and/or securities to be issued and their payment, their date of entitlement, and to determine the dates and terms of the issuance, the nature, number and characteristics of the shares and/or securities to be created and issued;
 - set the exchange ratio and, where applicable, the cash balancing payment, and determine the terms of the issuance;
 - record the number of securities tendered in exchange;
 - make all required adjustments in accordance with applicable laws and regulations and, where applicable, contractual provisions providing for other adjustment events, and determine the terms ensuring, where applicable, the preservation of rights of holders of securities or other rights giving future access to the share capital, and record on the liabilities side of the balance sheet in a "Contribution Premium" account, in which all shareholders shall have rights, the difference between the issue price of the new ordinary shares and their par value;
 - in the event of an issuance of debt securities, determine the characteristics thereof, including in particular the term of the loans, whether or not they are subordinated, the principal repayment terms, with or without premium, the amortization terms and conditions, and the interest rates;

- provide for the possibility of temporarily suspending the exercise of rights attached to shares or securities giving access to the share capital for a maximum period of three months in accordance with applicable laws and regulations;
 - determine and make all adjustments required to take into account the impact of transactions on the Company's share capital or equity;
 - where applicable, record the completion of the resulting capital increases, make the corresponding amendments to the bylaws, charge, at its sole discretion, the costs of the capital increases against the related premiums and deduct from such amount the sums required to bring the legal reserve up to one-tenth of the new share capital after each increase, and more generally, take all necessary measures in this regard.
6. Resolves that the Board of Directors may not, unless previously authorized by the General Meeting, use this delegation once a third party has filed a public tender offer for the Company's securities, until the end of the offer period.
 7. Acknowledges that this delegation supersedes, as of this date, to the extent not yet used, any prior delegation having the same purpose.

Twenty-second resolution – Delegation to the Board of Directors to increase share capital by issuing ordinary shares and/or securities giving access to share capital, up to a limit of 20% of share capital, for the purpose of compensating contributions in kind of shares or securities giving access to share capital

The General Meeting, having reviewed 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 proceed, on the basis of a report from the contribution auditor, with the issuance of ordinary shares or securities giving access to ordinary shares as consideration for contributions in kind made to the Company consisting of equity securities or securities giving access to share capital, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable.
2. Sets a validity period of twenty-six months for this delegation, from the date of this General Meeting.
3. Resolves that the maximum aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 100% of the share capital as of the date of this General Meeting.

In any event, the maximum aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 20% of the share capital, excluding the nominal amount of the capital increase required to preserve, in accordance with applicable law and, where applicable, contractual provisions, the rights of holders of rights or securities giving access to the Company's share capital.

This amount is subject to the overall cap on the maximum nominal amount of ordinary shares set out in the twenty-seventh resolution of this General Meeting.

The maximum aggregate nominal amount of debt securities that may be issued pursuant to this delegation shall not exceed €50,000,000 or the equivalent in any other currency.

This amount is subject to the cap on the nominal amount of debt securities set out in the twenty-seventh resolution of this General Meeting.

4. Resolves that the Board of Directors shall have, within the above limits, with the right to sub-delegate, all necessary powers, including in particular to:
 - approve the valuation of the contributions;

- set the terms and conditions of the issuance(s) and determine the issue price, as well as the amount of any premium payable upon issuance, the terms for subscribing to the shares and/or securities to be issued and their payment, their date of entitlement, and to determine the dates and terms of the issuance, the nature, number and characteristics of the shares and/or securities to be created and issued;
 - charge to the contribution premium all costs and duties arising from the capital increase;
 - deduct from the contribution premium the amounts required to bring the legal reserve up to one-tenth of the new share capital after each increase;
 - in the event of an issuance of debt securities, determine the characteristics thereof, including in particular the term of the loans, whether or not they are subordinated, the principal repayment terms, with or without premium, the amortization terms and conditions, and the interest rates;
 - more generally, determine the characteristics of all securities and, in particular, the terms and conditions for the allotment of shares, the term of the loans, whether or not they are subordinated, the principal repayment terms, with or without premium, the amortization terms and conditions, and the interest rates;
 - provide for the possibility of temporarily suspending the exercise of rights attached to shares or securities giving access to the share capital for a maximum period of three months in accordance with applicable laws and regulations;
 - determine and make all adjustments required to take into account the impact of transactions on the Company's share capital or equity;
 - where applicable, record the completion of the resulting capital increases, make the corresponding amendments to the bylaws, charge, at its sole discretion, the costs of the capital increases against the related premiums and deduct from such amount the sums required to bring the legal reserve up to one-tenth of the new share capital after each increase, and more generally, take all necessary measures in this regard.
5. Resolves that the Board of Directors may not, unless previously authorized by the General Meeting, use this delegation once a third party has filed a public tender offer for the Company's securities, until the end of the offer period.
 6. Acknowledges that this delegation supersedes, as of this date, to the extent not yet used, any prior delegation having the same purpose.

Twenty-third resolution – Delegation to the Board of Directors to issue share warrants (BSA), warrants to subscribe and/or acquire new and/or existing shares (BSAANE) and/or redeemable warrants to subscribe and/or acquire new and/or existing shares (BSAAR), with cancellation of preferential subscription rights in favor of categories of persons

The General Meeting, having reviewed 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 right to sub-delegate in accordance with applicable law, its authority to proceed, in one or more tranches, in such proportions and at such times as it shall determine, in France or abroad, with the issuance of share warrants (BSA), warrants to subscribe and/or acquire new and/or existing shares (BSAANE) and/or redeemable warrants to subscribe and/or acquire new and/or existing shares (BSAAR), with cancellation of preferential subscription rights in favor of the categories of persons defined below.
2. Sets a validity period of eighteen months for this delegation, from the date of this General Meeting.

3. Resolves that the maximum aggregate nominal amount of shares to which the warrants issued pursuant to this delegation may give entitlement shall not exceed 2% of the share capital as of the date of this General Meeting.

In addition, the nominal amount of any capital increase required (i) to preserve the rights of holders of securities giving access to the Company's share capital and (ii) to address fractional entitlements, shall be added to this cap.

This amount is subject to the overall cap on the maximum nominal amount of ordinary shares set out in the twenty-seventh resolution of this General Meeting.

4. Resolves, in accordance with 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 ordinary shares to which the warrants issued pursuant to this resolution will give entitlement, which shall be at least equal to the average closing price of the Company's share on the Euronext Paris regulated market over the last twenty trading days preceding the setting of the subscription and/or acquisition price, less the warrant issue price where applicable.
5. Resolves to cancel shareholders' preferential subscription rights with respect to BSA, BSAANE and BSAAR that may be issued pursuant to this resolution, in favor of the following categories of persons or one or more sub-categories thereof:
 - (i) senior employees, executives or members of the management team of the Company who do not hold the status of corporate officer at the time the Board of Directors uses this delegation; or
 - (ii) members of any advisory committee or acting as observer on the Company's Board, or directors who qualify as independent directors, whether or not serving as Chairman of the Board, at the time the Board of Directors uses this delegation; or
 - (iii) consultants, officers or partners of companies providing advisory or service agreements to the Company or its subsidiaries, with such agreements in force at the time the Board of Directors uses this delegation; or
 - (iv) other employees of the Company at the time the Board of Directors uses this delegation.
6. Acknowledges that this delegation automatically entails, in favor of warrant holders, an express waiver by shareholders of their preferential subscription rights to the shares to which the warrants will give entitlement.
7. Resolves that the Board of Directors shall have, with the right to sub-delegate, all authority to implement this delegation, including in particular to:
 - set the terms and conditions of the issuance(s);
 - determine the list of beneficiaries within the categories designated above;
 - set the terms and conditions of the issuance(s), the amount to be issued, the issue price of the warrants and the subscription and/or acquisition price of the shares, the terms and periods for subscribing to and exercising the warrants, their adjustment terms, and the premium payable upon issuance;
 - determine the number and characteristics of the warrants and decide, if deemed appropriate, that the warrants may be redeemed or repurchased, or that they will be freely allotted to shareholders;
 - provide for temporary suspension of rights attached to the issued securities for a maximum period of three months;
 - determine and make all adjustments required to take into account the impact of capital transactions;
 - where applicable, record capital increases, amend the bylaws and complete all formalities.

8. Resolves that the Board of Directors may not, unless previously authorized by the General Meeting, use this delegation once a third party has filed a public tender offer for the Company's securities, until the end of the offer period.
9. Acknowledges that this delegation supersedes, as of this date, to the extent not yet used, any prior delegation having the same purpose.

Twenty-fourth resolution – Authorization to be granted to the Board of Directors to grant share subscription and/or purchase options to salaried employees (and/or certain executive corporate officers)

The General Meeting, having reviewed the Board of Directors' report and the statutory auditors' special report:

1. Authorizes the Board of Directors, pursuant to Articles L. 225-177 to L. 225-185, L. 22-10-56 and L. 22-10-57 of the French Commercial Code, to grant, in one or more tranches, to the beneficiaries indicated below, options entitling holders to subscribe for new shares of the Company to be issued by way of capital increase, or to purchase existing shares of the Company acquired in accordance with applicable law.
2. Sets a validity period of thirty-eight months from the date of this General Meeting for this authorization.
3. Resolves that the beneficiaries of such options may only be:
 - on the one hand, employees or certain employees, or certain categories of employees, of the Company and, where applicable, companies or economic interest groupings associated with it under the conditions set out in Article L. 225-180 of the French Commercial Code; and
 - on the other hand, corporate officers meeting 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 pursuant to this authorization shall not entitle holders to subscribe for or purchase a number of shares exceeding 5% of the share capital as of the date of this General Meeting, it being specified that this cap is subject to the overall cap on the nominal amount of shares that may be issued set out in the twenty-seventh resolution of this General Meeting.
5. Resolves that (i) the subscription and/or purchase price of the shares by the beneficiaries shall be set on the date 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 share on the Euronext Paris regulated market over the last twenty trading days preceding the date of the grant decision, and (ii) the purchase price of shares by the beneficiaries shall be set on the date on which the purchase options are granted by the Board of Directors and shall be at least equal, in addition to the minimum set in (i) above, to 80% of the average purchase price of shares held by the Company pursuant to Articles L. 225-208 and L. 22-10-62 of the French Commercial Code.
6. Acknowledges that this authorization entails, in favor of beneficiaries of share subscription options, an express waiver by shareholders of their preferential subscription rights to shares to be issued as options are exercised.
7. Delegates all powers to the Board of Directors, with the right to sub-delegate, to set the other terms and conditions of the grant and exercise of the options, and in particular to:
 - set the conditions under which the options will be granted and determine the list or categories of beneficiaries; set, where applicable, the seniority and performance conditions that beneficiaries must meet; determine the conditions under which the price and number of shares must be adjusted in the circumstances provided for in Articles R. 225-137 to R. 225-142 of the French Commercial Code;

- set the exercise period(s) for the options, it being specified that options shall not be exercisable for a period exceeding seven years from the date of grant;
 - provide for the possibility of temporarily suspending option exercises for a maximum period of three months;
 - where applicable, proceed with the acquisition of shares required under the share buyback program and allocate them to the option plan;
 - determine and make all adjustments required to take into account the impact of capital transactions;
 - where applicable, record the completion of the resulting capital increases, amend the bylaws accordingly and complete all required formalities.
8. Acknowledges that this authorization supersedes, as of this date, to the extent not yet used, any prior authorization having the same purpose.

Twenty-fifth resolution – Authorization to be granted to the Board of Directors to grant free shares to salaried employees and/or certain executive corporate officers

1. The General Meeting, having reviewed the Board of Directors' report and the statutory auditors' special report, authorizes the Board of Directors to proceed, in one or more tranches, in accordance with Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, with the allotment of ordinary shares of the Company, whether existing or to be issued, to:
 - members of the salaried staff of the Company or companies or economic interest groupings directly or indirectly associated with it within the meaning of Article L. 225-197-2 of the French Commercial Code; and/or
 - corporate officers meeting the conditions set out in Article L. 225-197-1 of the French Commercial Code.
2. The total number of shares allotted for no consideration pursuant to this authorization shall not exceed 5% of the share capital as of the date of this General Meeting, and in any event shall not exceed the maximum percentage provided for by applicable regulations on the date of the allotment decision.

This cap is subject to the overall cap on the nominal amount of shares that may be issued set out in the twenty-seventh resolution of this General Meeting.

In addition, the nominal amount of any capital increase required to preserve the rights of beneficiaries of free share allotments in the event of capital transactions during the vesting period shall be added to this cap.
3. The allotment of shares to beneficiaries shall become definitive at the end of a vesting period, the duration of which shall be set by the Board of Directors, which may not be less than one year.
4. Beneficiaries shall, where applicable, be required to hold such shares for a period, set by the Board of Directors, at least sufficient so that the cumulative duration of the vesting and holding periods is not less than two years.
5. By exception, definitive allotment shall occur before the end of the vesting period in the event of the beneficiary's disability corresponding to classification in the second or third of the categories set out in Article L. 341-4 of the French Social Security Code.
6. Delegates all powers to the Board of Directors, with the right to sub-delegate, to:
 - set the conditions and, where applicable, the criteria for the definitive allotment of shares;
 - determine the identity of beneficiaries and the number of shares allotted to each;

- determine whether the shares allotted for no consideration are shares to be issued or existing shares, it being specified that the Board of Directors may defer this decision until the day before the end of the vesting period;
 - where applicable:
 - verify the existence of sufficient reserves and, upon each allotment, transfer to a blocked reserve account the amounts required to fully pay up the new shares to be allotted;
 - decide, at the appropriate time, to carry out the capital increase(s) by incorporation of reserves, premiums or retained earnings corresponding to the issuance of new shares allotted for no consideration;
 - proceed with the acquisition of shares required under the share buyback program and allocate them to the allotment plan;
 - determine the impact on beneficiaries' rights of transactions modifying the share capital or likely to affect the value of the allotted shares during the vesting period and, accordingly, modify or adjust, where necessary, the number of shares allotted to preserve beneficiaries' rights;
 - set the duration of the vesting period and decide whether or not to impose a holding obligation following the vesting period and, where applicable, determine its duration and take all useful measures to ensure compliance by beneficiaries, and modify the durations of the vesting and/or holding periods or remove them where applicable;
 - determine and make all adjustments required to take into account the impact of capital transactions;
 - where applicable, record the completion of the resulting capital increases, amend the bylaws, charge costs to premiums and bring the legal reserve to one-tenth of the new share capital.
7. This authorization automatically entails the waiver by shareholders of their preferential subscription rights to new shares issued by incorporation of reserves, premiums and retained earnings.
 8. It is granted for a period of thirty-eight months from the date of this General Meeting.
 9. It supersedes, as of this date, to the extent not yet used, any prior authorization having the same purpose.

Twenty-sixth resolution – Delegation of authority to the Board of Directors to increase share capital by issuing ordinary shares and/or securities giving access to share capital, with cancellation of preferential subscription rights in favor of members of a company savings plan (PEE), pursuant to Articles L. 3332-18 et seq. of the French Labor Code

The General Meeting, having reviewed the Board of Directors' report and the statutory auditors' special report, acting pursuant to Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code:

1. Delegates its authority to the Board of Directors to increase the share capital, if it deems it appropriate, at its sole discretion, in one or more tranches, by issuing ordinary shares for the benefit of members of one or more company or Group savings plans established by the Company and/or French or foreign companies associated with it under the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
2. Cancels, in favor of such persons, preferential subscription rights to the shares and securities that may be issued pursuant to this delegation;

3. Sets a validity period of twenty-six months from the date of this General Meeting for this delegation;
4. Limits the maximum aggregate nominal amount of the capital increase(s) that may be carried out using this delegation to 0.1%. The nominal amount of any capital increase required to preserve, in accordance with applicable law and, where applicable, contractual provisions, the rights of holders of rights shall be added to this amount;
5. This cap is subject to the overall cap on the nominal amount of shares that may be issued set out in the twenty-seventh resolution of this General Meeting.
6. Resolves that the price of the shares to be issued under this delegation shall be neither more than 30% (or 40% when the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more) below the average of the quoted prices of the share over the 20 trading sessions preceding the decision setting the opening date of the subscription, nor above such average;
7. Resolves, pursuant to Article L. 3332-21 of the French Labor Code, that the Board of Directors may provide for the free allotment to the beneficiaries defined in the first paragraph above, of shares to be issued or already issued or other securities giving access to the Company's share capital to be issued or already issued, in respect of (i) the matching contribution that may be paid under the rules of company or Group savings plans, and/or (ii), where applicable, the discount, and may decide, in the event of issuance of new shares in respect of the discount and/or the matching contribution, to incorporate into the share capital the necessary reserves, retained earnings or premiums to fully pay up such shares.

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

Twenty-seventh resolution – Overall cap on the ceilings of the delegations

The General Meeting, having reviewed the Board of Directors' report, resolves to set at:

1. 200% of the share capital as of the date of this General Meeting, the maximum aggregate nominal amount of shares that may be issued, immediately or in the future, pursuant to the fifteenth through nineteenth, twenty-first and twenty-second resolutions of this General Meeting, or, where applicable, pursuant to resolutions of the same nature that may succeed such resolutions during the validity of this delegation, it being specified that the nominal amount of any capital increase required to preserve, in accordance with applicable law and, where applicable, contractual provisions, the rights of holders of securities giving access to the Company's share capital shall be added to this amount;
2. 12.1% of the share capital as of the date of this General Meeting, the maximum aggregate nominal amount of shares that may be issued, immediately or in the future, pursuant to the twenty-third through twenty-sixth resolutions of this General Meeting, or, where applicable, pursuant to resolutions of the same nature that may succeed such resolutions during the validity of this delegation, it being specified that the nominal amount of any capital increase required to preserve the rights of holders of securities giving access to the Company's share capital shall be added to this amount;
3. €50,000,000 (or the equivalent in any other currency or monetary unit established by reference to several currencies), the maximum aggregate nominal amount of debt securities of the Company that may be issued pursuant to the fifteenth through nineteenth, twenty-first and twenty-second resolutions of this General Meeting.

ORDINARY RESOLUTION

Twenty-eighth resolution – Powers to carry out formalities

The General Meeting grants all powers to the bearer of an original, a copy or an extract of the minutes of this General Meeting to carry out all filing and publication formalities required by law.

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REPORT OF THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING OF MAY 19, 2026

1 Approval of the annual and consolidated financial statements for the fiscal year ended DECEMBER 31, 2025 (first and second resolutions)

We ask you to approve the annual financial statements for the fiscal year ended December 31, 2025, showing a loss of 11,978,666 euros, as well as the consolidated financial statements for the fiscal year ended December 31, 2025, as presented to you, showing a loss (Group share) of 12,036,205 euros.

2 Allocation of the result for the fiscal year (third resolution)

The proposed allocation of the result of our Company complies with the law and our bylaws. We propose that the entire loss for the fiscal year ended December 31, 2025, i.e., 11,978,666 euros, be allocated in full to retained earnings, which would thereby increase from a debit balance of 248,577,567 euros to a debit balance of 260,556,233 euros.

In accordance with the provisions of Article 243 bis of the French General Tax Code, we inform you that no dividend or other income distribution was made in respect of the last three fiscal years.

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

As a preliminary matter, we remind you that only new agreements entered into during the last completed fiscal year and agreements entered into since year-end and previously authorized by the Board are submitted to this General Meeting.

We ask you to approve the new agreements entered into in 2025 and early 2026 referred to in Article L. 225-38 of the French Commercial Code and duly authorized by the Board of Directors.

3.1 Agreements entered into during the fiscal year and previously authorized by the Board of Directors before their execution

o Subscription agreements dated July 1, 2025

Nature and purpose: On July 1, 2025, the Company entered into a subscription agreement with Sofinnova Crossover I SLP and other investors, pursuant to which they undertook, subject to certain conditions, to invest a maximum amount of 4.0 million euros in the form of new shares with warrants attached issued by the Company, also including pre-funded warrants.

As Sofinnova Crossover I SLP is one of the Company's principal shareholders and its management company, Sofinnova Partners, is represented on the Board of Directors, this subscription agreement was approved by the Board of Directors on June 19 and 30, 2025. It will be submitted for shareholder approval at the next general meeting under the regulated agreements procedure.

Interest for the Company: These agreements were entered into in the interest of the Company in order to extend its financial visibility, secure the continuity of its operations, supplement its working capital requirements and finance its operating expenses.

- **Subscription agreements dated July 1, 2025, September 25, 2025, November 13, 2025 and December 26, 2025**

Nature and purpose: On July 1, 2025, September 25, 2025, November 13, 2025 and December 26, 2025, the Company entered into subscription agreements with Invus Public I LP and other investors, pursuant to which they undertook, subject to certain conditions, to invest maximum amounts of 4.0 million euros, 3.7 million euros, 2.0 million euros and 2.9 million euros, respectively, in the form of new shares with warrants attached issued by the Company, also including pre-funded warrants.

As Invus Public I LP is one of the Company's principal shareholders and holds more than 10% of the Company's share capital, these subscription agreements were approved by the Board of Directors on July 1, 2025, September 25, 2025, November 13, 2025 and December 26, 2025, respectively. They will be submitted for shareholder approval at the next general meeting under the regulated agreements procedure.

Interest for the Company: These agreements were entered into in the interest of the Company in order to extend its financial visibility, secure the continuity of its operations, supplement its working capital requirements and finance its operating expenses.

3.2 Agreements entered into since year-end and previously authorized by the Board of Directors before their execution:

- **Non-compete undertaking of the Chief Executive Officer dated January 30, 2026**

On January 30, 2026, the Board of Directors previously authorized a regulated agreement entered into with Ms. Laurence Rodriguez, Chief Executive Officer of the Company, providing for a non-compete undertaking applicable upon the termination of her duties.

Under this agreement, Ms. Laurence Rodriguez undertakes not to engage, directly or indirectly, in any activity competing with that of the Company for a period of twelve (12) months following the termination of her duties as Chief Executive Officer, regardless of the reason. The geographical scope of this non-compete obligation covers the European Union, the United States of America, the United Kingdom, Canada and Switzerland.

In consideration for this undertaking, Ms. Laurence Rodriguez will receive monthly compensation equal to 40% of her last monthly fixed compensation, paid throughout the duration of the non-compete undertaking.

This regulated agreement will be submitted for shareholder approval at the next general meeting under the regulated agreements procedure.

Interest for the Company: This agreement, which is consistent with market practice for executives of listed companies and aligned with the undertakings previously in force for the former Chief Executive Officer, is intended to protect the Company's strategic, technological and commercial interests by preventing any risk of immediate competition in its sensitive activities.

- **Subscription agreement dated March 10, 2026**

On March 10, 2026, the Company entered into a new subscription agreement with Invus Public I LP and other investors, pursuant to which they undertook, subject to certain conditions, to invest a maximum amount of 1.7 million euros in the form of new shares with warrants attached issued by the Company, also including pre-funded warrants.

As Invus Public I LP is one of the Company's principal shareholders and holds more than 10% of the Company's share capital, this subscription agreement was approved by the Board of Directors on March 5,

2026. It will be submitted for shareholder approval at the next general meeting under the regulated agreements procedure.

Interest for the Company: This agreement was entered into in the interest of the Company in order to extend its financial visibility, secure the continuity of its operations, supplement its working capital requirements and finance its operating expenses.

3.3 Agreement already approved by the General Meeting

On March 6, 2025, the Company entered into a new subscription agreement with Sofinnova Crossover I SLP and other investors, pursuant to which they undertook, subject to certain conditions, to invest a maximum amount of 0.9 million euros in the form of share warrants (BSA).

As Sofinnova Crossover I SLP is one of the Company's principal shareholders and its management company, Sofinnova Partners, is represented on the Board of Directors, this subscription agreement was approved

Interest for the Company: It was in the Company's interest to enter into these agreements in order to extend its financial visibility, secure the continuation of its operations, supplement its working capital requirements and finance its operating expenses.

4 Renewal of Ms. Françoise de Craecker's term of office (FIFTH resolution)

We remind you that Ms. Françoise de Craecker's term of office as a member of the Board of Directors expires at the close of the General Meeting of May 19, 2026 called to approve the financial statements for the past fiscal year.

Upon the recommendation of the Nominations Committee, we propose that you renew her term of office for a period of three years, i.e., until the close of the meeting held in 2029 called to approve the financial statements for the past fiscal year.

Accordingly, the composition of the Board would remain unchanged.

- **Independence and gender balance**

We specify that the Board of Directors, acting on the opinion of the Nominations Committee, considers that Ms. Françoise de Craecker may be qualified as an independent member under the independence criteria of the Middlednext Code, adopted by the Company as its reference code for corporate governance. In this respect, it is specified in particular that Ms. de Craecker has no business relationship with the Group.

Accordingly, if this renewal submitted for your approval were adopted, the Board would continue to comprise:

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

- **Expertise, experience and competence**

Information regarding Ms. Françoise de Craecker's expertise and experience is detailed in paragraph 12.1.2 of the 2025 Universal Registration Document.

5 Say on Pay (SIXTH TO ELEVENTH resolutions)

5.1 Approval of the compensation policy for the Chief Executive Officer and/or any other corporate officer (sixth resolution)

In accordance with Article L. 22-10-8 of the French Commercial Code, you are asked to approve the compensation policy for the Chief Executive Officer and/or any other corporate officer presented in the corporate governance report included in the 2025 Universal Registration Document, in paragraphs 13.1.1.2 and 13.1.1.3.

5.2 Approval of the compensation policy for the Chairman of the Board of Directors (seventh resolution)

In accordance with Article L. 22-10-8 of the French Commercial Code, you are asked to approve the compensation policy for the Chairman of the Board of Directors presented in the corporate governance report included in the 2025 Universal Registration Document, paragraph 13.1.1.1.

5.3 Approval of the compensation policy for the members of the Board of Directors (eighth resolution)

In accordance with Article L. 22-10-8 of the French Commercial Code, you are asked to approve the compensation policy for the members of the Board of Directors presented in the corporate governance report included in the 2025 Universal Registration Document, paragraph 13.1.1.4.

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

In accordance with Article L. 22-10-34 I of the French Commercial Code, you are asked to approve the information referred to in paragraph I of Article L.22-10-9 of the French Commercial Code mentioned in the corporate governance report included in the 2025 Universal Registration Document, paragraph 13.1.2 et seq.

5.5 Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past fiscal year or awarded in respect of the same fiscal year to Mr. Michael Wyzga, Chairman of the Board of Directors (tenth resolution)

In accordance with Article L. 22-10-34 II of the French Commercial Code, you are asked to approve the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past fiscal year or awarded in respect of the same fiscal year to Mr. Michael WYZGA, Chairman of the Board of Directors, as presented in the corporate governance report included in the 2025 Universal Registration Document, paragraph 13.1.3.

5.6 Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past fiscal year or awarded in respect of the same fiscal year to Ms. Laurence Rodriguez, Chief Executive Officer (eleventh resolution)

In accordance with Article L. 22-10-34 II of the French Commercial Code, you are asked to approve the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past fiscal year or awarded in respect of the same fiscal year to Ms. Laurence RODRIGUEZ, Chief Executive Officer, as presented in the corporate governance report included in the 2025 Universal Registration Document, paragraph 13.1.3.

6 Share buyback and cancellation of treasury shares

6.1 Proposal to renew the authorization relating to the implementation of the share buyback program (twelfth resolution) and the authorization relating to the share capital reduction through cancellation of treasury shares held by the Company (thirteenth resolution)

Under the terms of the twelfth resolution, we propose that you 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 powers necessary to purchase, on one or more occasions and at such times as it may determine, shares of the Company up to a maximum number of shares not representing more than 5% of the number of shares making up the share capital as of the date of the Meeting, as adjusted, if applicable, to take into account any share capital increase or reduction transactions that may occur during the term of the program.

This authorization would terminate the authorization granted to the Board of Directors by the General Meeting of May 13, 2025 in its seventeenth ordinary resolution.

The acquisitions could be carried out for the purpose of:

- ensuring the trading of the secondary market or the liquidity of GENSIGHT BIOLOGICS shares through an investment services provider under a liquidity agreement compliant with market practice accepted by regulation, it being specified that, for this purpose, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, less the number of shares resold,
- retaining the purchased shares and subsequently delivering them in exchange or as consideration in connection with any merger, demerger, contribution or external growth transactions,
- covering stock option plans and/or free share plans (or similar plans) for the benefit of employees and/or corporate officers of the Group, including Economic Interest Groupings and related companies, as well as any share allocations under a company or group savings plan (or similar plan), profit-sharing arrangements and/or any other forms of share allocations to employees and/or corporate officers of the Group, including Economic Interest Groupings and related companies,
- covering securities giving entitlement to the allocation of shares of the Company under applicable regulations,
- proceeding with the possible cancellation of the shares acquired, pursuant to the authorization granted or to be granted by the Extraordinary General Meeting,
- more generally, implementing any market practice that may be accepted by the AMF and, more generally, carrying out any other transaction in compliance with applicable regulations, it being specified that, in such a case, the Company would inform its shareholders by way of a press release.

These share purchases could be carried out by any means, including through block purchases, and at such times as the Board of Directors deems appropriate.

Unless previously authorized by the General Meeting, the Board may not use this authorization during a public tender offer initiated by a third party for the Company's securities, until the end of the offer period.

The Company would reserve the right to use option mechanisms or derivative instruments within the framework of the applicable regulations.

We propose to set the maximum amount of the transaction at 176,283,245 euros. In the event of a transaction affecting the share capital, in particular a stock split or reverse stock split or a free allocation of shares to shareholders, the above amount would be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares making up the share capital before the transaction and the number of shares after the transaction).

Consequently, in view of the cancellation objective, under the thirteenth resolution, we ask you to authorize the Board of Directors, with power to sub-delegate, for a period of twenty-four months, to cancel, on one or more occasions, on its sole decision, within the limit of 10% of the share capital calculated as of the date of the cancellation decision, net of any shares canceled during the previous twenty-four months, the shares held or that may be held by the Company, notably as a result of buybacks carried out under Article L. 22-

10-62 of the French Commercial Code, and to reduce the share capital accordingly in compliance with the legal and regulatory provisions in force. Unless previously authorized by the General Meeting, the Board of Directors may not use this authorization from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period.

The Board of Directors would therefore have the powers necessary to do whatever is required in this respect.

7 Financial delegations

The Board of Directors wishes to have the necessary delegations to proceed, should it deem it useful, with any issuances required to finance the Company's activities.

This is why you are asked to renew all financial delegations.

You will find the table summarizing the delegations and authorizations currently in force granted by the General Meeting to the Board of Directors, as well as their use, in paragraph [19.1.6] of the 2025 Universal Registration Document.

In accordance with regulations, the Board of Directors has prepared a supplementary report when using financial delegations, supplemented, where applicable, by a report from the Statutory Auditors. These reports are available on the Company's website.

7.1 Reverse stock split of the Company's shares by allotting one new share with a par value of 1.25 euro for 50 existing shares each with a par value of 0.025 euro (fourteenth resolution)

Under this resolution, it is proposed to authorize a reverse stock split of the Company's shares by allotting one new share with a par value of 1.25 euro for 50 existing shares each with a par value of 0.025 euro. The Board of Directors would be empowered to implement the reverse stock split transaction in accordance with the applicable regulations, or to postpone it, for a period of twelve months from the General Meeting, including setting the starting date for the reverse stock split operations, carrying out all legal and regulatory formalities including the publications required to complete the transaction, recording and determining the exact number of old and new shares consolidated, amending the bylaws accordingly and, more generally, taking any appropriate measures necessary to complete this transaction. Lastly, it is specified that the proposed resolution refers to a Special Report of the Statutory Auditors. However, this document is not applicable in practice to our Company since listed public limited companies are exempt from it.

This reverse stock split transaction is above all a technical transaction intended to make the Company's share more attractive to investors. Indeed, a higher share price could improve the market's perception of our Company and attract more institutional investors. It is important to stress that this transaction will have no impact on the economic value of the securities held by shareholders, nor on their rights.

The Board of Directors recommends that this resolution be adopted in order to strengthen the image of our Company on the financial markets and facilitate future fundraising transactions.

7.2 Delegations of authority to issue ordinary shares and/or securities giving access to share capital (of the Company or a group company) and/or debt securities, with and without shareholders' preferential subscription rights

You are asked to renew the delegations of authority to carry out capital increases by cash contribution, with and without shareholders' preferential subscription rights, in order to allow the Board of Directors to have the authority enabling it to decide the issuances necessary for the financing of the Company according to the nature of the contemplated transaction.

These delegations are intended to give the Board of Directors full latitude to proceed, at such times as it may choose, during a period of 26 months (except for delegations relating to capital increases without shareholders' preferential subscription rights in favor of categories of persons and persons specifically designated by the Board of Directors, which have a duration of 18 months), with the issuance of:

- ordinary shares, and/or
- equity securities giving access to other equity securities or entitling holders to 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 set-off against 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 holds more than half of its share capital or of which it directly or indirectly holds more than half of the share capital.

Unless previously authorized by the General Meeting, the Board of Directors may not use these delegations from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period.

Within the limits set by each delegation, it would have the powers necessary for their implementation and would report thereon to the next Ordinary General Meeting, in accordance with regulations.

These delegations would supersede, as from the date of the Meeting and, where applicable, to the extent of the unused portion, any prior delegation having the same purpose.

7.2.1 Delegation of authority to issue ordinary shares and/or equity securities giving access to other equity securities or to debt securities and/or securities giving access to share capital, with shareholders' preferential subscription rights maintained (fifteenth resolution)

Under this delegation, issuances would be carried out with shareholders' preferential subscription rights maintained.

We propose to set the maximum aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation at 100% of the share capital existing on the date of the Meeting.

This ceiling would be increased, where applicable, by the nominal amount of the share capital increase necessary (i) to preserve, in accordance with the law and, where applicable, any contractual provisions providing for other preservation arrangements, the rights of holders of rights or securities giving access to the Company's share capital and (ii) to deal with fractional entitlements.

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 200% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11).

We propose to set the maximum nominal amount of debt securities of the Company that may be issued pursuant to this delegation at 50,000,000 euros, or the equivalent in any other currency or unit of account established by reference to several currencies.

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 50,000,000 euros the maximum nominal amount of debt securities of the Company that may be issued pursuant to certain delegations (see §11).

If the Board of Directors uses this delegation of authority in connection with the issuances referred to above, shareholders may exercise, in accordance with the law, their irreducible preferential subscription right to equity securities and/or securities. The Board of Directors would have the option of granting shareholders the right to subscribe on a reducible basis for a number of securities greater than the number they could subscribe on an irreducible basis, in proportion to the subscription rights they hold and, in any event, within the limits of their requests.

If subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire amount of the equity securities and/or securities issued, the Board of Directors would have the option, in the order it determines, either to limit, in accordance with the law, the relevant issue to the amount of subscriptions received, provided that this amount reaches at least (where applicable, after use of one or both of the options below) three-quarters of the issue initially decided, or to freely allocate all or part of the unsubscribed securities among the persons of its choice, or to offer to the public, on the French or international market, all or part of the unsubscribed securities in the same manner, it being specified that the Board of Directors may use all of the options set out above or only some of them.

With respect to preferential subscription rights attached to treasury shares, the Board of Directors may decide not to take these shares into account for the determination of the preferential subscription rights attached to the other shares, to distribute the preferential subscription rights attached to treasury shares among shareholders pro rata to their respective rights, or to sell them on the stock exchange.

Issues of the Company's share warrants may be carried out through a subscription offer, but also by way of a free allotment to the holders of existing shares, it being specified that the Board of Directors would have the option to decide that fractional allotment rights would not be tradable and that the corresponding securities would be sold.

7.2.2 Delegations without shareholders' preferential subscription rights

7.2.2.1 Delegation of authority to issue ordinary shares and/or equity securities giving access to other equity securities or to debt securities and/or securities giving access to share capital, without shareholders' preferential subscription rights through a "public offering" (excluding the offerings referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code) (sixteenth resolution)

Under this delegation, issuances would be carried out by way of a public offering (excluding the offerings referred to in paragraph 1 of Article L.411-2 of the French Monetary and Financial Code).

The shareholders' preferential subscription right to the ordinary shares and securities covered by this resolution would be cancelled, with the option for the Board of Directors to grant shareholders a priority subscription period in accordance with the law.

The aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation may not exceed 100% of the share capital existing on the date of the Meeting.

This ceiling would be increased, where applicable, by the nominal amount of the share capital increase necessary (i) to preserve, in accordance with the law and, where applicable, any contractual provisions providing for other preservation arrangements, the rights of holders of rights or securities giving access to the Company's share capital and (ii) to deal with fractional entitlements.

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 200% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11).

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

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 50,000,000 euros the maximum nominal amount of debt securities of the Company that may be issued pursuant to certain delegations (see §11).

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, to:

- either the last closing price of the Company's share on the regulated market of Euronext Paris on the last trading session preceding the setting of the issue price, possibly less a maximum discount of 20%,
- or the volume-weighted average price (in the central order book and excluding off-market block trades) of the Company's share 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 less a maximum discount of 20% (and adjusted, where applicable, to take account of differences in dividend entitlement dates).

[7.2.2.2 Delegation of authority to issue ordinary shares and/or equity securities giving access to other equity securities or to debt securities and/or securities giving access to share capital, without shareholders' preferential subscription rights through an offering by way of a "private placement" referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code \(private placement\) \(seventeenth resolution\)](#)

Under this delegation, issuances would be carried out by way of an offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code (a so-called "private placement").

The shareholders' preferential subscription right (DPS) to the ordinary shares and securities would be cancelled.

The aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation may not exceed (i) on the one hand, the limit set by the legislative and regulatory provisions applicable at the time of the issue (currently 30% of the share capital per year, in accordance with Articles L. 225-136 and L. 22-10-52 of the French Commercial Code, assessed on the date the delegation is implemented by the Board of Directors), and (ii) on the other hand, 100% of the share capital existing on the date of the Meeting.

These ceilings would be increased, where applicable, by the nominal amount of the share capital increase necessary (i) to preserve, in accordance with the law and, where applicable, any contractual provisions providing for other preservation arrangements, the rights of holders of rights or securities giving access to the Company's share capital and (ii) to deal with fractional entitlements.

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 200% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11).

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

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 50,000,000 euros the maximum nominal amount of debt securities of the Company that may be issued pursuant to certain delegations (see §11).

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, to:

- either the last closing price of the Company's share on the regulated market of Euronext Paris on the last trading session preceding the setting of the issue price, possibly less a maximum discount of 20%,
- or the volume-weighted average price (in the central order book and excluding off-market block trades) of the Company's share 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 less a maximum discount of 20% (and adjusted, where applicable, to take account of differences in dividend entitlement dates).

7.2.2.3 Delegation of powers to issue ordinary shares and/or equity securities giving access to other equity securities or to debt securities and/or securities giving access to share capital, without shareholders' preferential subscription rights in favor of persons specifically designated by the Board of Directors (eighteenth resolution)

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

The shareholders' preferential subscription right (DPS) to the ordinary shares and securities would be cancelled.

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

The aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation may not exceed (i) on the one hand, the limit set by the legislative and regulatory provisions applicable at the time of the issue (currently 30% of the share capital per year, in accordance with Articles L. 225-136 and L. 22-10-52-1 of the French Commercial Code, assessed on the date the delegation is implemented by the Board of Directors), and (ii) on the other hand, 100% of the share capital existing on the date of the Meeting.

These ceilings would be increased, where applicable, by the nominal amount of the share capital increase necessary (i) to preserve, in accordance with the law and, where applicable, any contractual provisions providing for other preservation arrangements, the rights of holders of rights or securities giving access to the Company's share capital and (ii) to deal with fractional entitlements.

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 200% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11).

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

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 50,000,000 euros the maximum nominal amount of debt securities of the Company that may be issued pursuant to certain delegations (see §11).

The issue price of the shares or of any securities giving access to the Company's share capital would be set at a price at least equal to the closing price of the last trading session preceding the setting of the issue price, possibly less a maximum discount of 10%.

7.2.2.4 Delegation of authority to issue ordinary shares and/or equity securities giving access to other equity securities or to debt securities and/or securities giving access to share capital, without

shareholders' preferential subscription rights in favor of categories of persons meeting specified characteristics (nineteenth resolution)

Under this delegation, issuances would be carried out in favor of categories of persons, in particular in accordance with Article L. 225-138 of the French Commercial Code.

The shareholders' preferential subscription right (DPS) to the ordinary shares and securities would be cancelled.

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

The maximum aggregate nominal amount of share capital increases that may be carried out pursuant to this delegation may not exceed 200% of the share capital existing on the date of the Meeting.

This ceiling would be increased, where applicable, by the nominal amount of the share capital increase necessary (i) to preserve, in accordance with the law and, where applicable, any contractual provisions providing for other preservation arrangements, the rights of holders of rights or securities giving access to the Company's share capital and (ii) to deal with fractional entitlements.

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 200% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11).

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

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 50,000,000 euros the maximum nominal amount of debt securities of the Company that may be issued pursuant to certain delegations (see §11).

In accordance with Article L. 225-138 of the French Commercial Code, the issue price of the ordinary shares that may be issued under this delegation of authority would be set by the Board of Directors, it being specified that the issue price of the ordinary shares would be at least equal, at the Board of Directors' discretion, to:

- either the last closing price of the Company's share on the regulated market of Euronext Paris on the last trading session preceding the setting of the issue price, possibly less a maximum discount of 20%,
- or the volume-weighted average price (in the central order book and excluding off-market block trades) of the Company's share 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 less a maximum discount of 20% (and adjusted, where applicable, to take account of differences in dividend entitlement dates).

The shareholders' preferential subscription right to ordinary shares and securities giving access to share capital and/or debt securities would be cancelled in favor of the following categories of persons, or one or more sub-categories thereof:

- (i) individuals or legal entities (including companies), investment companies, trusts, investment funds or other investment vehicles in whatever form, governed by French or foreign law, investing on a regular basis (themselves or, where applicable, the entities deciding on their investments) in the pharmaceutical, biotechnology, ophthalmology, neurodegenerative disease or medical technology sectors; and/or

- (ii) companies, institutions or entities, in whatever form, French or foreign, carrying out a significant part of their activity in these fields; and/or
- (iii) French or foreign investment services providers with equivalent status likely to guarantee the completion of a share capital increase intended to be placed with the persons referred to in (i) and (ii) above and, in this context, to subscribe for the securities issued; and/or
- (iv) in the context of debt financing from credit institutions or other institutions granting this type of financing, the relevant lenders.

7.2.3 Authorization to increase the amount of issuances (twentieth resolution)

In connection with the delegations with and without shareholders' preferential subscription rights decided pursuant to the fifteenth, sixteenth, seventeenth, eighteenth and nineteenth resolutions (delegations with maintenance of shareholders' preferential subscription rights, without shareholders' preferential subscription rights by "public offering", by "private placement" and in favor of specifically designated persons and categories of persons), we propose to grant the Board the ability to increase the number of securities initially provided for in the issue within thirty days of the close of the subscription, within the limit of 15% of the initial issue and at the same price as the initial issue and within the limits of the ceilings set by the Meeting.

The validity period of this authorization would be set at twenty-six months (except for the eighteenth and nineteenth resolutions, for which this authorization is valid for a period of eighteen months) from the date of this General Meeting.

7.3 Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to debt securities and/or securities giving access to share capital, without shareholders' preferential subscription rights, as consideration for securities tendered in a public exchange offer (twenty-first resolution)

Under this delegation, issuances would be carried out as consideration for securities in the context of a public exchange offer under the conditions set by Article L. 22-10-54 of the French Commercial Code.

The shareholders' preferential subscription right to the ordinary shares and securities covered by this resolution would be cancelled.

The aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation may not exceed 30% of the share capital on the date of this Meeting.

This ceiling would be increased, where applicable, by the nominal amount of the share capital increase necessary (i) to preserve, in accordance with the law and, where applicable, any contractual provisions providing for other preservation arrangements, the rights of holders of rights or securities giving access to the Company's share capital and (ii) to deal with fractional entitlements.

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 200% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11).

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

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 50,000,000 euros the maximum nominal amount of debt securities of the Company that may be issued pursuant to certain delegations (see §11).

7.4 Delegation of authority to increase the share capital by issuing ordinary shares and/or securities giving access to share capital up to a limit of 20% of the share capital, as consideration for contributions in kind of securities or securities giving access to share capital (twenty-second resolution)

In order to facilitate external growth transactions, we ask you to grant the Board of Directors a delegation to increase the share capital by issuing ordinary shares or securities giving access to ordinary shares as consideration for contributions in kind made to the Company and consisting of equity securities or securities giving access to share capital, where 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 aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation may not exceed (i) on the one hand, the limit set by the legislative and regulatory provisions applicable at the time of the issue (currently 20% of the share capital, in accordance with Article L. 22-10-53 of the French Commercial Code), and (ii) on the other hand, 100% of the share capital existing on the date of the Meeting.

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 200% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11).

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

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 50,000,000 euros the maximum nominal amount of debt securities of the Company that may be issued pursuant to certain delegations (see §11).

Unless previously authorized by the General Meeting, the Board of Directors may not use this delegation from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period.

The Board of Directors would have all powers necessary to approve the valuation of the contributions, decide the resulting capital increase, record its completion, and do whatever is required in this respect.

This delegation would supersede, as from the date of the Meeting and, where applicable, to the extent of the unused portion, any prior delegation having the same purpose.

7.5 Delegation of authority to issue BSA, BSAANE and/or BSAAR without shareholders' preferential subscription rights in favor of categories of persons (twenty-third resolution)

You are asked to grant a new delegation of authority to the Board of Directors, for a period of eighteen months, in order to issue BSA, BSAANE and/or BSAAR in favor of the categories of persons indicated below.

This delegation would have the following characteristics:

It would allow the issuance of:

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

The BSA, BSAANE and/or BSAAR could be issued on one or more occasions, in such proportions and at such times as determined by the Board of Directors, both in France and abroad, and would entitle holders to subscribe for and/or purchase GENSIGHT BIOLOGICS shares at a price set by the Board of Directors when the issue is decided in accordance with the pricing methods defined below.

The subscription and/or acquisition price of the shares to which the warrants would give entitlement would be at least equal to the average closing price of the Company's share on the regulated market of Euronext Paris during the last twenty trading sessions preceding the setting of the subscription and/or acquisition price, possibly less the issue price of the warrant.

In this context, we propose that you decide to cancel your preferential subscription rights to the BSA, BSAANE and BSAAR to be issued in favor of the following categories of persons, or one or more sub-categories thereof:

- (i) employees in managerial positions, senior managers or members of the Company's management team who do not have corporate officer status, or
- (ii) members of any study committee or persons acting as board observers within the Company, or directors qualifying as independent directors, whether or not serving as Chairman of the Board of Directors, or
- (iii) consultants, executives or partners of service providers of the Company or its subsidiaries who have entered into a consulting or service agreement with the latter that is in force at the time the Board of Directors uses this delegation, or
- (iv) other employees of the Company.

The aggregate nominal amount of shares to which the warrants issued pursuant to this delegation may entitle holders may not exceed 2% of the share capital on the date of the Meeting.

This ceiling would be increased, where applicable, by the nominal amount of the share capital increase necessary (i) to preserve, in accordance with the law and, where applicable, any contractual provisions providing for other preservation arrangements, the rights of holders of rights or securities giving access to the Company's share capital and (ii) to deal with fractional entitlements.

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 12.1% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11).

This delegation would entail the shareholders' waiver of their preferential subscription right to the Company's shares that may be issued upon exercise of the warrants in favor of the holders of BSA, BSAANE and/or BSAAR.

In this respect, the Board of Directors would have all powers necessary, under the conditions set by law and provided above, to carry out the issuance of BSA, BSAANE and/or BSAAR and, more generally, do whatever is necessary in this regard.

Unless previously authorized by the General Meeting, the Board of Directors may not use this delegation from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period.

This delegation would supersede, as from the date of the Meeting and, where applicable, to the extent of the unused portion, any prior delegation having the same purpose.

8 Authorizations and delegation relating to employee shareholding

In order to continue an incentive employee share ownership policy likely to support the development of the Company, we propose to renew the relevant authorizations and delegation.

8.1 Authorization to grant share subscription and/or purchase options to employee members of staff (and/or certain corporate officers) (twenty-fourth 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 entitlement to subscribe for new shares of the Company to be issued by way of a capital increase or to purchase existing shares of the Company resulting from buybacks carried out under the conditions provided by law, for the benefit of employees, or some of them, or certain categories of the Company's staff and, where applicable, of companies or economic interest groupings related to it

under the conditions of Article L. 225-180 of the French Commercial Code, and of corporate officers who meet the conditions set by Article L. 225-185 of the French Commercial Code.

The total number of options that may be granted by the Board of Directors pursuant to this authorization may not give entitlement to subscribe for or purchase a number of shares exceeding 5% of the share capital existing on the date of the Meeting, it being specified that this amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 12.1% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11).

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

The purchase price of the shares by the beneficiaries will be set on the day on which the purchase options are granted by the Board of Directors, and will be at least equal, in addition to the minimum set above, to 80% of the average purchase price of the shares held by the Company pursuant to Articles L.225-208 and L.22-10-62 of the French Commercial Code.

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

The term of the options set by the Board of Directors may not exceed seven years from their grant date.

Accordingly, within the limits set out above, the Board of Directors would have full powers to determine the terms and conditions of the grant of the options and of their exercise.

This authorization would supersede, as from the date of the Meeting and, where applicable, to the extent of the unused portion, any prior authorization having the same purpose.

8.2 Authorization to grant existing and/or newly issued shares free of charge to employee members of staff and/or certain corporate officers (twenty-fifth resolution)

You are asked to renew the authorization to grant free shares to employee members of staff of the Company and of companies or economic interest groupings related to it and/or to certain corporate officers.

Accordingly, we propose that you authorize the Board of Directors, for a period of thirty-eight months, 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 free allocation of new shares resulting from a capital increase by capitalization of reserves, share premiums or profits, or existing shares.

The beneficiaries of these allocations could be:

- employee members of staff of the Company or of companies or Economic Interest Groupings related to it directly or indirectly within the meaning of Article L. 225-197-2 of the French Commercial Code,
- and/or corporate officers meeting 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 on the date of the General Meeting of May 19, 2026, without exceeding the maximum percentage of share capital provided for by regulations on the date of the allocation decision.

This amount would count against the overall ceiling set by the twenty-seventh resolution, which sets at 12.1% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11).

This ceiling would be increased, where applicable, by the nominal amount of the share capital increase necessary to preserve the rights of beneficiaries of free share allocations in the event of transactions affecting the Company's share capital during the vesting period.

The allocation of shares to beneficiaries would become final at the end of a vesting period, the duration of which would be set by the Board of Directors and could not be less than one year.

Beneficiaries would, where applicable, be required to retain these shares for a period set by the Board of Directors at least equal to that necessary for the combined duration of the vesting period and, where applicable, the retention period not to be less than two years.

By way of exception, final vesting would occur before the end of the vesting period in the event of disability of the beneficiary corresponding to classification in the second or third of the categories provided for in Article L. 341-4 of the French Social Security Code.

This authorization would automatically entail the waiver of your preferential subscription right to the new shares issued by capitalization of reserves, share premiums and profits.

Accordingly, within the limits set out above, the Board would have full powers to do, within the framework of the legislation in force, whatever the implementation of this authorization may require.

This authorization would supersede, as from the date of the Meeting and, where applicable, to the extent of the unused portion, any prior authorization having the same purpose.

9 Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to share capital, without shareholders' preferential subscription rights, in favor of participants in a company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labor Code (twenty-sixth resolution)

Under this delegation, you are asked to delegate to the Board of Directors the authority, should it deem it appropriate, to decide on its sole authority to increase the share capital on one or more occasions by issuing ordinary shares or securities giving access to the Company's share capital in favor of participants in one or more company or group savings plans established by the Company and/or French or foreign companies related to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.

Pursuant to Article L. 3332-21 of the French Labor Code, the Board of Directors may provide for the free allocation to beneficiaries of shares to be issued or already issued, or other securities giving access to the Company's share capital to be issued or already issued, in respect of (i) matching contributions that may be paid under the rules of company or group savings plans and/or (ii), where applicable, the discount, and may decide, in the event of an issue of new shares in respect of the discount and/or matching contribution, to capitalize the reserves, profits or premiums necessary to fully pay up such shares.

In accordance with the law, the General Meeting would cancel the shareholders' preferential subscription rights to the shares and securities that may be issued pursuant to this delegation.

The maximum nominal amount of the capital increase(s) that could be carried out through use of this delegation would be 0.1%; this amount, which is independent of any other ceiling provided for in respect of delegations of capital increases, would count against the twenty-seventh resolution setting at 12.1% of the share capital existing on the date of the Meeting the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §11). This amount would be increased, where applicable, by the nominal amount of the share capital increase necessary to preserve, in accordance with the law and, where applicable, any contractual provisions providing for other preservation arrangements, the rights of holders of rights.

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

It is specified that, in accordance with Article L. 3332-19 of the French Labor Code, the price of the shares to be issued may not be more than 30% lower, or 40% lower where the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more, than the average quoted prices of the share over the 20 trading sessions preceding the decision setting the opening date of the subscription, nor may it be higher than this average.

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

10 Overall limit on delegation ceilings (twenty-seventh resolution)

We propose to set at 200% of the share capital existing on the date of the Meeting of May 19, 2026 the aggregate nominal amount of shares that may be issued, immediately or in the future, pursuant to:

- the fifteenth to nineteenth resolutions of this Meeting (delegations with maintenance of shareholders' preferential subscription rights, without shareholders' preferential subscription rights by "public offering", by "private placement" and in favor of specifically designated persons and categories of persons),
- the twenty-first resolution of this Meeting (delegation to issue shares as consideration for securities tendered in a public exchange offer),
- the twenty-second resolution of this Meeting (delegation to issue shares as consideration for contributions in kind),
- or, where applicable, pursuant to resolutions of the same nature that may replace the aforesaid resolutions during the validity of this delegation.

We also propose to set at 12.1% of the share capital existing on the date of the Meeting of May 19, 2026 the aggregate nominal amount of shares that may be issued, immediately or in the future, pursuant to:

- the twenty-third to twenty-sixth resolutions of this Meeting (delegations to issue BSA, BSAANE and/or BSAAR, to grant share subscription and/or purchase options and free shares to employee members of staff and/or certain corporate officers, and to increase the share capital by issuing ordinary shares and/or securities giving access to share capital without shareholders' preferential subscription rights in favor of participants in a company savings plan),
- or, where applicable, pursuant to resolutions of the same nature that may replace the aforesaid resolutions during the validity of this delegation.

These amounts would, where applicable, be increased by the nominal amount of the share capital increase necessary to preserve, in accordance with the law and, where applicable, any contractual provisions providing for other preservation arrangements, the rights of holders of rights or securities giving access to the Company's share capital.

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

- the fifteenth to nineteenth resolutions of this Meeting (delegations with maintenance of shareholders' preferential subscription rights, without shareholders' preferential subscription rights by "public offering", by "private placement" and in favor of specifically designated persons and categories of persons),
- the twenty-first resolution of this Meeting (delegation to issue shares as consideration for securities tendered in a public exchange offer),
- the twenty-second resolution of this Meeting (delegation to issue shares as consideration for contributions in kind).

PARTICIPATE IN THE GENERAL MEETING

1. Shareholders entitled to participate in the Meeting

The Meeting is composed of all shareholders regardless of the number of shares they hold.

The right to participate in the Company's general meetings is evidenced by the registration of shares in the name of the shareholder or the registered intermediary acting on their behalf, pursuant to Article R.22-10-28 of the French Commercial Code, by the fifth business day preceding the meeting, i.e. **12 May 2026 at midnight**, Paris time:

- In the registered share accounts maintained for the Company by its **agent Uptevia (Shareholder Meetings Department – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex)**, or
- In the bearer share accounts held by an authorised intermediary.

Registration of shares in bearer share accounts held by an authorised intermediary must be evidenced by a participation certificate issued by the latter, where applicable by electronic means under the conditions set out in Article R. 225-61 of the French Commercial Code, and appended to the postal or proxy voting form (the "**Unified Voting Form**"), or to the admission card request established in the name of the shareholder or on behalf of the shareholder represented by the registered 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 12, 2026**, 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 12, 2026**, 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.

2. 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 noon (Paris time) on **Monday 4 May 2026** until **3 p.m. (Paris time) on Monday 18 May 2026** (Paris time).

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 fifth 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 may also download the Single Voting Form, which will be posted on the Company's website www.gensight-biologics.com no later than the twenty-first day preceding 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.

3. Inclusion of agenda 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: investor-relations@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).

4. Information for shareholders

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.

To the extent that the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code are posted on the Company's website, and in accordance with Article R. 225-88 of the French Commercial Code, no action will be taken on requests for the sending of documents that may be addressed to the Company!

5. 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 13, 2026**. Such written questions must be sent electronically to the following address: investor-relations@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.

6. 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://gensightbiologics.engagestream.euronext.com/2026-05-19-ag>.

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

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 19, 2026.

In _____, Date: / /2026

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:

investor-relations@gensight-biologics.com