

**NANOBIOTIX**  
**Combined Shareholders' Meeting of 19 May, 2025**

Resolution 1 to 4 dedicated to the amendment of the bylaws

**Statement of reasons**

- Reduction from 6 to 4 years in supervisory board members' and observer term of office
- harmonization of Nanobiotix's (the Company) Bylaws with various legal and regulatory provisions of the French Law of June 13, 2024 aimed at enhancing the attractiveness of French markets, to facilitate the supervisory board's deliberations

**First resolution**

*Reduction in supervisory board members' term of office from 6 to 4 years – amend of the article 15 of the bylaws accordingly*

**Second resolution**

*Reduction in observer' term of office from 6 to 4 years – amend of the article 18 of the bylaws accordingly*

**Third resolution**

*Amend the article 16.1 of the bylaws for entitling the supervisory board to appoint one or more vice-chairperson in accordance with the updated article L225-81 of the French commercial code of June 13, 2024 aimed at enhancing the attractiveness of French markets*

**Fourth resolution**

*Amend the article 17 of the bylaws in accordance with the updated article L22-10-22-1 and L 225-82 of the French commercial code of June 13, 2024 aimed at enhancing the attractiveness of French markets*

*(Supervisory board members who participate in the supervisory board meeting by means of telecommunication that enable them to be identified and for which the nature and conditions of application are determined by decree, shall be deemed present for the calculation of the quorum and the majority)*

Resolution 5 to 8 dedicated to the 2024 financial statement report of the Company

**Statement of reasons**

We submit to your approval the parent company (Nanobiotix SA) financial statements and consolidated annual financial statements for the 2024 fiscal year.

We invite you to refer to the financial and management report and to the reports of the statutory' auditors which have been made available to you through the 20-F (English version) and the URD (French version only).

**Fifth resolution**

*Approval of the annual financial statements for the financial year ended 31 December 2024*

*(The shareholders' meeting, voting in accordance with the quorum and majority requirements for ordinary shareholders' meetings, having reviewed the management report of the executive board and of the supervisory board, and the statutory auditors' report on the financial year ended 31 December 2024,*

*approves the annual statutory financial statements of Nanobiotix for the financial year ended 31 December 2024 as they were presented, as well as the transactions reflected in these accounts and summarized in these reports),*

**Sixth resolution**

*Approval of the consolidated financial statements of the Nanobiotix group for the financial year ended 31 December 2024*

**Seventh resolution**

*Allocation of results for the financial year ended 31 December 2024*

*(Acknowledgement that the loss for the financial year ended 31 December 2024 amounts to € 61,200,754.87; and approval to allocate the aforementioned losses to the "retained earnings" debit account)*

**Eighth resolution**

*Review of the agreements referred to in Articles L. 225-86 et seq. of the French Commercial Code (absence of any new agreement referred to in the aforementioned articles)*

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Resolution 9 to 20 dedicated to the Say on Pay vote

**Statement of reasons**

The “say on pay” vote is a mechanism whereby shareholders can vote on the compensation of executive officers and senior executive officers, as follows:

- an ex-post vote whereby the shareholders vote each year on the compensation applicable to executive and supervisory board members for the financial year 2024 as set out in the 2024 universal registration document.
- an ex-ante vote whereby the shareholders vote each year on the 2025 compensation policy applicable to executive and supervisory board members, the compensation policy is set out in the 2024 universal registration document.

**Ex-post vote**

**Ninth resolution**

*Approval of the fixed, variable of overall compensation and benefits of all types paid or assigned during the financial year ended on 31 December 2024 to Mr. Laurent Levy in his capacity of Chairman of the executive board, as approved by the supervisory board in accordance with the principles and criteria approved by the shareholders’ meeting on 28 May 2024 pursuant to its thirteenth resolution and as detailed in the corporate governance report.*

**Tenth resolution**

*Approval of the fixed, variable of overall compensation and benefits of all types paid or assigned during the financial year ended on 31 December 2024 to Ms. Anne-Juliette Hermant, in her capacity of member of the executive board and under her employment contract, as approved by the supervisory board in accordance with the principles and criteria approved by the shareholders’ meeting on 28 May 2024 pursuant to its fourteenth resolution and as detailed in the corporate governance report.*

**Eleventh resolution**

*Approval of the fixed, variable of overall compensation and benefits of all types paid or assigned during the financial year ended on 31 December 2024 to Mr. Bartholomeus van Rhijn, in his capacity of member of the executive board and under his employment contract, as approved by the supervisory board in accordance with the principles and criteria approved by the shareholders’ meeting on 28 May 2024 pursuant to its fifteenth resolution and as detailed in the corporate governance report.*

**Twelfth resolution**

*Approval of the fixed, variable of overall compensation and benefits of all types paid or assigned during the financial year ended on 31 December 2024 to Mr. Louis Kayitalire, in his capacity of member of the executive board and under his employment contract, as approved by the supervisory board in accordance with the principles and criteria approved by the shareholders’ meeting on 28 May 2024 pursuant to its sixteenth resolution and as detailed in the corporate governance report*

**Thirteenth resolution**

*Approval of the fixed, variable of overall compensation and benefits of all types paid or assigned during the financial year ended on 31 December 2024 to Mr. Gary Phillips, in his capacity of chairman of the supervisory board, as approved by the supervisory board in accordance with the principles and criteria approved by the shareholders’ meeting on 28 May 2024 pursuant to its twelfth resolution and as detailed in the corporate governance report*

**Fourteenth resolution**

*Approval of the information as detailed in the corporate governance report and set out in Article L.22-10-9 of the French Commercial Code relating to compensation of non-executive corporate officers of Nanobiotix,*

**Fifteenth resolution**

*Approval of the overall compensation envelop (431,250€) for the Supervisory Board in respect of the 2024 and subsequent financial years*

**Ex-ante vote**

**Sixteenth resolution**

*Approval of the compensation policy for the Supervisory Board members in respect of the 2025 financial year (according to the corporate government report and, in particular, the description of the compensation policy (principles and criteria) in accordance with Article L. 22-10-26 of the French Commercial Code and as set out in the aforementioned report – compensation policy stays unchanged as compared to 2024–),*

**Seventeenth resolution**

*Approval of the compensation policy (principles and criteria) to Mr. Laurent Levy in his capacity of Chairman of the executive board for the 2025 financial year*

*(according to the corporate government report and, in particular, the description of the compensation policy (principles and criteria) in accordance with Article L. 22-10-26 of the French Commercial Code and as set out in the aforementioned report – compensation policy stays unchanged as compared to 2024–),*

**Eighteenth resolution**

*Approval of the compensation policy (principles and criteria) to Ms Anne-Juliette Hermant as member of the Executive Board and under her employment contract in respect of the 2025 financial year*

*(according to the corporate government report and, in particular, the description of the compensation policy (principles and criteria) in accordance with Article L. 22-10-26 of the French Commercial Code and as set out in the aforementioned report – compensation policy stays unchanged as compared to 2024–),*

**Nineteenth resolution**

*Approval of the compensation policy (principles and criteria) to Mr. Bartholomeus van Rhijn as member of the Executive Board and under his employment contract in respect of the 2025 financial year*

*(according to the corporate government report and, in particular, the description of the compensation policy (principles and criteria) in accordance with Article L. 22-10-26 of the French Commercial Code and as set out in the aforementioned report – compensation policy stays unchanged as compared to 2024–),*

**Twentieth resolution**

*Approval of the compensation policy (principles and criteria) to Mr. Louis Kayitalire as member of the Executive Board and under his employment contract in respect of the 2025 financial year*

*(according to the corporate government report and, in particular, the description of the compensation policy (principles and criteria) in accordance with Article L. 22-10-26 of the French Commercial Code and as set out in the aforementioned report – compensation policy stays unchanged as compared to 2024–),*

Resolution 21 to 26 dedicated to the composition of the Supervisory Board

**Twenty-first resolution**

*Ratification of the appointment of Ms Margaret A. Liu as observer (non-voting supervisory board member)*

**Twenty-second resolution**

*Ratification of the appointment of Ms Anat Naschitz as observer (non-voting supervisory board member)*

**Twenty-third resolution**

*Renewal of the appointment of Mr Enno Spillner as member of the Supervisory Board subject to the approval of the reduction of the supervisory board members' term of office to four years*

**Twenty-fourth resolution**

*Appointment of Ms Margaret A. Liu as member of the Supervisory Board for a four-year term. (adoption of this resolution automatically ends the function of Ms Margaret A. Liu as observer)*

**Twenty-fifth resolution**

*Appointment of Ms Anat Naschitz as member of the Supervisory Board for a four-year term. (adoption of this resolution automatically ends the function of Ms Anat Naschitz as observer)*

**Twenty-sixth resolution**

*Authorization to be granted to the executive board to buy back Company shares*

*According to applicable laws, such authorization is restrictively used to:*

- *ensure the liquidity of the Company's shares under a liquidity contract with an investment services provider, in accordance with the market practice accepted by the French Financial Markets Authority in terms of the liquidity contract over shares;*

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- fulfill obligations related to stock option programs, stock awards, salary savings, or other stock allowances to employees and officers of the Company or related companies;
- deliver shares upon the exercise of rights attached to securities giving access to the capital;
- buy shares for conservation and subsequent delivery for exchange or payment in the context of any external growth operations, in particular in compliance with stock market regulations;
- cancel all or part of the shares thus acquired;
- and, generally, to operate for any purpose which would come to be authorized by the law or any market practice which would come to be accepted by the market authorities, being specified that, in such a scenario, the Company would inform its shareholders by way of press release)

*According to applicable laws the maximum number of shares that may be purchased under this resolution may not, at any time, exceed 10% of the total number of issued shares.*

**Statement of reasons of this resolution n°26**

As the authorization granted to the Executive Board to purchase Company shares pursuant to Article L. 22-10-62 of the French Commercial Code will expire within six months, we are submitting to your approval to issue a new authorization to the Executive Board to allow the Company to purchase its own shares. The maximum purchase price per share shall be set at 60 euros. The authorization would cover a maximum of 10% of the share capital, corresponding. The objectives of the share repurchase program are detailed in the resolution above.

This new authorization shall take effect from the date of this Shareholders' Meeting for a period of eighteen months and renders null and void the authorization granted to the Executive Board by the Shareholders' Meeting of 28 May 2024.

**Twenty-seventh resolution**

*Authorization to be given to the executive board to reduce the share capital through the cancellation of shares within the framework of the authorization to buy back Company shares*

*According to applicable laws and in accordance with Article L. 22-10-62 of the French Commercial Code, authorization for a period of eighteen (18) months from the date of this meeting, to cancel, on one or more occasions, within the maximum limit of 10% of the amount of the share capital per period of twenty-four (24) months, all or part of the shares acquired by the Company and to proceed, accordingly, to a reduction of the share capital*

**Statement of reasons of this resolution n°27**

As the ongoing authorization granted to the Executive Board to reduce the share capital through the cancellation of shares purchased pursuant to Article L. 22-10-62 of the French Commercial Code will expire within six months, we are submitting to your approval to renew such authorization granted to the Executive Board to carry out a share capital reduction through the cancellation of some or all of the shares purchased or to be purchased by the Company itself, up to a limit of 10% of the share capital per 24-month period.

This new authorization shall take effect from the date of this Shareholders' Meeting for a period of eighteen months and renders null and void the unused portion of the authorization granted to the Executive Board by the Shareholders' Meeting of 28 May 2024.

**Resolution 28 to 39 dedicated to delegation of authority to be granted to increase the share capital by issuing shares**

**Statement of reasons**

As the previous set of delegations of authority granted by the Shareholders' Meeting of 28 May 2024 to increase share capital by issuing new shares will expire within either six or fourteen months (depending on the type of delegation), we are submitting to your approval to renew such set of authorizations.

As the Company may need external funding to carry out its activities and maintain its operations, these delegations of authority will avoid any subsequent convening of a new shareholders meeting for this sole purpose which will preserve the ability of the Company to respond to market. Such a set of delegation would allow the Company to maintain its financial flexibility alongside the other financing tools it has in place. These new delegations would terminate the delegations with the same purpose granted by the Shareholders' Meeting of 28 May 2024.

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This possible range of delegations includes the following:

- a) Delegation of authority to increase the capital by issuing ordinary shares or and/or, any other securities, with cancellation of shareholders' preferential subscription rights in favor of a category of persons meeting specified characteristics (investors with experience in the health or biotech sector or industrial companies, institutions or entities active in the health or biotechnology sector);
- b) Delegation of authority to increase the share capital by issuing ordinary shares and/or any other securities with cancellation of shareholders' preferential subscription rights in favor of a category of persons meeting specified characteristics (credit institution, investment services provider or member of an investment pool guaranteeing the realization of the issue in question), including, as the case may be, within the framework of an equity financing program known as "At-the-market" or "ATM";
- c) Delegation of authority to be granted to increase the share capital by issuing ordinary shares or any other securities with cancellation of shareholders' preferential subscription rights in favor of a category of persons meeting specified characteristics in the framework of an equity or bond financing agreement;
- d) Delegation of authority to decide on the issuance of ordinary shares to be issued immediately or in the future by the Company, with cancellation of the shareholders' preferential subscription rights, to the benefit of a category of persons meeting specified characteristics within the framework of an equity financing program on the American Market, known as "At-the-market" or "ATM";
- e) Delegation of authority to increase the share capital by issuing ordinary shares and/or any other securities, with the shareholders' preferential subscription rights maintained;
- f) Delegation of authority to increase the share capital by issuing ordinary shares and/or any other securities, with cancellation of shareholders' preferential subscription rights, by way of a public offering (whether in the context of an offer referred to in Article L. 411-2 of the Monetary and Financial Code or other than the offerings referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code);
- g) Delegation of authority to increase the capital by incorporation of premiums, reserves, profits or other;
- h) Delegation of authority to be granted to the executive board for the purpose of issuing ordinary shares and securities granting access to the Company's capital, in the event of a tender offer with an exchange component initiated by the Company;

**Twenty-eighth resolution**

*Delegation of authority to be granted to the executive board to increase the capital by issuing ordinary shares and/or any securities giving access to the share capital, while maintaining shareholders preferential subscription rights*

*This renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 28, 2024. The overall maximum nominal amount of capital increases which may be carried out, immediately or in the future, by virtue of this delegation thus granted would be set at 1,422, 805.53 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital. This delegation is including the authorization to set at €150.000.000 (or the equivalent of this amount in the event of an issuance in another currency) the maximum nominal amount of debt securities that can be issued under this delegation.*

**Twenty-ninth resolution**

*Delegation of authority to be granted to the executive board to increase the capital by issuing ordinary shares and/or any securities giving access to the share capital, with cancellation of the shareholders' preferential subscription rights by way of a public offering (excluding offerings referred to in paragraph 1 of Article L. 411-2 of the French Financial and Monetary Code)*

*This renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 28, 2024. The overall maximum nominal amount of capital increases which may be carried out, immediately or in the future, by virtue of this delegation thus granted would be set at 1,422, 805.53 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.*

*The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board in*

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*accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code or, in the event of the minimum issue price of the shares in question is no more enshrined in law, the issue price of the shares must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%, and it being specified that in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may be set, where applicable, at the discretion of the executive board, by reference to a calculation formula defined by the executive board and applicable after the issuance of said securities (for example during their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the executive board deems it appropriate, on the date of application of said formula (and not on the date of pricing,*

**Thirtieth resolution**

*Delegation of authority to be granted to the executive board to increase the capital by issuing ordinary shares and/or any securities giving access to the share capital, with cancellation of the shareholders' preferential subscription rights, within the framework of an offering referred to in paragraph 1 of Article L. 411-2 of the French Financial and Monetary Code*

*This renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 28, 2024. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,422, 805.53 euros, nor, in any event, exceed the limits provided for by the regulations applicable on the date of issue (for information, as of the date of this shareholders' meeting, the issuance of equity securities by way of an offering referred to in paragraph 1 of Article L. 411-2 of Monetary and Financial Code is limited to 30% of the Company's capital per year, said capital being assessed on the day of the executive board's decision to use this delegation), maximum amount to which shall be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, the applicable contractual provisions, the rights of holders of securities giving access to the share capital.*

*The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board in accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code or, in the event of the minimum issue price of the shares in question is no more enshrined in law, the issue price of the shares must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 25%, and it being specified that in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may be set, where applicable, at the discretion of the executive board, by reference to a calculation formula defined by the executive board and applicable after the issuance of said securities (for example during their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the executive board deems it appropriate, on the date of application of said formula (and not on the date of pricing.,*

**Thirty-first resolution**

*Authorization to the executive board, in the event of the issuance of shares or any transferable security giving access to the capital with cancellation of shareholders' preferential subscription rights to the benefit of a category of persons meeting specific characteristics to be defined by the Executive Board, in order to set the issue price within the limit of 30% of the share capital and within the limits set by the shareholders' meeting*

*The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board without being less than equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%,*

**Statement of reasons of this resolution n°31**

We are submitting this new delegation of authority which is adjusted for the new features introduced by the French Law of June 13, 2024 aimed at enhancing the attractiveness of French markets, particularly in terms of pricing freedom and , for a further period of twenty-six months, for the purpose of increasing the Company’s share capital, without preferential subscription rights, through the issue of ordinary shares of the Company,

**Thirty-second resolution**

*Delegation of authority to be granted to the executive board to increase the capital immediately or at a later date through the issuance of ordinary shares and/or securities, with cancellation of the shareholders’ preferential subscription rights to the benefit of a category of persons meeting specific characteristics in the context of the implementation of an equity or bond financing agreement.*

*This renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders’ meeting of May 28, 2024. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,422, 805.53 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.*

*This delegation will allow the executive board to increase the capital by issuing ordinary shares as well as any securities - without preferential subscription rights - to the benefit of a category of persons meeting the following specific characteristics within the framework of an equity or bond financing agreement:*

- *any credit institution, investment services provider, investment fund or company undertaking to subscribe for or guarantee the completion of the capital increase or any issue of securities which may result in a future capital increase (including, in particular, through the exercise of share warrants) which may be carried out pursuant to this delegation of authority in connection with the implementation of an equity or bond financing contract.*

*The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board and must be at least equal to the volume weighted average price of the Company’s ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%,*

*and it being specified that in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may be set, where applicable, at the discretion of the executive board, by reference to a calculation formula defined by the executive board and applicable after the issuance of said securities (for example during their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the executive board deems it appropriate, on the date of application of said formula (and not on the date of pricing),*

**Thirty-third resolution**

*Delegation of authority to be granted to the executive board to issue new shares, immediately or at a later date, with cancellation of the shareholders’ preferential subscription rights to the benefit of a category of persons meeting specific characteristics in the context of the implementation of an equity on the “At-the-market” or “ATM” program Nasdaq market.*

*This renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders’ meeting of May 28, 2024. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,422, 805.53 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.*

*The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board and must be at least equal to the volume weighted average price of the Company’s ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%.*

**Thirty-fourth resolution**

*Delegation of authority to be granted to the executive board to increase the capital by issuing ordinary shares and/or any securities, with cancellation of the shareholders' preferential subscription rights to the benefit of categories of persons meeting specific characteristics (investors with experience in the health or biotechnology sector; credit institutions, investment services providers or a member of an investment syndicate guaranteeing the completion of the issuance in question), including, where applicable, an "At-the-market" or "ATM"*

*This renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 28, 2024. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,422, 805.53, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.*

*This delegation will allow the executive board to increase the capital by issuing ordinary shares as well as any securities - without preferential subscription rights - to the benefit of a category of persons meeting the following specific characteristics:*

- (i) all natural or legal persons (including all companies), trusts and investment funds, or other investment vehicles, whatever their form (including, without limitation, any investment fund or venture capital companies, in particular any FPCI, FCPI or FIP), governed by French or foreign law, whether they are shareholders of the Company or not, that invest on a regular basis, or that have invested more than €1 million over the 36 month-period preceding the issuance, in the health or biotechnology sectors, and/or*
- (ii) any credit institution, any investment service provider, as well as any investment fund or company undertaking to subscribe for or guarantee the completion of the share capital increase or of any issuance likely to result in a share capital increase in the future which could be completed pursuant to this delegation and subscribed by the persons referred to in (i) above, and, in this context, to subscribe for the securities issued,*

*The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board and must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%,*

*and it being specified that in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may be set, where applicable, at the discretion of the executive board, by reference to a calculation formula defined by the executive board and applicable after the issuance of said securities (for example during their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the executive board deems it appropriate, on the date of application of said formula (and not on the date of pricing),*

**Thirty-fifth resolution**

*Delegation of authority to be granted to the executive board to increase the capital by issuing ordinary shares and/or securities giving access to the share capital, with cancellation of the shareholders' preferential subscription rights to the benefit of a category of persons meeting specific characteristics (industrial companies, institutions or entities active in the health or biotechnology sector)*

*This renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 28, 2024. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,422, 805.53, euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.*

*This delegation will allow the executive board to increase the capital by issuing ordinary shares as well as any securities - without preferential subscription rights - to the benefit of a category of persons meeting the following specific characteristics::*

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- *Industrial companies, institutions or entities of any kind, French or foreign, active in the health or biotechnology sector, directly or through a controlled company or a company over which they are controlled within the meaning of Article L. 233-3 I of the French Commercial Code, where applicable, when entering into a commercial agreement, a financing agreement or a partnership with the Company.*

*The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board and must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%.)*

**Thirty-sixth resolution**

*Delegation of authority to be granted to the executive board to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights*

*In accordance with the provisions of articles L. 225-129, L. 225-129-2, L. 225-135 et seq. L. 228-91 and L 228-92 of the French Commercial Code, this delegation would allow the executive board to increase the number of shares or securities to be issued in the event of oversubscription in the context of the Company's capital increases with or without preferential subscription rights decided on by virtue of the resolutions described above, under the conditions provided for in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e., to date, within thirty days of the closing of the subscription period, at the same price as that used for the initial issue and up to a limit of 15% of the initial issue), said shares conferring the same rights as the existing shares, subject to their date of dividend entitlement.*

**Thirty-seventh resolution**

*Delegation of authority to be granted to the executive board for the purpose of issuing ordinary shares and securities granting access to the Company's capital, in the event of a tender offer with an exchange component initiated by the Company*

*This renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 28, 2024. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,422, 805.53, euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.*

*this delegation would allow the executive board to issue ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company in consideration for securities tendered to a tender offer including an exchange component initiated by the Company in France or abroad, in accordance with local rules, for securities of another company admitted to trading on one of the stock exchanges referred to in Article L. 22-10-54 of the French Commercial Code, said shares conferring the same rights as the existing shares, subject to the date from which they shall bear dividend rights, being specified that, where applicable, the delegation entails the waiver by the shareholders of their preferential subscription rights, for the benefit of the holders of securities which may be issued thereunder, to any shares to which such securities shall entitle them.*

**Thirty-eighth resolution**

*Delegation of powers to the executive board to increase the share capital, within the limits of 20% of the share capital, to compensate contributions in kind of equity securities or securities giving access to the share capital of third-party companies outside a public exchange offer*

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*This delegation would allow the executive board, on the basis of the report of one or more contribution auditors, to issue, on one or more occasions, in such proportions and at such times as it shall see fit, ordinary shares in the Company or securities giving access by any means, immediately and/or in the future, to ordinary shares in the Company, in consideration for contributions in kind granted to the Company and consisting of equity securities or securities giving access to the capital when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, said shares conferring the same rights as the old shares subject to their date from which they shall bear dividend rights*

*The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation may not exceed 20% of the Company's share capital (as it exists on the date of the operation), to which shall be added, where applicable, the amount of additional shares to be issued to preserve, in accordance with the applicable laws or regulations and, where applicable, the contractual provisions, the rights of the holders of securities and other rights giving access to the share capital.)*

**Thirty-ninth resolution**

*Overall limit on the amount of issuances carried out pursuant to the Twenty-eight resolution, the Twenty-ninth resolution, the Thirty-fifth Resolution, the Thirty-second resolution, the Thirty-fourth resolution, the Thirty-fifth resolution, the Thirty-sixth resolution, the Thirty-seventh resolution and the Thirty-eighth above and to the Fortieth resolution below*

*The maximum aggregate nominal amount of the capital increases that may be carried out pursuant to the delegations of authority granted under the terms of Forty-fourth resolutions abovementioned may not exceed 1,422, 805.53 euros, it being specified that the additional amount of shares to be issued to preserve the rights of holders of securities and other rights giving access to shares, in accordance with legal or regulatory provisions and, where applicable, applicable contractual provisions, shall be added to this threshold.*

**Fortieth resolution**

*Delegation of authority to be granted to the executive board to increase the share capital by way of incorporation of premiums, reserves, profits or other items*

*Resolution 41 to 45 dedicated to employee share ownership (long term incentives)*

**Statement of reasons**

In the context of the mechanisms for rewarding and retaining employees and executive officers who contribute more directly to the Company's results and in order to incentive them by participating in its future results, you are asked to renew the authorization granted by the Shareholders' Meeting of May 28, 2024 to award options or new or existing free shares for the benefit of employees and executive board members of the Company and related affiliate.

**Forty-first resolution**

*Authorization for the executive board to grant options to subscribe or purchase Company shares*

*This authorizations would allow the executive board to have at its disposal the profit-sharing tools which the legislation makes available to companies in connection with the stock-based compensation implemented by the Company particularly in favor of employees and senior executives of the Company and its affiliates and of the chairman of the executive boards, up to 1,800,000 option to subscribe or purchase Company shares.*

*The purchase or subscription price per share shall be set by the executive board on the day the option is granted in accordance with the provisions of Article L. 225-177 of the French Commercial Code and shall be at least equal to ninety-five percent (95%) of the average quoted price of a share of the Company on Euronext Paris during the twenty (20) stock market sessions preceding the date of the executive board' decision to grant the options*

*It being specified that when an option allows its beneficiary to purchase shares that have already been purchased by the Company, its exercise price may not be less than 80% of the average price paid by the Company for all of the shares that it has previously purchased),*

**Forty-second resolution**

*Authorization to be given to the executive board to grant new or existing free shares*

*This authorization would allow the executive board to have at its disposal the profit-sharing tools which the legislation makes available to companies in connection with the stock-based compensation implemented by the Company particularly in favor of employees and senior executives of the Company and its affiliates and of the chairman of the executive boards, up to 1,800,000 free share; it being specified that (i) the total number of free shares granted by the executive board may not exceed the overall limit of 10% of the Company's existing issued share on the date of the decision to grant free shares, (ii) the number of shares that can be granted free of charge to executive board members shall be subject to performance conditions and (iii) the allocation of the free shares shall be definitive, subject to, if any, the fulfilment of any conditions or criteria set by the executive board, at the end of a period of at least one (1) year (the "Vesting Period") and that the beneficiaries of these shares shall, where applicable, retain them for a period set by the executive board (the "Retention Period") which, together with the Vesting Period, may not be less than two (2) years.*

**Forty-third resolution**

*Delegation of authority to be granted to the executive board for the purpose of issuing and allocating warrants to a category of persons who meet specific characteristics*

*This delegation will allow the executive board to grant up to 1,800,000 warrants (BSAs) to the benefit of a category of persons meeting the following specific characteristics:*

- *(i) members and observers of the Company's supervisory board in office on the date of grant of the BSAs who are not employees or officers of the Company or any of its subsidiaries, or (ii) persons linked to the Company by a service or consulting contract, or (iii) members of any committee that the supervisory board has set up or may set up in the future who are neither employees nor officers of the Company or any of its subsidiaries,*

*The issue price of a BSA shall be determined by the executive board on the date of issuance of said BSA based on its characteristics with, if any, the support of an independent expert, and the subscription price and shall be at least equal to 20% of the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last twenty (20) trading days preceding the date of grant of said BSA by the executive board,*

**Forty-fourth resolution**

*Overall limits on the amount of issues carried out pursuant to the Forty-first resolution, the Forty-second resolution and the Forty-third resolution above*

*(The maximum aggregate nominal amount of issued that may be carried out pursuant to the delegations of authority granted under the terms of Forty-fourth resolutions abovementioned may not exceed 1,800,000 shares)*

**Forty-fifth resolution**

*Delegation of powers to the executive board to increase the share capital by issuing shares and securities giving access to the Company's capital to employees who are members of a company savings plan (plan d'épargne entreprise)*

*(In accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and L. 225-138-1, and Articles L. 3332-1 et seq. of the French Labor Code, this delegation would allow the executive board to increase the share capital by issuing ordinary shares reserved, directly or through a company investment fund, for members of a savings plan as provided for in Articles L. 3332-1 et seq. of the French Labor Code. Given the executive board considers that such a proposal does not fall within the framework of the Company's policy of employee profit-sharing, therefore the executive board suggests to not adopt this resolution.)*

Resolution 46 dedicated to stock option plan

**Statement of reasons**

As Nanobiotix is a dual-listed company with employees who are tax residents of the United States, according to US Internal Revenue rules, allowing the issuance of "Incentive Stock Option" or ISO to such employees will

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require that a correlated stock option plan must be approved by the Company's general meeting of shareholders.

**Forty-sixth resolution**

*Approval of the 2025 Stock Option Plan*