
Combined Shareholders' Meeting

The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on May 14, 2025 for action to be taken.

2025 VOTING INSTRUCTIONS

AMERICAN DEPOSITARY SHARES

Nanobiotix S.A. (the “Company”)

CUSIP No.:	63009J107.
ADS Record Date:	April 21, 2025 (date to determine ADS Holders who are to receive these materials and who are eligible to give voting instructions to the Depositary upon the terms described herein).
French Record Date:	May 16, 2025, at 12:01 A.M. (CET) (Date on which ADS Holders are required under French law to hold their interest in the Deposited Securities in order to be eligible to vote at the Combined Shareholders' Meeting).
Meeting Specifics:	Combined Shareholders' Meeting to be held on May 19, 2025 at 2:30 P.M. (CET) at 60, rue de Wattignies 75012 Paris, France (the “Meeting”).
Meeting Agenda:	The agenda has been reproduced on the Voting Instructions Card the Depositary Notice of Meeting. You may also view the Company's Notice of Meeting beginning on May 7, 2025 and other relevant documents at the Company's website: https://ir.nanobiotix.com/annual-general-meetings .
Depositary:	Citibank, N.A.
Deposit Agreement:	Deposit Agreement, dated as of December 15, 2020.
Deposited Securities:	Ordinary shares, nominal value €0.03 per Share, of the Company.
Custodian:	Citibank Europe plc.

You as the undersigned holder, as of the ADS Record Date, of the American Depositary Share(s) issued under the Deposit Agreement (“ADSs”) and identified above, acknowledge receipt of a copy of the Depositary's Notice of Meeting and hereby authorize and direct the Depositary to cause to be voted at the Meeting (and any adjournment or postponement thereof) the Deposited Securities represented by your ADSs in the manner indicated on the reverse side hereof. You recognize that any sale, transfer or cancellation of your ADSs before the French Record Date will invalidate these voting instructions if the Depositary is unable to verify your continued ownership of ADSs as of the French Record Date.

If the Depositary receives from a Holder voting instructions which fail to specify the manner in which the Depositary is to vote the Deposited Securities represented by such Holder's ADSs, the Depositary will deem such Holder to have instructed the Depositary to vote in favor of all resolutions endorsed by the Company's supervisory board. Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from the Holder, the Depositary shall (unless otherwise specified in the notice distributed to Holders) deem such Holder, to have instructed the Depositary to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depositary with respect to any matter to be voted upon as to which the Company informs the Depositary that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the right of Holders of Deposited Securities may be materially adversely effected. Additionally, the Company has informed the Depositary that, under French company law, shareholders holding a certain percentage of the Company's Shares, the workers' council or the supervisory board may submit a new resolution and the supervisory board may also modify the resolutions proposed in the Company's Notice of Meeting. In such case, ADS Holders who have given prior instructions to vote on such resolutions shall be deemed to have voted in favor of the new or modified resolutions if approved by the supervisory board and against if not approved by the Company's supervisory board.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depositary and the Company that the undersigned is duly authorized to give the voting instructions contained therein.

Agenda

Please see **Exhibit A** of the Depository's Notice of Meeting for agenda items.

The information with respect to the Meeting and the ADS Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g. an adjournment or cancellation of the Meeting, a change in location and/or manner of holding the Meeting). The Company intends to announce any changes and updates only on its website <https://ir.nanobiotix.com/annual-general-meetings>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting and the ADS Voting Instructions as it is not expected that any additional information will be distributed to you via mail or email.

The Board of Directors recommends a "For" vote for all resolutions, except as to Resolution 45 for which it recommends an "Against" vote.

A Issues Nanobiotix S.A.

	For	Against	Abstain		For	Against	Abstain		For	Against	Abstain
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 17	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 33	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 18	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 34	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 19	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 35	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 20	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 36	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 21	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 37	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 22	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 38	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 23	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 39	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 24	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 40	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 25	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 41	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 26	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 42	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 27	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 43	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 28	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 44	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 29	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 45	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 30	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 46	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 31	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 16	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 32	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.

If these Voting Instructions are signed and timely returned to the Depository but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" the unmarked issue if endorsed by the Company's board of directors.

If these Voting Instructions are signed and timely returned to the Depository but multiple specific directions as to voting are marked above as to an issue, the undersigned shall be deemed to have directed the Depository to give an "ABSTAIN" Voting Instruction for such issue.

Please be sure to sign and date this Voting Instructions Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line

Signature 2 - Please keep signature within the line

Date (mm/dd/yyyy)

**Time Sensitive
Materials**

Depository's Notice of Combined Shareholders' Meeting of Nanobiotix S.A.

ADSs:	American Depositary Shares.
ADS CUSIP No.:	63009J107.
ADS Record Date:	April 21, 2025. Date to determine ADS Holders who are to receive these materials and who are eligible to give voting instructions to the Depository upon the terms described herein.
French Record Date:	May 16, 2025 at 12:01 A.M. (CET). Date on which ADS Holders are required under French Law to hold their interest in the Deposited Securities in order to be eligible to vote at the Extraordinary General Meeting.
Meeting Specifics:	Combined Shareholders' Meeting to be held on May 19, 2025 at 2:30 P.M. (CET) at 60, rue de Wattignies 75012 Paris, France (the "Meeting").
Meeting Agenda:	The agenda has been reproduced on the Voting Instructions Card. You may also view the Company's Notice of Meeting beginning on May 7, 2025 and other relevant documents at the Company's website: https://ir.nanobiotix.com/annual-general-meetings/ .
ADS Voting Deadline:	On or before 10:00 A.M. (New York City time) on May 14, 2025.*
Deposited Securities:	Ordinary shares, nominal value €0.03 per share (the "Shares"), of Nanobiotix S.A., a company organized under the laws of France (the "Company").
ADS Ratio:	One (1) Share to one (1) ADS.
Depository:	Citibank, N.A.
Custodian of Deposited Securities:	Citibank Europe plc.
Deposit Agreement:	Deposit Agreement, dated as of December 15, 2020, by and among the Company, the Depository, and all Holders and Beneficial Owners of ADSs issued thereunder.

To be counted, your Voting Instructions need to be received by the Depository prior to 10:00 A.M. (New York City time) on **May 14, 2025**.

** ADS holders must deliver their voting instructions in good form, to be received by the Depository by this date - May 14, 2025 - 10:00 A.M. (New York City time) in order to be counted. The Company's enclosed Notice of Meeting refers to voting deadlines as per local market regulations. The attached important notice is specific to all holders holding ADSs as of the ADS Record Date and the French Record Date.*

The Company has announced that the Meeting will be held at the date, time and location identified above. The meeting agenda has been reproduced on the Voting Instructions Card. **Copies of some Company materials such as the procedures for obtaining preparatory documents and the Company's Notice of Meeting on May 7, 2025 at the Company's website: <https://ir.nanobiotix.com/annual-general-meetings>.** The information with respect to the Meeting and the ADS Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g. an adjournment or cancellation of the Meeting, a change in location and/or manner of holding the Meeting). The Company intends to announce any changes and updates only on its website <https://ir.nanobiotix.com/annual-general-meetings>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting and the ADS Voting Instructions as it is not expected that any additional information will be distributed to you via mail or email.

The enclosed materials are provided to allow you to vote at the Meeting. The Company has requested the Depository to provide you with instructions on the voting process.

As set forth in Section 4.10 of the Deposit Agreement and the Form of ADR, Holders of record of ADSs as of the close of business on the ADS Record Date who continue to hold their ADS as of the French Record Date will be entitled, subject to any applicable law, the provisions of the Deposit Agreement, French law and the By-Laws of the Company and the provisions of or governing the Deposited Securities, to instruct the Depository as to the exercise of the voting rights, if any, pertaining to the Shares represented by such Holders' ADSs.

If you do not wish to vote as an ADS holder but rather wish to vote as a holder of the Company's Shares, you will need to arrange for the cancellation of your ADSs and become a Share holder in France before the French Record Date. You are advised to proceed with the cancellation of your ADSs well in advance of the French Record Date as the cancellation of ADSs and the delivery of the corresponding Shares in France may be subject to unexpected processing delays.

Please note that the Company has informed the Depository that under French company law and the Company's By-Laws, in order to exercise voting rights holders of Shares in registered form must have their Shares registered in their own name, or where applicable in the name of a registered financial intermediary, in a share account maintained by or on behalf of the Company by the Share Registrar as of the French Record Date. In order to exercise voting rights holders of Share in bearer form are required to have their Shares registered in their own name, or where applicable, in the name of a registered financial intermediary and obtain from an accredited financial intermediary, and provide to the Company, an attendance certificate attesting to the registration of such Shares in the financial intermediary's account as of the French Record Date.

Please further note that a holder as of the ADS Record Date who desires to exercise its voting rights with respect to ADSs representing Shares in registered or bearer form is required to: (a) be a holder of the ADSs as of the French Record Date, (b) deliver voting instructions to the Depository by the ADS Voting Deadline, (c) instruct the Depository to request that the Custodian deliver a voting form to the Company prior to the deadline established by the Company, and (d) in the case of ADSs representing Shares in bearer form, instruct the Depository to request that the Custodian deposit the requisite attendance certificate with the Company. The delivery of voting instructions by an ADS Holder to the Depository shall be deemed instructions to request delivery of the voting form and the attendance certificate.

If the Depository receives from a Holder voting instructions which fail to specify the manner in which the Depository is to vote the Deposited Securities represented by such Holder's ADSs, the Depository will deem such Holder to have instructed the Depository to vote in favor of all resolutions endorsed by the Company's supervisory board. Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depository from the Holder, the Depository shall (unless otherwise specified in the notice distributed to Holders) deem such Holder, to have instructed the Depository to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depository with respect to any matter to be voted upon as to which the Company informs the Depository that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the right of Holders of Deposited Securities may be materially adversely effected. Additionally, the Company has informed the Depository that, under French company law, shareholders holding a certain percentage of the Company's Shares, the workers' council or the supervisory board may submit a new resolution and the supervisory board may also modify the resolutions proposed in the Company's Notice of Meeting. In such case, ADS Holders who have given prior instructions to vote on such resolutions shall be deemed to have voted in favor of the new or modified resolutions if approved by the supervisory board and against if not approved by the Company's supervisory board.

The attached document entitled Questions and Answers ("Q&A") should answer most of your questions on the voting process and instruct you on the proper use of the Voting Instructions Card.

Upon receipt from a Holder (as of the ADS Record Date and who continues to hold the ADS as of the French Record Date) of a signed and completed Voting Instructions Card prior to the ADS Voting Instructions Deadline, the Depository shall endeavor, insofar as practicable and permitted under any applicable provisions of French law and the Company's By-Laws, to cause to be voted the Shares represented by such ADSs.

Please note that Voting Instructions may be given only in respect of a number of ADSs representing an integral number of Shares.

The information enclosed herewith with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as depository and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy or completeness of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. If you wish to receive a copy of the Deposit Agreement, please contact the Depository at the number set forth below.

If you have any questions concerning the enclosed material or if you need further explanation of the questions covered therein, please call Citibank, N.A. - ADR Shareholder Services toll-free at 877-CITI-ADR (877-248-4237).

Citibank, N.A., as Depository

Exhibit A

**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)

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;
- 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.

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 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 FPCL, 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::

- *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

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 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 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 above-mentioned 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 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

Questions & Answers on Voting Procedures for the Combined Shareholders' Meeting of May 19, 2025

Nanobiotix S.A.

What does a Nanobiotix ADR represent?

Each ADR represents a certain number of American Depositary Shares (“ADSs”). Each ADS represents one (1) ordinary share (the “Shares”), nominal value €0.03 per share, of Nanobiotix S.A. (the “Company”).

When and where is the Combined Shareholders' Meeting (the “Meeting”)?

The Meeting will take place on on May 19, 2025 at 2:30 P.M. (CET) at 60, rue de Wattignies 75012 Paris, France.

The information with respect to the Meeting and the ADS Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g. an adjournment or cancellation of the Meeting, a change in location and/or manner of holding the Meeting). The Company intends to announce any changes and updates only on its website <https://ir.nanobiotix.com/annual-general-meetings/>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting and the ADS Voting Instructions as it is not expected that any additional information will be distributed to you via mail or email.

Who may vote at the Meeting?

If you are a holder of record of the Company’s ADSs on April 21, 2025 and at 6:01 P.M. (New York City time) on May 16, 2025, you may vote on the issues set forth in the posted Notice of Meeting from the Company. Please note that in order to vote you will need to deliver a completed and signed Voting Instructions Card, to Citibank, N.A. at the address noted on the enclosed envelope. See next Q & A for more detailed information on the voting process.

How does a Holder of ADSs vote?

A Holder of ADSs votes by either completing a Voting Instructions Card or by attending the Meeting in person.

If you wish to attend the Meeting in person:

If you wish to attend the Meeting in person, you must cancel your ADSs and become a direct and registered shareholder on the Company’s Register of Shareholders before May 16, 2025 (in France) (the “French Record Date”). You must also contact the Company to give notice of attendance. You can contact Citibank, N.A. - ADR Shareholder Services at 1-877-248-4237 to cancel your ADSs.

If you wish to vote your ADSs by proxy:

As an ADS Holder you can vote by completing the enclosed Voting Instructions Card, signing it and returning it to the Depositary in the envelope provided herewith by 10:00 A.M. (New York City time) on May 14, 2025. If you hold your ADSs through a custodian, broker or other agent, you may receive additional instructions from such agent.

Registered Holders:

If you are not holding ADSs through a broker, custodian or other agent, you must complete, sign and return your Voting Instructions Card to the Depositary by 10:00 A.M (New York City time) on May 14, 2025. Please note that you need to be an owner of ADSs as of the ADS Record Date and as of the French Record Date for your voting instructions to count.

DTC Holders:

If you are holding ADSs through a broker, custodian or other agent, you must timely instruct the applicable broker, custodian or agent to provide voting instructions to the Depositary and to confirm your continued ownership of the ADSs as of the French Record Date. Please note that you need to be an owner of ADSs as of the ADS Record Date and as of the French Record Date for your voting instructions to count.

Please further note that a holder as of the ADS Record Date who desires to exercise its voting rights with respect to ADSs representing Shares in registered or bearer form is required to: (a) be a holder of the ADSs as of the French Record Date, (b) deliver voting instructions to the Depositary by the ADS Voting Deadline, (c) instruct the Depositary to request that the Custodian deliver a voting form to the Company prior to the deadline established by the Company, and (d) in the case of ADSs representing Shares in bearer form, instruct the Depositary to request that the Custodian deposit the requisite attendance certificate with the Company. The delivery of voting instructions by an ADS Holder to the Depositary shall be deemed instructions to request delivery of the voting form and the attendance certificate.

May voting instructions be withdrawn?

Yes, voting instructions may be withdrawn at any time prior to 10:00 A.M. (New York City time) on May 14, 2025. In order to be effective, a notice of withdrawal of voting instructions must be timely received by Citibank, N.A., by 10:00 A.M. (New York City time) on May 14, 2025.

What happens if I sell my ADSs before the French Record Date?

If you sell, transfer or cancel your ADSs before the French Record Date and the Depositary cannot confirm your continued ownership of ADSs as of the French Record Date, any voting instructions you or your custodian or broker may have delivered to the Depositary will be invalidated.

ALL ISSUES RELATED TO THE FORM AND VALIDITY OF ANY NOTICES, DIRECTIONS OR INSTRUCTIONS WILL BE DETERMINED BY CITIBANK, N.A, AS DEPOSITARY, IN ITS SOLE DISCRETION, WHOSE DETERMINATION SHALL BE FINAL AND BINDING.