

NANOBIOTIX

Société anonyme à directoire et conseil de surveillance au capital de 1.056.914,49 euros
Siège social : 60 rue de Wattignies, 75012 Paris
447 521 600 R.C.S. Paris

ASSEMBLEE GENERALE EXTRAORDINAIRE DES ACTIONNAIRES

DU 1^{ER} SEPTEMBRE 2023

RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

First Resolution

Delegation of authority to be granted to the executive board to increase share capital up to a maximum nominal amount of 28,789.14 euros, through the issuance of a maximum of 959,638 common stock with waived shareholders' pre-emptive subscription rights to the benefit of a person named for the purpose of the implementation of an equity financing agreement,

The shareholders' meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings,

having reviewed the reports of the executive board and the statutory auditors,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and, in particular, Articles L. 225-129-2, L. 225-135, L-225-138 and L. 228-91 et seq. of the Commercial Code, and Article L. 22-10-49 of the French Commercial Code,

delegates to the executive board, subject to the suspensive condition of approval of the second resolution below with waiver of the preferential subscription right of shareholders, with the right to delegate and sub-delegate under legal conditions, its power to decide, in the proportions and at the times that it shall assess, one or more capital increases through the issuance, in France or abroad, of ordinary shares of the Company in the form of American Depositary Shares or American Depositary Receipts),

decides that the maximum nominal amount of the share capital increases securities that may be increased pursuant to this delegation may not be greater than 28,789.14 euros, or the foreign currency equivalent thereof, through the issuance of a maximum of 959,638 common stock with a par value of 0.03 euro each,

decides that the subscription price of each shares to be issued pursuant to this delegation will be equal to USD 5,2103 of which the euro counterpart will be determined thereof at the issue date of the share capital increase decided upon by the executive board,

decides that the subscription price of each shares to be issued pursuant to this delegation is required to be fully paid up in cash (including, where appropriate, by offsetting) during the subscription period,

specifies that the delegation thus granted to the executive board is valid for a period of eighteen months from this meeting,

decides that the executive board shall have all powers, with the option of subdelegation under the conditions provided for by law, to implement, under the conditions set by law and by the bylaws, this delegation to effect in particular:

- to decide on the amount of the capital increase, the issue price (it being specified that it shall be determined in accordance with the conditions set out above) as well as the amount of the premium which may, if applicable, be requested at the issuance;

- to determine the dates, terms and conditions of any issuance and the form and characteristics of the shares or securities giving access to the capital to be issued;
- at its sole initiative and when it deems it appropriate, charge the costs, rights and fees occasioned by the capital increases carried out by virtue of the delegation referred to in this resolution, to the amount of the premiums relating to these transactions and deduct, on the amount of these premiums, the sums necessary to bring the legal reserve to one tenth of the new capital, after each transaction,
- to acknowledge the completion of each capital increase and make the correlative changes to the statutes;
- more generally, entering into any and all agreements, in particular in order to successfully complete the planned issuances, taking any and all measures and carrying out any and all formalities necessary for the issuance, listing and financial administration of the shares issued under this delegation, as well as for the exercise of the rights attached thereto;
- to make any decision with a view to the admission of securities and securities thus issued in any market in which the Company's shares would be admitted to negotiations,

acknowledges that, in the event that the executive board would use the delegation of authority conferred to it in this resolution, the executive board shall report to the following ordinary shareholders' meeting, in accordance with the law and regulations, the use of the authorizations conferred in this resolution.

Second Resolution

Removal of the preferential rights of shareholders to the benefit of Johnson & Johnson Innovation – JJDC, Inc.

The shareholders' meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings,

having reviewed the reports of the executive board and the statutory auditors,

decides, in accordance, in particular, with the provisions of Articles L. 225-135 and L. 225-138 of the French Commercial Code, pursuant to the adoption of the resolution above, to remove the preferential rights of shareholders mentioned in article L. 225-132 of the French Commercial Code, and to reserve to the subscription of 959,638 Company's ordinary shares to be issued pursuant to the first resolution above for the benefit of Johnson & Johnson Innovation – JJDC, Inc.

Third Resolution

Delegation of authority to the executive board to increase share capital by issuing common stock and/or securities giving access to the common stock to the benefit of employees participating in a Company savings plan (plan d'épargne entreprise)

The shareholders' meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings,

having reviewed the reports of the executive board and the statutory auditors,

in accordance, in particular, with the provisions of Articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code, as well as those of Articles L. 3332-1 et seq.,

delegates full powers to the executive board to decide on the issuance, on one or more occasions, in the proportions and at the times it deems appropriate, of ordinary shares or securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company reserved for the members of a company savings plan (*plan d'épargne entreprise*) of the Company and, where applicable, of the French or foreign companies affiliated to it under the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the "Nanobiotix Group"),

decides that the executive board, prior to using this delegation of authority, shall obtain the consent of the supervisory board,

decides that the total nominal amount of the capital increases likely to be completed pursuant to this resolution may not exceed €20,000, to which may be added, where applicable, the additional amount of the shares to be issued to preserve, in accordance with the laws or regulations and, where applicable, the applicable contractual provisions, the rights of the holders of securities and other rights giving access to shares,

further decides that the nominal amount of any share capital increase likely to be so executed shall be deducted from the overall threshold provided for in the **Error! Reference source not found.** above,

decides to set the maximum nominal amount of debt securities that may be issued under this delegation of authority at €850,000 (or the equivalent value of this amount in the event of an issue in another currency),

sets the term of validity of the delegation of authority covered by this resolution at 18 (eighteen) months from the date of this shareholders' meeting, it being specified that this delegation of authority shall supersede any previous delegation of authority for the same purpose,

decides that the issue price of the shares or new securities giving access to the capital shall be determined by the executive board under the conditions provided for in Article L. 3332-19 of the French Labor Code and may not be higher than the average share price over the last twenty trading days on the regulated market of Euronext in Paris preceding the date of the executive board's decision to set the opening date of the subscription period or more than 20% lower than this average, or 30% lower when the period of share unavailability provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Commercial Code is greater than or equal to ten years,

decides to cancel, in favor of the members of a company savings plan, the shareholders' preferential subscription rights to the shares or securities giving access by any means, immediately and/or in the future, to ordinary shares to be issued,

decides that the executive board shall have full powers to implement this delegation, with the option of sub-delegation under the conditions laid down by law and under the conditions specified above, in particular for the purpose of:

- deciding that subscriptions may be made directly or through corporate mutual funds (*fonds commun de placement d'entreprise*) or other structures or entities permitted by the applicable laws and regulations,
 - setting the dates, terms and conditions of the issuances to be executed pursuant to this resolution, and in particular, setting the opening and closing dates for subscriptions, the dates from which the shares and other securities giving access to the Company's capital shall bear dividend rights, the terms for paying up the shares and, where applicable, the other securities giving access to the Company's capital, and granting deadlines for paying up the shares and, where applicable, the other securities giving access to the Company's capital,
 - requesting the listing of the securities thus issued, acknowledging the completion of the capital increases up to the amount of the shares actually subscribed and amending the bylaws accordingly, performing, directly or through an agent, all transactions and formalities related to the capital increases and, if applicable, charging the costs of the capital increases against the amount of the premiums relating to these increases and deducting from this amount the sums necessary to bring the legal reserve up to one-tenth of the new capital after each increase.
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