

Agenda

Ordinary and Extraordinary General Shareholders' meeting of June 27, 2023

First Resolution

Approval of the annual financial statements for the financial year ended 31 December 2022

Second resolution

Approval of the consolidated financial statements for the financial year ended 31 December 2022

Third resolution

Allocation of results for the financial year ended 31 December 2022

Fourth resolution

Review of the agreements referred to in Articles L. 225-86 et seq. of the French Commercial Code

Fifth resolution

Renewal of the appointment of Gary Phillips as member of the Supervisory Board member

Sixth 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 2022 to the Chairman of the executive board, Mr. Laurent Levy

Seventh 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 2022 to Ms. Anne-Juliette Hermant, in her capacity of member of the executive board and under her employment contract

Eighth 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 2022 to Mr. Bartholomeus van Rhijn, in his capacity of member of the executive board and under his employment contract

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 2022 to Mr. Gary Phillips, in his capacity of chairman of the supervisory board

Tenth resolution

Approval of the information set out in Article L.22-10-9 of the French Commercial Code relating to compensation of corporate officers of Nanobiotix,

Eleventh resolution

Approval of the compensation policy for the Supervisory Board member in respect of the 2023 financial year

Twelfth resolution

Approval of the compensation policy (principles and criteria) to Mr. Laurent Levy in his capacity of Chairman of the executive board for the 2023 financial year

Thirteenth 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 2023 financial year

Fourteenth 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 2023 financial year

Fifteenth resolution

Approval of the 2023 Stock Option Plan adopted by the executive board at its meeting held on May 15, 2023

Sixteenth resolution

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

Seventeenth 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

Eighteenth 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

Nineteenth 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)

Twentieth 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

Twenty-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, in order to set the issue price within the limit of 10% of the share capital and within the limits set by the shareholders' meeting

Twenty-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,

Twenty-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,

Twenty-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 "ATM3"

Twenty-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)

Twenty-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

Twenty-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

Twenty-eighth resolution

Delegation of powers to the executive board to increase the share capital, within the limits of 10% 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

Twenty-ninth resolution

Overall limit on the amount of issuances carried out pursuant to the Eighteenth Resolution, the Nineteenth Resolution, the Twentieth Resolution, the Twenty-second Resolution, the Twenty-fourth Resolution, the Twenty-fifth Resolution, the Twenty-sixth Resolution, the Twenty-seventh resolution and the Twenty-eighth Resolution above and the Thirty-fifth Resolution below

Thirtieth 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

Thirty-first resolution

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

Thirty-second resolution

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

Thirty-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

Thirty-fourth resolution

Overall limits on the amount of issues carried out pursuant to the Thirty-first Resolution, Thirty-second Resolution and Thirty-third Resolution above

Thirty-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)

Thirty-sixth resolution

Shareholder consultation, in accordance with Article L. 225-248 of the Commercial Code, as a result of losses duly recorded in the accounting documents whereby the Company's equity capital falls below half of its share capital, to decide whether or not the Company should be prematurely dissolved.