

Depository's Notice of Combined Ordinary and Extraordinary General Shareholders Meeting of Nanobiotix S.A.

ADSs:	American Depositary Shares.
ADS CUSIP No.:	63009J107.
ADS Record Date:	May 31, 2023. 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:	June 23, 2023 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 Ordinary and Extraordinary General Shareholders Meeting.
Meeting Specifics:	Combined Ordinary and Extraordinary General Shareholders Meeting to be held on June 27, 2023 at 2:00 P.M. (CET) at 60, rue de Wattignies 75012 Paris, France (the "Meeting").
Meeting Agenda:	The agenda has been reproduced on page 3 hereof. You may also view the Company's Notice of Meeting beginning on June 12, 2023 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 June 21, 2023.*
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 **June 21, 2023**.

** ADS holders must deliver their voting instructions in good form, to be received by the Depository by this date - June 21, 2023 - 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 page 3 hereof. **Copies of some Company materials such as the procedures for obtaining preparatory documents and the statutory auditors report will be posted on June 12, 2023 and the Company's Notice of Meeting on June 12, 2023 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

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.