



### GenSight Biologics S.A.

A limited liability company with a board of directors (*société anonyme à conseil d'administration*) incorporated and organized under the laws of France with a share capital of €1,959,268.10

Registered office: 74, rue du Faubourg Saint-Antoine, 75012 Paris, France  
751 164 757 Paris Trade and Companies Register

### AMENDMENT TO THE 2023 UNIVERSAL REGISTRATION DOCUMENT



This amendment to the universal registration document was filed on May 7, 2024 with the *Autorité des Marchés Financiers* (the "**AMF**"), as the competent authority under Regulation (EU) 2017/1129, as amended, without prior approval in accordance with Article 9 of the said Regulation.

The universal registration document may be used for the purpose of a public offer of securities or the admission of securities to trading on a regulated market if it supplemented by a securities note and, as the case may be, by a summary and all the amendments to the universal registration document. These documents are together approved by the AMF in accordance with Regulation (EU) 2017/1129, as amended.

Pursuant to Article 19 of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**"), this amendment updates and should be read in conjunction with the universal registration document filed with the AMF on April 17, 2024 under number D.24-0299 (the "**2023 Universal Registration Document**") and updates the necessary information pursuant to the Prospectus Regulation (the "**Amendment**").

A concordance table is provided in this Amendment to enable the identification of the information incorporated by reference and the information being updated or modified.

Copies of this Amendment and the 2023 Universal Registration Document are available free of charge at GenSight Biologics' registered office (74, rue du Faubourg Saint-Antoine 75012 Paris, France) and on its website (<https://www.gensight-biologics.com>).

The 2023 Universal Registration Document and its Amendment are also available in an electronic format on the AMF's website (<https://www.amf-france.org/>).

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## CONCORDANCE TABLE

To facilitate the reading of the 2023 Universal Registration Document and of the Amendment, the cross-reference table presented below makes it possible to identify the main information provided by the sections in Annex I and Annex II of the Delegated Regulation (EU) 2019/980 of March 14, 2019, as amended (N/A = not applicable).

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## NOTE

In this Amendment, the terms "Company", "GenSight Biologics", "we", "us" and "our" mean GenSight Biologics S.A. All references herein to "€" and "EUR" are to the lawful currency of the member states of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Community, as amended.

This Amendment describes the Company as of the date hereof. The Amendment may be consulted on the Company's website ([www.gensight-biologics.com](http://www.gensight-biologics.com)) and on the AMF's website ([www.amf-france.org](http://www.amf-france.org)).

Unless stated otherwise in this Amendment, the information displayed on the Company's website is not part of the present Amendment.

### **Forward-looking Statements**

This Amendment contains statements regarding our prospects and growth strategies. These statements are sometimes identified by the use of the future or conditional tense, or by the use of forward-looking terms such as "considers", "believes", "aims", "expects", "intends", "should", "anticipates", "estimates", "thinks", "wishes" and "might", or, if applicable, the negative form of such terms and similar expressions or similar terminology. Such information is not historical in nature and should not be interpreted as a guarantee of future performance. Such information is based on data, assumptions, and estimates that we consider reasonable. Such information is subject to change or modification based on uncertainties in the economic, financial, competitive or regulatory environments. This information is contained in several sections of this Amendment and includes statements relating to our intentions, estimates and targets with respect to our markets, strategies, growth, results of operations, financial situation and liquidity. The Company's forward-looking statements speak only as of the date of this Amendment. Absent any applicable legal or regulatory requirements, we expressly disclaim any obligation to release any updates to any forward-looking statements contained in this Amendment to reflect any change in our expectations or any change in events, conditions or circumstances, on which any forward-looking statement contained in this Amendment is based. We operate in a competitive and rapidly evolving environment; it is therefore unable to anticipate all risks, uncertainties or other factors that may affect our business, their potential impact on our business or the extent to which the occurrence of a risk or combination of risks could have significantly different results from those set out in any forward-looking statements, it being noted that such forward-looking statements do not constitute a guarantee of actual results.

### **Information on the Market and Competitive Environment**

This Amendment contains, in particular in Section 3 "Business Overview", information relating to our markets and to our competitive position. Unless otherwise indicated, the information contained in this Amendment related to market shares and the size of relevant markets are our estimates and are provided for illustrative purposes only. We believe that the information contained herein in relation to our markets and competitive position is reliable, but the information has not been verified by an independent expert, and we cannot guarantee that a third-party using different methods to collect, analyze or compute market data would arrive at the same results.

### **Risk Factors**

Investors should carefully consider the risk factors in Section 3 "Risk Factors" of the 2023 Universal Registration Document and in Section 2 "Risk Factors" of the Amendment. The occurrence of all or any of

these risks could have an adverse effect on our business, reputation, results of operation, financial condition or prospects.

**1. PERSON RESPONSIBLE, THIRD PARTY, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL**

**1.1 Identity of the person responsible**

Laurence Rodriguez, Chief Executive Officer of GenSight Biologics S.A. is responsible for the information contained in this Amendment.

**1.2 Declaration of the person responsible**

I hereby declare that the information contained in this Amendment is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

May 7, 2024

Laurence Rodriguez, Chief Executive Officer of GenSight Biologics S.A.

## 2. RISK FACTORS

Risk factors of the Company are described in Section 3 "Risk Factors" of the 2023 Universal Registration Document. The Section 3.1. "Financial risks" of the 2023 Universal Registration Document is updated as follows:

### 2.1 Preamble:

Under Section 3 "Risk Factors" of the 2023 Universal Registration Document the risks 1.1., 1.4 and 1.5 in the table contained in the preamble of this section are updated as follow:

Risk Factors	Criticality level	
	Probability of Occurrence	Magnitude of Negative Impact
<b>1. FINANCIAL RISKS</b>		
1.1 Liquidity risk: without taking into account the net proceeds of the Offering (as defined below), we do not have sufficient net working capital to meet our obligations over the next 12 months, but only until mid-May 2024. Taking into account the net proceeds of the Offering, we do not have sufficient net working capital to meet our obligations over the next 12 months but only until the second part of the third quarter of 2024 and, assuming the manufacturing of our drug product (DP) batch to supply AAC/AAP, bridge the first AAC/AAP payments expected on the same period. With the potential revenues generated by the resumption of AAC/AAP and the net proceeds of the Offering, we anticipate that we would have sufficient net working capital to meet our obligations over the next 12 months	High	Critical
1.4 We may lose access to research tax credits in the event of regulatory or legislative changed or challenges by tax authorities	Low	Moderate
1.5 Our current and future shareholders may experience dilution	High	Low

### 2.2 Financial risks

#### 2.2.1 Liquidity risk

The sub-section 3.1.1 of the 2023 Universal Registration Document "Liquidity risk: as of the date of this Universal Registration Document, we do not have sufficient net working capital to meet our obligations over the next 12 months but only until April 30, 2024" is amended as follow:

3.1.1 LIQUIDITY RISK : WITHOUT TAKING INTO ACCOUNT THE NET PROCEEDS OF THE OFFERING, WE DO NOT HAVE SUFFICIENT NET WORKING CAPITAL TO MEET OUR OBLIGATIONS OVER THE NEXT 12 MONTHS, BUT ONLY UNTIL MID-MAY 2024. TAKING INTO ACCOUNT THE NET PROCEEDS OF THE OFFERING, WE DO NOT HAVE SUFFICIENT NET WORKING CAPITAL TO MEET OUR OBLIGATIONS OVER THE NEXT 12 MONTHS BUT ONLY UNTIL THE SECOND PART OF THE THIRD QUARTER OF 2024 AND, ASSUMING THE MANUFACTURING OF OUR DRUG PRODUCT (DP) BATCH TO SUPPLY AAC/AAP, BRIDGE THE FIRST AAC/AAP PAYMENTS EXPECTED ON THE SAME PERIOD. WITH THE POTENTIAL REVENUES GENERATED BY THE RESUMPTION OF AAC/AAP AND THE NET PROCEEDS OF THE OFFERING, WE ANTICIPATE THAT WE WOULD HAVE SUFFICIENT NET WORKING CAPITAL TO MEET OUR OBLIGATIONS OVER THE NEXT 12 MONTHS

Since our incorporation, we have funded our activities through several equity financings, grants, conditional advances, and research tax credit (*crédit d'impôt recherche* or "CIR"). In 2019, the French National Drug

Safety Agency ("ANSM") granted a named patient Temporary Authorization for Use ("ATU nominative") for LUMEVOQ® and we therefore started to generate revenue from the sale of LUMEVOQ® in France.

In November 2022, we entered into a €35 million credit facility agreement with the European Investment Bank ("EIB"). The credit facility is divided into three tranches of €8 million for the first tranche ("Tranche A"), €12 million for the second tranche ("Tranche B") and €15 million for the third tranche ("Tranche C"), respectively, all subject to certain conditions (the "Facility"). In February 2023, we fully met the disbursement conditions of the Tranche A of the Facility, and requested its drawdown.

However, since we do not meet the Facility's contractual condition related to the PPQ campaign for disbursement of the Tranche B (see Note 11 to our Annual Consolidated Financial Statements), the availability of such tranche is currently suspended, until such time as a new agreement with the EIB is reached on revised conditions to the disbursement of that tranche. Discussions with the EIB on this matter are still ongoing.

Following these events, in order to meet our obligations, we have put in place certain additional cash preservation measures, aimed at significantly reducing our operating cash burn in 2023, including a 40% headcount reduction mainly in commercial teams, leading to a significant reduction equaling approximately 40% of our initially planned 2023 operating expenses. This significant reduction of cash burn will mostly benefit 2024 and the following years until we can reach European Medicines Agency ("EMA") approval and launch the commercialization of LUMEVOQ® in Europe.

As the date of this Amendment and without taking into account the net proceeds of the Offering, we do not have sufficient net working capital to meet our obligations over the next 12 months.

Our current financial debt consists of (i) tranche A of the EIB loan for €8.5 million (nominal amount and financial interests as of December 31, 2023), (ii) bonds convertible into new shares in favor of Heights Capital for a nominal amount of €12 million (€13,2 million in case of full redemption in cash), (iii) state guaranteed loans from our banks for a total outstanding amount of €2.7 million and (iv) conditional advances received from Bpifrance Financement for a total outstanding amount of €6.6 million.

As of March 31, 2024, our available cash and cash equivalents amounted to €2.2 million. We have received the reimbursement of the research tax credit in April 2024 and we are able to meet our obligations until mid-May 2024. In the context of the reserved offering in February 2024, our creditors granted us waivers and standstills until April 30, 2024 extended until May 13, 2024. We have initiated discussions with our creditors to extend these waivers and standstills beyond that date.

Before completion of the Offering and without taking into account the potential revenues generated by the resumption of AAC/AAP, we estimate that (i) our net cash requirement for the next twelve months is approximately €25 million and (ii) we will need to raise approximately €9 million (or an estimated net proceeds of €8 million) to supplement our working capital requirements and fund our operating expenses until the first payments in connection with the potential resumption of the early access in France (AAC/AAP) expected in the third quarter of 2024.

Taking into account the expected net proceeds of the Offering for €8.2 million, we do not have sufficient net working capital to meet our obligations over the next 12 months but only until the second part of the third quarter of 2024 and, assuming the manufacturing of our drug product (DP) batch to supply AAC/AAP, bridge the first AAC/AAP payments expected on the same period. With the potential revenues generated by the resumption of AAC/AAP and the net proceeds of the Offering for €8.2 million, we anticipate that we would have sufficient net working capital to meet our obligations over the next 12 months. After this 12-



month period, we may have to pay, in the second quarter of 2025, the annual rebates on the 2024 AAC/AAP program which may amount up to 70% of the AAC/AAP generated over the year. Consequently, we may need to seek other sources of debt or equity financing or achieve partnering or M&A opportunities, in order to supplement our working capital requirements and fund our operating expenses beyond the second quarter of 2025.

Even though we believe in its ability to achieve our manufacturing objectives, to raise additional funds or achieve partnership or M&A opportunities and to obtain an extension of the waivers from its creditors, no assurance can be given at this time as to whether we will be able to achieve these objectives or to obtain funds at attractive terms and conditions.

If we are not able to raise additional funds or achieve partnership or M&A opportunities, we would need to severely modify our operating plans and may be forced to enter into insolvency proceedings or cease our operations in whole or in part.

If the Offering is not completed, we will have to raise new financing to finance our ongoing activities until the receipt of the first payments related to the resumption of the AAC/AAP for patients which is expected in the third quarter of 2024 when LUMEVOQ® becomes available and the authorization from the ANSM has been obtained.

2.2.2 If we were not able to raise additional funds or achieve M&A opportunities, we would need to severely modify our operating plans and may be forced to enter into insolvency proceedings or cease our operations in whole or in part. We may lose access to research tax credits in the event of regulatory or legislative changes or challenges by tax authorities

The first paragraph of the sub-section 3.1.4 “We may lose access to research tax credits in the event of regulatory or legislative changed or challenges by tax authorities” is amended as follows:

Since incorporation, we have received the CIR, which is granted to companies by the French tax authorities in order to encourage them to conduct technical and scientific research. For the year ended December 31, 2022, we recorded CIR in the amount of approximately €2.2 million which was reimbursed in July 2023. For the year ended December 31, 2023, we recorded CIR in the amount of approximately €1.7 million, the reimbursement of which has been received in April 2024.

2.2.3 The following penultimate paragraph is added under the sub-section 3.1.5 “Our current and future shareholders may experience dilution” is amended as follows:

Subject to the completion of the settlement and delivery of the Offering (as defined in Section 10.3) on May 9, 2024, we will issue (i) 19,585,611 warrants attached to new shares of the Company through a share capital increase without preferential subscription rights reserved to categories of persons satisfying determined characteristics and (ii) 3,914,429 warrants attached to new shares of the Company through a share capital increase without preferential subscription rights by an offering pursuant to Article L. 411-2 1° of the French Monetary and Financial Code. A maximum of 23,500,040 new shares may be issued as a result of the full exercise of these warrants.

### 3. BUSINESS OVERVIEW

Since the publication of the 2023 Universal Registration Document, the Company has published the following press releases, available on its website (<https://www.gensight-biologics.com/category/press-releases/>):

- Press release dated May 7, 2024: GenSight Biologics announces a successful offering for an amount of approximately €9.2 million

#### 3.1 Important events in the development of the Company

The following lines are added to Section 5.3 "Important events in the development of the Company":

May 7, 2024	GenSight Biologics announces a successful offering for an amount of approximately €9.2 million
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## **4. OPERATING AND FINANCIAL REVIEW**

### **4.1 Other income:**

The penultimate paragraph under “Research Tax Credits” of the sub-section 7.2.3 “Other income” is amended as follows:

We have requested the reimbursement of the 2021 and 2022 CIR in the amount of respectively €2.4 and €2.2 million, which were received in December 2022 and July 2023 respectively. We requested the immediate reimbursement of the 2023 CIR for €1.7 million, which has been received in April 2024.

## **5. CAPITAL RESOURCES**

### **5.1 Overview**

Section 8.1 "Overview" is replaced by the following:

We have financed our operations since inception primarily through private placements of equity securities and sale of ordinary shares, raising a total of €8.2 million net of transaction-related costs as of the date of this Amendment including, inter alia,

- the sale of Series B preferred shares for which we received net proceeds of €30.8 million in a private placement which occurred in July 2015,
- the sale of ordinary shares in our initial public offering on Euronext Paris in July 2016 for which we received net proceeds of €41.4 million,
- the capital increase in June 2017 whose net proceeds amounted to €20.7 million,
- the capital increase in February 2019, entirely subscribed by Sofinnova, whose net proceeds amounted to €7.9 million,
- the capital increase in December 2019, subscribed by both Sofinnova and 3Sbio, whose net proceeds amounted to €8.3 million,
- the capital increase in October 2020, for the benefit of a category of persons, whose net proceeds amounted to €23.1 million,
- the capital increase in March 2021, for the benefit of a category of persons, whose net proceeds amounted to €28.1 million,
- conditional €35 million credit facility from the EIB, whose €8 million Tranche A has been received in February 2023,
- a €12 million financing through a convertible bonds issuance to Heights Capital,
- €10 million financing through (i) a convertible bonds issuance to the Investors for €6 million which occurred on August 4, 2023 and (ii) an undertaking to subscribe, subject to certain conditions, to a capital increase by the Investors for €4 million,
- two capital increases for a total net proceeds of €4.0 million and the conversion into new shares of the Tranche 1 convertible bonds,
- a €5 million capital increase subscribed by existing shareholders (Sofinnova Partners, Invus and UPMC Enterprises) and Heights Capital, and
- two capital increases for a total net proceeds of €8.2 million.

## 5.2 Funding sources

The preamble of Section 8.3 "Funding sources" is replaced by the following:

During 2016 and 2017, we obtained new financings by both issuance of securities and receipt of conditional advances from Bpifrance Financement. We did not get any new financing in the course of 2018, we completed two capital increases for a total net proceeds of €16.2 million in 2019, as well as a bond financing of €6.0 million. In 2020, we obtained a state guaranteed loan from banks (*Prêt Garanti par l'État* or "PGE") of €6.8 million, a bond financing of €4.0 million, additional conditional advance and subsidy by Bpifrance Financement for a total amount of €1.4 million as well as a capital increase for a total net proceeds of €23.1 million. In 2021, we received a total net proceeds of €28.1 million from a capital increase. In November 2022, we secured a conditional €35 million credit facility from the EIB, whose €8 million Tranche A has been received in February 2023. In December 2022, we secured €12 million financing through a convertible bonds issuance to Heights Capital. In August 2023, we secured a €10 million bridge financing and drew the Tranche 1 of €6 million in the form of convertible bonds which were converted into shares in November 2023. In November 2023, we also announced the completion of an offering for a total net amount of €4.0 million, composed of (i) a private placement reserved to specialized investors (including the Tranche 2 of the bridge financing) and (ii) a public offering for retail investors via the PrimaryBid platform only in France. In February 2024, we secured a €5 million capital increase subscribed by existing shareholders (Sofinnova Partners, Invus and UPMC Enterprises) and Heights Capital. Subject to the settlement and delivery of the Offering (as defined in section 10.3) scheduled on May 9, 2024, we will complete two capital increases for a total net proceeds of €8.2 million.

In thousands of euros	Equity capital	Bond financing	Borrowings from banks	Conditional advances	Subsidies	Total
2014 (including financing and advances received prior to 2014)	19,436	–	–	678	865	20,979
2015	30,837	–	–	–	–	30,837
2016	41,439	–	–	2,279	–	43,718
2017	20,724	–	–	–	–	20,724
2019	16,182	5,742	–	–	–	21,924
2020	23,133	3,921	6,750	1,139	282	35,225
2021	28,058	–	–	–	–	28,058
2022	–	10,800	–	–	–	10,800
2023	3,977	5,600	8,000	–	–	17,577
2024	12,780	–	–	–	–	12,780
<b>Total</b>	<b>196,566</b>	<b>26,063</b>	<b>14,750</b>	<b>4,096</b>	<b>1,147</b>	<b>242,622</b>

On July 7, 2015, we sold 4,624,871 Series B preferred shares for which we received net proceeds of €30.8 million in a private placement.

On July 8, 2015, we issued 1,833,247 warrants for which we received proceeds of €30 K.

On July 13, 2016, we issued 5,000,000 ordinary shares for which we received net proceeds of €36.4 million in our initial public offering on Euronext Paris.

On August 10, 2016, we issued 655,859 ordinary shares for which we received net proceeds of €5.0 million after exercising the overallotment option in connection with our initial public offering on Euronext Paris.

On September 3, 2016, we issued 112,000 ordinary shares for which we received net proceeds of €3 K in connection with the exercise of share warrants.

On October 6, 2016, we issued 32,720 ordinary shares for which we received net proceeds of €4 K in connection with the exercise of share warrants.

On October 31, 2016, we issued 205,000 warrants for which we received proceeds of €133 K.

On June 27, 2017, we issued 3,750,000 ordinary shares for which we received net proceeds of €20.7 million.

On February 25, 2019, we issued 3,921,568 ordinary shares for which we received net proceeds of €7.9 million.

On December 19, 2019, we issued 3,799,701 ordinary shares for which we received net proceeds of €8.3 million.

On October 22, 2020, we issued 5,954,650 new ordinary shares with a nominal value of €0.025 each for total net proceeds of €23.1 million.

On March 26, 2021, we issued 4,477,612 new ordinary shares with a nominal value of €0.025 each for total net proceeds of €28.1 million.

In November 2022, we entered into a €35 million credit facility agreement with the European Investment Bank ("EIB"), supported by the European Fund for Strategic Investment (EFSI).

The Facility is divided into three tranches: €8 million for Tranche A, €12 million for Tranche B and €15 million for Tranche C. The disbursement of each tranche is subject to certain conditions. The Tranche A has been received in January 2023, after disbursement conditions have been met. In particular, on January 25, 2023, we issued 1,141,096 warrants in favor of the EIB.

On December 22, 2022, we signed a subscription agreement for a €12 million convertible bonds financing from Heights Capital (the "2022 OCAs"). This €12 million financing was subscribed at 90% of the nominal value, i.e. 10.8 million euros, in the form of bonds convertible into new ordinary shares with a 30% premium. We issued 120 notes on December 28, 2022 at an issue price of €90,000 per bond, for a period of five years, i.e. until December 28, 2027. The bonds do not bear interest. A maximum of 26,507,620 new shares may be issued as a result of the full amortization in shares (exclusively at the new price limit ) of such bonds.

In August 2023, we signed the Bridge Financing with Sofinnova Crossover I SLP, Invus Public Equities LP and UPMC Enterprises (together, the "Investors") and drew down Tranche 1 of the Bridge Financing of €6 million.

The Bridge Financing was divided into two tranches, each subject to certain conditions:

- Tranche 1 of €6 million through the issuance of 60 convertible bonds (the "2023 OCAs,") maturing in twelve months and bearing interest at 10% per annum; and
- Tranche 2 of €4 million through the issuance of new ordinary shares.

Each tranche has been subscribed for by each investor pro rata to its participation in the Bridge Financing, as follows: 35% for Sofinnova Crossover I SLP, 35% for Invus Public Equities LP and 30% for UPMC Enterprises.

Tranche 1 comprised of 60 2023 OCAs with a par value of €100,000 each, representing gross proceeds of the issuance of €6 million. The 2023 OCAs has been subscribed for as follows: €2.1 million by Sofinnova Crossover I SLP, €2.1 million by Invus Public Equities LP and €1.8 million by UPMC Enterprises. The 2023 OCAs entitled their holders, in the event of conversion, to a maximum of 140,409 new ordinary shares per 2023 OCA, i.e. a conversion price of 0.7122 euros per 2023 OCA (the "Conversion Price"), corresponding to a premium of 1.04% to the volume-weighted average price of our shares on Euronext Paris over the last twenty trading sessions preceding the determination of the price, in accordance with the limits set in the 17th resolution of the shareholders' meeting held on June 21, 2023 (the "AGM").

On November 23, 2023, (i) we issued 10,292,685 new shares through a share capital increase without preferential subscription rights reserved to categories of persons satisfying determined characteristics, including 4 million euros resulting from Tranche 2 of the Bridge Financing and a simultaneous capital increase without preferential subscription rights by way of a public offering carried out through the PrimaryBid platform and (ii) the 2023 OCAs and interests have been converted into 8,680,797 new ordinary shares.

On February 7, 2024, we secured a €5 million capital increase subscribed by existing shareholders (Sofinnova Partners, Invus and UPMC Enterprises) and Heights Capital through the issuance of 13,061,651 new ordinary shares. Such capital increase was subject to, among other conditions, the approval of us, the Investors, our creditor banks (BNP Paribas, CIC and Bpifrance) (the "Banks"), the EIB and Heights Capital with respect to waivers from the Banks, EIB and Heights Capital on any provision which could trigger an early repayment of their loans to us or convertible bonds, deferral of principal payments due to the Banks and Heights Capital, and waiver of any EIB adjustment right it has under the warrant agreement dated December 22, 2022. These waivers and standstills were granted until April 30, 2024 and subject to certain terms and conditions to be fulfilled in 2024.

Subject to the settlement and delivery of the Offering (as defined in section 10.3) scheduled on May 9, 2024, we will issue (i) 19,585,611 new shares each with warrants of the Company attached through a share capital increase without preferential subscription rights reserved to categories of persons satisfying determined characteristics and (ii) 3,914,429 new shares each with warrants of the Company attached through a share capital increase without preferential subscription rights by an offering pursuant to Article L. 411-2 1° of the French Monetary and Financial Code. A maximum of 23,500,040 new shares may be issued as a result of the full exercise of the warrants.

### **5.3 Information regarding the anticipated sources of funds needed**

The section 8.5 "Information regarding the anticipated sources of fund needed" is replaced by the following:

As the date of this Amendment, and without taking into account the net proceeds of the Offering, we do not have sufficient net working capital to meet our obligations over the next 12 months.

Our current financial debt consists of (i) tranche A of the EIB loan for €8.5 million (nominal amount and financial interests as of December 31, 2023), (ii) bonds convertible into new shares in favor of Heights Capital for a nominal amount of €12 million (€13,2 million in case of full redemption in cash), (iii) state guaranteed loans from its banks for a total outstanding amount of €2.7 million and (iv) conditional advances received from Bpifrance Financement for a total outstanding amount of €6.6 million.

As of March 31, 2024, our available cash and cash equivalents amounted to €2.2 million. We have received the reimbursement of the research tax credit in April 2024 and we are able to meet our obligations until mid-May 2024. In the context of the reserved offering in February 2024, our creditors granted us waivers and standstills until April 30, 2024 extended until May 13, 2024. We have initiated discussions with our creditors to extend these waivers and standstills beyond that date.

Before completion of the Offering and without taking into account the potential revenues generated by the resumption of AAC/AAP, we estimate that (i) our net cash requirement for the next twelve months is approximately €25 million and (ii) we will need to raise approximately €9 million (or an estimated net proceeds of €8 million) to supplement our working capital requirements and fund our operating expenses until the first payments in connection with the potential resumption of the early access in France (AAC/AAP) expected in the third quarter of 2024.

Taking into account the expected net proceeds of the Offering for €8.2 million, we do not have sufficient net working capital to meet our obligations over the next 12 months but only until the second part of the third quarter of 2024 and, assuming the manufacturing of our drug product (DP) batch to supply AAC/AAP, bridge the first AAC/AAP payments expected on the same period. With the potential revenues generated by the resumption of AAC/AAP and the net proceeds of the Offering for €8.2 million, we anticipate that we would have sufficient net working capital to meet our obligations over the next 12 months. After this 12-month period, we may have to pay, in the second quarter of 2025, the annual rebates on the 2024 AAC/AAP program which may amount up to 70% of the AAC/AAP generated over the year. Consequently, we may need to seek other sources of debt or equity financing or achieve partnering or M&A opportunities, in order to supplement our working capital requirements and fund our operating expenses beyond the second quarter of 2025.

If the Offering is not completed, we will have to raise new financing to finance our ongoing activities until the receipt of the first payments related to the resumption of the AAC/AAP for patients which is expected in the third quarter of 2024 when LUMEVOQ® becomes available and the authorization from the ANSM has been obtained.

We could extend our expected cash runway through:

- the possibility of raising additional financing through other sources of debt or equity financing;
- the receipt of the Tranche B of the Facility for €12 million;
- the receipt of revenue from the supply of LUMEVOQ® in France from the resumption of early access program in France (*Autorisation d'Accès Compassionnel ou Précoce* (AAC/AAP), formerly *Autorisation Temporaire d'Utilisation* (ATU));
- the achievement of M&A opportunities; and/or
- the conclusion of strategic transactions such as business development partnerships.

The availability of Tranche B of the Facility is currently suspended, until such time as a new agreement with the EIB is reached on revised conditions to the disbursement of that tranche. Discussions with the EIB on this matter are still ongoing.

Even though we believe in our ability to achieve our manufacturing objectives, to raise additional funds or achieve partnership or M&A opportunities and to obtain an extension of the waivers from its creditors, no assurance can be given at this time as to whether we will be able to achieve these objectives at attractive terms and conditions.

If we were not able to raise additional funds or achieve M&A opportunities, we would need to severely modify its operating plans and may be forced to enter into insolvency proceedings or cease its operations in whole or in part.



## 6. TREND INFORMATION

A sub-section 10.3 "Recent Events" is added:

### 10.3 RECENT EVENTS

#### 10.3.1 Offering

##### Main characteristics of the Offering

On May 7, 2024, we announced the results of an offering of new shares with warrants attached for a total of €9,282,515.80, carried out in two distinct but concomitant parts:

- a capital increase without shareholders' preferential subscription rights reserved to a category of persons satisfying determined characteristics, for a total amount of €7,736,316.345, through the issuance of 19,585,611 new shares of a per value of €0.025, pursuant to Article L. 225-138 of the French Commercial Code and in accordance with the 4<sup>th</sup> resolution of the extraordinary general meeting of shareholders of January 10, 2024 (the "**General Meeting**")<sup>1</sup> (x) in Europe (including in France) to qualified investors in accordance with Article 2(e) of the Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**"), outside the United States in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and (y) in the United States to certain institutional investors in reliance on the exemption from registration under Section 4(a)(2) of the Securities Act to which are attached one warrant for one new share (the "**Reserved Offering**"), and
- a capital increase without preferential subscription rights by way of an offering pursuant to Article L. 411-2 1° of the French Monetary and Financial Code, for a total amount of €1,546,199.455, by the issuance of 3,914,429 new shares of a per value of €0.025, in accordance with 2<sup>nd</sup> and 3<sup>rd</sup> resolutions of the General Meeting (x) in Europe (including in France) aimed exclusively at "qualified investors" in accordance with Article 2(e) of the Prospectus Regulation or a restricted circle of investors with fewer than 150 natural or legal persons, other than qualified investors, in accordance with Article 1(4)(b) of the Prospectus Regulation, outside the United States in "offshore transactions" in reliance on Regulation S under the Securities Act and (y) outside the European Union to certain institutional investors on a private placement basis, to which are attached one warrant for one new share (the "**Private Placement**", together with the Reserved Offering, the "**Offering**").

##### Reasons for the Offering and use of proceeds

We intend to use the net proceeds from the Offering as follows: (i) 66% to finance our general corporate needs and (ii) 34 % to complete manufacturing operations and regulatory procedures in order to provide

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<sup>1</sup> The shareholders of the Company expressly decided to waive their preferential subscription rights at the General Meeting (4th resolution) in favor of the following categories of persons: (i) natural or legal persons (including companies), investment companies, trusts, investment funds or other investment vehicles in whatever form, whether under French or foreign law, investing on a regular basis in the pharmaceutical, biotechnological, ophthalmological, neurodegenerative diseases or medical technologies sectors; and/or (ii) French or foreign companies, institutions or entities, whatever their form, exercising a significant part of their activity in these fields and/or (iii) French or foreign investment service providers with equivalent status who may guarantee the completion of a capital increase intended to be placed with the persons referred to in (i) and (ii) above and, in this context, to subscribe for the securities issued

drug product both to launch the potential new RECOVER Phase III clinical trial of LUMEVOQ®, and for a possible resumption of the early access program in the third quarter of 2024.

## 7. MAJOR SHAREHOLDERS

As of the date of this Amendment and before the settlement of the Offering<sup>2</sup> (as defined in section 10.3), we are not controlled by any majority shareholder and our share capital is equal to €1,959,268.10 divided into 78,370,724 fully authorized, subscribed and paid-up ordinary shares with a nominal value of €0.025 each.

The table below sets forth the share capital structure, based on available information as of the date of this Amendment and before the settlement of the Offering:

Shareholders	Shareholders (non-diluted)		Shareholders (diluted) <sup>(1)</sup>	
	Number of shares and voting rights	% of share capital and voting rights	Number of shares and voting rights	% of share capital and voting rights
<b>5% Shareholders</b>				
Sofinnova <sup>(2)</sup>	18,484,727	23.59%	18,484,727	16.74%
Invus <sup>(3)</sup>	12,973,492	16.55%	12,973,492	11.75%
UPMC <sup>(4)</sup>	7,829,251	9.99%	7,829,251	7.09%
The Goldman Sachs Group, Inc. <sup>(5)</sup>	5,325,415	6.80%	5,325,415	4.82%
Heights <sup>(6)</sup>	653,083	0.83%	27,160,703	24.60%
Armistice Capital Master Fund Ltd. <sup>(7)</sup>	-	-	-	-
JEA Vision LLC <sup>(8)</sup>	-	-	-	-
<b>Directors and Officers</b>	167,002	0.21%	2,337,002	2.12%
Employees	55,000	0.07%	700,500	0.63%
Other shareholders (total)	32,882,754	41.96%	35,619,265	32.25%
<b>Total</b>	<b>78,370,724</b>	<b>100.00%</b>	<b>110,430,355</b>	<b>100.00%</b>

- (1) The number of shares contained in the table includes the 32,059,631 shares that may be issued by the Company further to the exercise of the remaining share warrants, founders share warrants, free shares and stock options outstanding.
- (2) Sofinnova: French management company located at 7-11 boulevard Haussmann, 75009 Paris, France, which manages Sofinnova Crossover I SLP.
- (3) Invus: a Bermudian company located at Clarendon House, 2 Church Street, Hamilton HM 11 Bermuda.
- (4) UPMC: a non-profit organization located 6425, Penn Avenue, Suite 200, Pittsburgh, Pennsylvania, United States of America.
- (5) The Goldman Sachs Group : a US company having its registered office at Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, USA
- (6) Heights Capital : a Cayman Islands exempted company located PO Box 309GT, Uglund House South Church Street, George Town Grand Cayman, Cayman Islands.
- (7) Armistice Capital Master Fund Ltd.: a US fund having its registered office at 510 Madison Avenue, 7th floor, New-York, NY 10022, United States of America.
- (8) JEA Vision LLC: an American company registered in the state of Delaware, in the United States of America.

The table below sets forth the share capital structure, based on available information as of the date of this Amendment and after the settlement of the Offering (issuance of the New Shares only, without the exercise of the Warrants):

<sup>2</sup> As described in Section 7 of this Amendment, 23,500,040 new ordinary shares will be issued under the Offering.

Shareholders	Shareholders (non-diluted)		Shareholders (diluted) <sup>(1)</sup>	
	Number of shares and voting rights	% of share capital and voting rights	Number of shares and voting rights	% of share capital and voting rights
<b>5% Shareholders</b>				
Sofinnova <sup>(2)</sup>	23,548,018	23.12%	28,611,309	18.17%
Invus <sup>(3)</sup>	17,593,745	17.27%	22,213,998	14.11%
UPMC <sup>(4)</sup>	10,158,364	9.97%	12,487,477	7.93%
The Goldman Sachs Group, Inc. <sup>(5)</sup>	5,325,415	5.23%	5,325,415	3.38%
Heights <sup>(6)</sup>	653,083	0.64%	27,160,703	17.25%
Armistice Capital Master Fund Ltd. <sup>(7)</sup>	6,329,113	6.21%	12,658,226	8.04%
JEA Vision LLC <sup>(8)</sup>	3,450,000	3.39%	6,900,000	4.38%
<b>Directors and Officers</b>	167,002	0.16%	2,337,002	1.48%
Employees	55,000	0.05%	700,500	0.44%
Other shareholders (total)	34,591,024	33.96%	39,035,805	24.82%
<b>Total</b>	<b>101,870,764</b>	<b>100.00%</b>	<b>157,430,435</b>	<b>100.00%</b>

- (1) The number of shares contained in the table includes 55,559,671 shares that may be issued by the Company further to the exercise of the remaining share warrants, founders share warrants, free shares and stock options outstanding.
- (2) Sofinnova: French management company located at 7-11 boulevard Haussmann, 75009 Paris, France, which manages Sofinnova Crossover I SLP.
- (3) Invus: a Bermudian company located at Clarendon House, 2 Church Street, Hamilton HM 11 Bermuda.
- (4) UPMC: a non-profit organization located 6425, Penn Avenue, Suite 200, Pittsburgh, Pennsylvania, United States of America.
- (5) The Goldman Sachs Group : a US company having its registered office at Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, USA
- (6) Heights Capital : a Cayman Islands exempted company located PO Box 309GT, Uglund House South Church Street, George Town Grand Cayman, Cayman Islands.
- (7) Armistice Capital Master Fund Ltd.: a US fund having its registered office at 510 Madison Avenue, 7th floor, New-York, NY 10022, United States of America.
- (8) JEA Vision LLC: an American company registered in the state of Delaware, in the United States of America.

The table below sets forth the share capital structure, based on available information as of the date of this Amendment and after the settlement of the Offering and the exercise of all the Warrants :

Shareholders	Shareholders (non-diluted) <sup>(9)</sup>		Shareholders (diluted) <sup>(1)</sup>	
	Number of shares and voting rights	% of share capital and voting rights	Number of shares and voting rights	% of share capital and voting rights
<b>5% Shareholders</b>				
Sofinnova <sup>(2)</sup>	28,611,309	22.82%	28,611,309	18.17%
Invus <sup>(3)</sup>	22,213,998	17.72%	22,213,998	14.11%
UPMC <sup>(4)</sup>	12,487,477	9.96%	12,487,477	7.93%
The Goldman Sachs Group, Inc. <sup>(5)</sup>	5,325,415	4.25%	5,325,415	3.38%
Heights <sup>(6)</sup>	653,083	0.52%	27,160,703	17.25%
Armistice Capital Master Fund Ltd. <sup>(7)</sup>	12,658,226	10.10%	12,658,226	8.04%
JEA Vision LLC <sup>(8)</sup>	6,900,000	5.50%	6,900,000	4.38%
<b>Directors and Officers</b>	167,002	0.13%	2,337,002	1.48%

Employees	55,000	0.04%	700,500	0.44%
Other shareholders (total)	36,299,294	28.96%	39,035,805	24.82%
<b>Total</b>	<b>125,370,804</b>	<b>100.00%</b>	<b>157,430,435</b>	<b>100.00%</b>

- (1) The number of shares contained in the table includes 32,059,631 shares that may be issued by the Company further to the exercise of the remaining share warrants, founders share warrants, free shares and stock options outstanding.
- (2) Sofinnova: French management company located at 7-11 boulevard Haussmann, 75009 Paris, France, which manages Sofinnova Crossover I SLP.
- (3) Invus: a Bermudian company located at Clarendon House, 2 Church Street, Hamilton HM 11 Bermuda.
- (4) UPMC: a non-profit organization located 6425, Penn Avenue, Suite 200, Pittsburgh, Pennsylvania, United States of America.
- (5) The Goldman Sachs Group : a US company having its registered office at Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, USA
- (6) Heights Capital : a Cayman Islands exempted company located PO Box 309GT, Ugland House South Church Street, George Town Grand Cayman, Cayman Islands.
- (7) Armistice Capital Master Fund Ltd.: a US fund having its registered office at 510 Madison Avenue, 7th floor, New-York, NY 10022, United States of America.
- (8) JEA Vision LLC: an American company registered in the state of Delaware, in the United States of America.
- (9) If a non-EU shareholder exceeds the threshold of 10% of share capital or voting rights, the foreign investment control regime set out in Articles L. 151-3 *et seq.* of the French Monetary and Financial Code will apply.

## 8. RELATED PARTY TRANSACTIONS

The following paragraph is added under Section 17.1 "Agreements with the Company's Major Shareholders" as a sub-section 17.1.3 "Subscription agreement with Sofinnova", under Section 17.2 "Transactions with Key Management Persons" as a sub-section 17.2.3 "Subscription agreement with Sofinnova" and under Section 17.3 "Regulated Agreements" as a paragraph "Subscription agreement with Sofinnova":

On May 3, 2024, we entered into a subscription agreement with Sofinnova Crossover I SLP ("**Sofinnova**"), pursuant to which Sofinnova agreed to invest for an amount of approximately €2 million for a total of 5,063,291 ABSA in the Reserved Offering (as these terms are defined in Section 2.2 of the present Amendment).

Sofinnova being one of our major shareholders and its management company, Sofinnova Partner, being member of the Board of Directors, the subscription agreement executed on May 3, 2024, was approved by the Board of Directors on May 3, 2024 and will be subject to the approval of our shareholders under the regulated agreements procedure.

**9. FINANCIAL INFORMATION CONCERNING THE GROUP'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**

The third paragraph of the sub-section 18.6 "Legal and arbitration proceedings" is amended as follows:

In particular, in February 2024, the Company was summoned by a former executive to pay the severance package provided for in his contract and a provision for compensation for the loss suffered as a result of his dismissal. As of the date of this Amendment, the proceeding is still ongoing and a first hearing is scheduled by the end of the second quarter of 2024. The estimated risk relating to this proceeding has been provisioned and the related provision together with the other provisions of the Company are described in section 18.1.3 of the Universal Registration Document.

## 10. SHARE CAPITAL

### 10.1 Amount of issued capital

Section 19.1.1 "Amount of issued capital" is replaced by the following:

As of the date of this Amendment and before the settlement of the Offering, our share capital is equal to €1,959,268.10, divided into 78,370,724 shares, with nominal value of €0.025 per share, fully authorized, subscribed and paid-up.

After the settlement of the Offering, our share capital will be equal to €2,546,769.10, divided into 101,870,764 shares, with nominal value of €0.025 per share, fully authorized, subscribed and paid-up.

### 10.2 Terms governing any right of acquisition and/or any obligation attached to subscribed but not paid-up capital

Section 19.1.6 "Terms governing any right of acquisition and/or any obligation attached to subscribed but not paid-up capital" is replaced as follows:

The table below sets forth the resolutions regarding issuance of shares currently in force:

Purpose	Shareholder's Meeting resolution	Maximum amount	Period of validity	Global maximum amount in euros	Use of the delegations	Residual maximum amount in euros
Delegation of authority to be given to the Board of Directors to increase the capital by incorporation of reserves, profits and/or premiums in accordance with the provisions of Articles L.225-129-2, L.225-130 and L.22-10-50 of the French Commercial Code	15th resolution of the 2023 Shareholders' Meeting	Capital increase: Maximum <b>100% of the share capital</b> at the date of the 2023 Shareholders' Meeting i.e. <b>€1,158,389.78</b>	26 months i.e. until August 21, 2025	Capital increase: Maximum <b>100% of the share capital</b> at the date of the 2023 Shareholders' Meeting i.e. <b>€1,158,389.78</b>	—	Capital increase: <b>€1,158,389.78</b>
Delegation of authority to be given to the Board of Directors in order to issue ordinary shares(1) giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights by public offering in accordance with the provisions of Articles L.225-129-2, L.225-136 and L.228-92 of the French Commercial Code	1st resolution of the January 2024 Shareholders' Meeting	Capital increase:  Maximum <b>80% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€1,306,181.46</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>	26 months i.e. until March 10, 2026	Capital increase:  <b>100% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€1,632,726.83</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>	—	Capital increase:  <b>€1,632,726.83</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>
Delegation of authority given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights as remuneration for the securities contributed in the context of a public exchange offering in accordance with the	21st resolution of the 2022 Shareholders' Meeting	Capital increase:  Maximum <b>20% of the share capital</b> at the date of the 2022 Shareholders' Meeting i.e. <b>€231,677.96</b>	26 months i.e. until July 25, 2024	Capital increase:  <b>100% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€1,632,726.83</b>	—	Capital increase:  <b>€1,632,726.83</b>



provisions of Articles L.225-129-2, L.225-135, L.225-148 and L.228-92 of the Commercial Code		Debt instruments giving access to equity securities: <b>€50,000,000</b>		Debt instruments giving access to equity securities: <b>€50,000,000</b>		Debt instruments giving access to equity securities: <b>€50,000,000</b>
Delegation of authority to be given to the Board of Directors in order to issue ordinary shares <sup>(1)</sup> giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights by an offer referred to at section II of Article L.411-2 of the Monetary and Financial Code in accordance with the provisions of Articles L.225-129-2, L.225-135, L.225-136 and L.228-92 of the French Commercial Code	2nd resolution of the January 2024 Shareholders' Meeting	Capital increase:  <b>Maximum 20% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€326,545.37</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>	26 months i.e. until March 10, 2026	Capital increase:  <b>100% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€1,632,726.83</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>	Date of use by the Board of Directors : May 3, 2024  3,914,498 new shares issued, consisting of a capital increase of €97,860.25 <sup>(1)</sup>  and  3,914,498 new shares to be issued pursuant to the exercise of the Warrants consisting of a capital increase of €97,860.25	Capital increase:  <b>€130,824.87</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>
Delegation of authority given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) with maintenance of the preferential subscription right in accordance with the provisions of Articles L.225-129-2, L.225-132, L.228-92 and L.22-10-49 of the French Commercial Code .	16th resolution of the 2023 Shareholders' Meeting	Capital increase:  <b>Maximum 50% of the share capital</b> at the date of the 2023 Shareholders' Meeting i.e. <b>€579,194.89</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>	26 months i.e. until August 21, 2025	Capital increase:  <b>Maximum 50% of the share capital</b> at the date of the 2023 Shareholders' Meeting i.e. <b>€579,194.89</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>	—	Capital increase:  <b>€579,194.89</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>
Delegation of authority to be given to the Board of Directors in order to issue ordinary shares <sup>(2)</sup> giving, where applicable, access to common shares or the award of debt securities (for the company or a company in the group) and/or securities entitling to common shares (in the company or a company in the group) with the elimination of the preemptive right to the benefit of categories of persons fulfilling certain characteristics, duration of the delegation of authority, maximum par value of the capital increase, issue bonus, option of limiting the amount of subscriptions or distributing unsubscribed shares.	4th resolution of the January 2024 Shareholders' Meeting	Capital increase:  <b>Maximum 80% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€1,306,181.46</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>	18 months i.e. until July 10, 2025	Capital increase:  <b>100% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€1,632,726.83</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>	Date of use by the Board of Directors: February 7, 2024  13,061,651 new shares issued, consisting of a capital increase of €326,541.28  Date of use by the Board of Directors : May 3, 2024 19,585,611 new shares issued, consisting of a capital increase of €489,640.275 <sup>(2)</sup> and 19,585,611 new shares to be issued pursuant to the exercise of Warrants consisting of a capital increase of €489,640.275	Capital increase:  <b>€359,63</b>  Debt instruments giving access to equity securities: <b>€50,000,000</b>

Delegation of authority to be granted to the Board of Directors in order to issue share purchase warrants <sup>(3)</sup> (BSA), purchase and/or subscription warrants for existing and/or new shares (BSAANE) and/or purchase and/or subscription warrants for new and/or existing redeemable shares (BSAAR) with a waiver of the preferential subscription right benefiting categories of persons in accordance with the provisions of articles L.225-129-2, L.225-138 and L.228-91 of the French Commercial Code	19th resolution of the 2023 Shareholders' Meeting	<b>2% of the share capital</b> at the date of the 2023 Shareholders' Meeting i.e. <b>€23,167.80</b>	18 months i.e. until December 21, 2024	Capital increase:  <b>100% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€1,632,726.83</b>	—	Capital increase:  <b>€23,167.80</b>
Authorization given to the Board of Directors with a view to the granting of options <sup>(4)</sup> for the subscription and/or purchase of shares to members of the salaried work force (and/or certain corporate officers) in accordance with the provisions of Articles L.225-177 to L.225-185 of the Commercial Code	24th resolution of the 2021 Shareholders' Meeting	<b>Maximum 5% of the share capital at the date of the 2021 Shareholders' Meeting i.e. €57,471.60</b>	38 months i.e. until June 28, 2024	<b>100% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€1,632,726.83</b>	Date of use by the Board of Directors: May 23, 2022 and March 23, 2023 250,000 stock options issued corresponding to approximately 0.54% of the share capital as of the date of the 2021 Shareholders' Meeting and consisting of a potential capital increase of <b>€6,250</b> and 310,000 stock options issued corresponding to approximately 0.65% of the share capital as of the date of the 2021 Shareholders' Meeting and consisting of a potential capital increase of <b>€7,750</b>	Capital increase:  <b>€43,471.60</b>
Authorization given to the Board of Directors with a view to allocating free of charges shares to members of the salaried work force and/or certain corporate officers in accordance with the provisions of articles L.225-197-1 and L.225-197-2 and L.22-10-59 of the French Commercial Code .	20th resolution of the 2023 Shareholders' Meeting	<b>5% of the share capital</b> at the date of the 2023 Shareholders' Meeting i.e. <b>€57,919.49</b>	38 months i.e. until August 21, 2026	<b>100% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€1,632,726.83</b>	Date of use by the Board of Directors: March 21, 2024 Number of free shares issued: 770,000 corresponding to approximately 1.7% of the share capital as of the date of the 2023 Shareholders' Meeting and consisting of a potential capital increase of <b>€19.250</b>	Capital increase:  <b>€38,669.19</b>
Delegation given to the Board of Directors in order to increase the capital through the issue of ordinary shares and/or securities giving right to the capital, subject to a limitation of 10 % of the capital in view of remunerating contributions in kind of shares or securities giving right to the capital in accordance with the provisions of articles L.225-129-2, L.225-147 and L.228-92 of the French Commercial Code.	26th resolution of the 2022 Shareholders' Meeting	Capital increase: <b>Maximum 10% of the share capital</b> at the date of the 2022 Shareholders' Meeting i.e. <b>€115,838.98</b>	26 months i.e. until July 25, 2024	Capital increase:  <b>100% of the share capital</b> at the date of the January 2024 Shareholders' Meeting i.e. <b>€1,632,726.83</b>	—	Capital increase:  <b>€115,838.98</b>

(1) Subject to settlement-delivery of the Private Placement for an amount of €1,546,199.455, representing 3,914,429 ABSA at a price of €0.3950 per ABSA.

(2) Subject to settlement-delivery of the Reserved Offering for an amount of €7,736,316.35, representing 19,585,611 ABSA at a price of €0.3950 per ABSA.

### 10.3 History of the Company's share capital since its inception

The sub-section 19.1.8 "History of the Company's share capital since its inception" is completed as follows:

Date	Nature of Operation	Number of shares issued	Nominal value of the share (in €)	Issue price per share (in €)	Share premium (in €)	Issue price (in €)	Number of shares representing the share capital	Capital increase (in €)	Share capital (in €)
<b>Total as of the date of the Universal Registration Document</b>		<b>78,370,724</b>			<b>195,202,658</b>	<b>210,303,434</b>	<b>78,370,724</b>		<b>1,959,268.10</b>
May 9, 2024	Share capital increase	19,585,611	0.025	0.395	7.246.676,07	7,736,316.345	97,956,335	489.640,275	2,448,908.375
May 9, 2024	Capital increase related costs	-	0.025	-	(918,768)	-	97,956,335	-	2,448,908.375
May 9, 2024	Share capital increase	3,914,429	0.025	0.395	1.448.338,73	1,546,199.455	101,870,764	97.860,725	2,546,769.1
May 9, 2024	Capital increase related costs	-	0.025	-	(183,627)	-	101,870,764	-	2,546,769.1
<b>Total as of the date of this Amendment</b>		<b>101,870,764</b>			<b>202,795,278</b>	<b>219,585,585.8</b>			<b>2,546,769.1</b>

### 10.4 Annual shareholders' meeting of 29 May 2024

A sub-section 19.2.9 "Annual shareholders' meeting of 29 May 2024" is added:

The combined general meeting of shareholders of the Company will be held on May 29, 2024 at 9 a.m. at the Company's registered office, to vote on the following agenda (subject to change in accordance with applicable law):

#### I. Resolutions presented by the board of directors:

##### Ordinary resolutions:

1. Approval of the financial statements for the fiscal year ended December 31, 2023,
2. Approval of the consolidated financial statements for the fiscal year ended December 31, 2023,
3. Appropriation of net income for the year
4. Special report of the Statutory Auditors on the regulated agreements, and approval and ratification of these agreements,
5. Renewal of Mr. Michael Wyzga as director,
6. Appointment of Mr. William J. Montheith as director,

7. Ratification of the provisional appointment of Mrs. Laurence Rodriguez as director,
8. Renewal of Mrs. Laurence Rodriguez as director,
9. Renewal of Mr. José-Alain Sahel as censor,
10. Approval of the compensation policy for the Chief Executive Officer and/or any other executive director,
11. Approval of the compensation policy for the Chairman of the Board of Directors,
12. Approval of the compensation policy for the members of the Board of Directors,
13. Approval of the information referred to in Article L. 22-10-9 (I) of the French Commercial Code,
14. Approval of the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Mr. Michael Wyzga, Chairman of the Board of Directors,
15. Approval of the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Mrs. Laurence Rodriguez, Chief Executive Officer since December 21, 2023,
16. Authorization given to the Board of Directors to buyback the Company's shares in accordance with Article L. 22-10-62 of the French Commercial Code, authorization period, purpose, terms and conditions, cap, suspension during a takeover bid,

**Extraordinary resolutions:**

17. Authorization to be given to the Board of Directors to cancel the Company's shares in accordance with Article L. 22-10-62 of the French Commercial Code, authorization period, cap, and suspension during a takeover bid,
18. Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities given access to share capital (of the Company or of a Group company) and/or debt securities, with preferential subscription rights, delegation period, maximum nominal value of the capital increase, option to offer unsubscribed securities to the public, suspension during a takeover bid,
19. Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights, by means of a public offering (excluding the offerings referred to in Article L. 411-2 of the French Monetary and Financial Code), delegation period, maximum nominal value of the capital increase, issuance price, option to limit the subscriptions amount or to allocate unsubscribed securities to the public, suspension during a takeover bid,
20. Delegation of authority given to the Board of Directors to issue ordinary shares and/ or securities giving access to the capital (of the Company or of a Group company) and/or to debt securities, without preferential subscription rights, in consideration for securities tendered in connection with a public exchange offer, suspension during a takeover bid,

21. Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights, by means of an offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, delegation period, maximum nominal value of the capital increase, option to limit the subscriptions amount or to allocate unsubscribed securities to the public, suspension during a takeover bid,

22. Authorization, in the case of issuance without preferential subscription rights, to set, the issue price under the conditions determined at the meeting,

23. Delegation of authority to be given to the Board of Directors in order to issue ordinary shares giving right and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or to equity securities giving access to the share capital to be issued, without preferential subscription rights in favour of a category of persons satisfying determined characteristics, delegation period, maximum nominal value of the capital increase, option to limit the subscriptions amount or to allocate unsubscribed securities to the public, suspension during a takeover bid,

24. Authorization to increase the amount of issues,

25. Delegation of authority to be given to the Board of Directors to increase capital by issuing ordinary shares and/or securities giving access to the capital, up to a maximum of 10% of the capital, in order to remunerate contributions in kind of equity securities or securities giving access to the capital, delegation period, suspension during a takeover bid,

26. Delegation of authority to be given to the Board of Directors in order to issue share warrants (BSA), warrants for subscription and/or acquisition of new and/or existing shares (BSAANE) and/or warrants for subscription and/or acquisition of new and/or existing redeemable shares (BSAAR), without preferential subscription rights in favour of a category of persons, maximum nominal amount of the capital increase, delegation period, exercise price, suspension during a takeover bid,

27. Authorization to be given to the Board of Directors in order to grant stock options and/or to issue to salaried staff members and/or certain executive directors of the company or companies or economic interest groups related to it, waiver by shareholders of their preferential subscription right, authorization period, cap, exercise price, maximum option duration,

28. Authorization to be given to the Board of Directors in order to allocate existing free shares free and/or to issue to salaried staff members and/or certain executive directors of the company or companies or economic interest groups related to it, waiver by shareholders of their preferential subscription right, authorization period, cap, vesting periods, particularly in the event of disability and retention as applicable,

29. Global limitation of the caps of the delegations,

30. Amendment of the Price Limit specified in the subscription agreement and of the terms and conditions of the redeemable and convertible bonds into new shares of the Company issued on 28 December 2022 (the "Convertible Bonds") – Capital increase without shareholders' preferential subscription rights in favour of the holder of the Convertible Bonds, CVI Investments, Inc.,

31. Powers to carry out formalities.

**II. Resolutions presented but not approved by the board of directors, which recommends a no vote:**

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**Ordinary resolution:**

Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the past year or granted in respect of the same year to Mr. Bernard GILLY, Chief Executive Officer until December 21, 2023,

**Extraordinary resolution:**

Delegation of authority to be given to the Board of Directors to increase capital by the issuance of ordinary shares and/or securities giving access to capital without preferential subscription right for members of a company savings plan, in accordance with Articles L.3332-18 and seq. of the French Labor Code.