

## NANOBIOTIX

A French *société anonyme* with an executive board and a supervisory board, and capital stock of  
€589,001.19

Registered office: 60 rue de Wattignies, 75012 Paris, France  
Paris Trade and Companies Register 447 521 600

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### COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

OF MAY 23, 2018

#### AGENDA

#### **Items on the agenda presented to the ordinary shareholders' meeting**

- executive board's management report including the report on the Group - reports of the supervisory board - presentation by the executive board of the annual and consolidated financial statements for the fiscal year ended December 31, 2017,
- independent auditors' reports on the financial statements for the fiscal year ended December 31, 2017, on corporate governance and on the agreements referred to in Articles L. 225-86 *et seq.* of the French commercial code,
- independent auditors' reports on the consolidated financial statements for the fiscal year ended December 31, 2017,
- first resolution - approval of the statutory financial statements for the fiscal year ended December 31, 2017,
- second resolution - approval of the consolidated financial statements for the fiscal year ended December 31, 2017,
- third resolution - allocation of net profit/(loss) for the fiscal year ended December 31, 2017,
- fourth resolution - examination of the agreements referred to in Articles L. 225-86 *et seq.* of the French commercial code,
- fifth resolution - renewal of the mandate as member of the supervisory board of Alain Herrera,
- sixth resolution - renewal of the mandate as member of the supervisory board of Anne-Marie Graffin,
- seventh resolution - approval of the items of compensation due or attributed for the 2017 fiscal year to the chairman of the executive board, Laurent Levy,
- eighth resolution - approval of the items of compensation due or attributed for the 2017 fiscal year to Elsa Borghi for her mandate as member of the executive board and her employment contract,

- ninth resolution - approval of the items of compensation due or attributed for the 2017 fiscal year to Bernd Muehlenweg, for his mandate as member of the executive board,
- tenth resolution - approval of the items of compensation due or attributed for the 2017 fiscal year to Philippe Mauberna for his mandate as member of the executive board and his employment contract,
- eleventh resolution - approval of the items of compensation due or attributed for the 2017 fiscal year to the chairman of the supervisory board, Laurent Condomine,
- twelfth resolution - approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total compensation and benefits of all kinds attributable for the 2018 fiscal year to Laurent Lévy for his mandate as chairman of the executive board,
- thirteenth resolution - approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total compensation and benefits of all kinds attributable for the 2018 fiscal year to Elsa Borghi for her mandate as member of the executive board and her employment contract,
- fourteenth resolution - approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total compensation and benefits of all kinds attributable for the 2018 fiscal year to Bernd Muehlenweg for his mandate as member of the executive board,
- fifteenth resolution - approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total compensation and benefits of all kinds attributable for the 2018 fiscal year to Philippe Mauberna for his mandate as member of the executive board and his employment contract,
- sixteenth resolution - approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total compensation and benefits of all kinds attributable for the 2018 fiscal year to Laurent Condomine for his mandate as chairman of the supervisory board,
- seventeenth resolution - approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total compensation and benefits of all kinds attributable for the 2018 fiscal year to Alain Herrera for his mandate as member of the supervisory board,
- eighteenth resolution - approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total compensation and benefits of all kinds attributable for the 2018 fiscal year to Anne-Marie Graffin for her mandate as member of the supervisory board,
- nineteenth resolution - approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total compensation and benefits of all kinds attributable for the 2018 fiscal year to Enno Spillner for his mandate as member of the supervisory board,
- twentieth resolution - renewal of the mandate of an independent auditor (*Grant Thornton*),

- twenty-first resolution - renewal of the mandate of an independent auditor (*Ernst & Young and Others*),
- twenty-second resolution - approval of the 2017 share subscription or purchase options plan adopted by the executive board during its meeting of March 6, 2018,
- twenty-third resolution - authorization to be given to the executive board regarding purchase by the company of its own shares,

#### **Items on the agenda presented to the extraordinary shareholders' meeting**

- twenty-fourth resolution - authorization to be given to the executive board with a view to reducing the share capital through cancellation of shares in connection with the authorization for the company to buy its own shares,
- twenty-fifth resolution - delegation of authority to the executive board with a view to increasing the share capital by the issue of ordinary shares and/or of any securities, with maintaining of the preferential subscription right,
- twenty-sixth resolution - delegation of authority to the executive board with a view to increasing the share capital by the issue of ordinary shares and/or of any securities, with removal of the shareholders' preferential subscription right through a public offer,
- twenty-seventh resolution - delegation of authority to the executive board with a view to increasing the share capital by the issue of ordinary shares and/or of any securities, with removal of the shareholders' preferential subscription right within the framework of an offer for the benefit of qualifying investors or a restricted circle of investors covered by paragraph II of Article L. 411-2 of the French monetary and financial code,
- twenty-eighth resolution - authorization to be granted to the executive board, in the case of the issue of shares or any securities giving access to the capital with removal of the shareholders' preferential subscription right by virtue of the aforementioned delegations, to set the issue price for up to 10% of the share capital,
- twenty-ninth resolution - delegation of authority to the executive board with a view to increasing the share capital immediately or later through the issue of ordinary shares and/or securities, with removal of the preferential subscription right of shareholders to the benefit of a category of people within the framework of an equity finance line,
- thirtieth resolution - delegation of authority to the executive board with a view to increasing the share capital through the issue of ordinary shares and/or any other securities, with removal of the preferential subscription right of shareholders to the benefit of a first category of people meeting certain criteria,
- thirty-first resolution - delegation of authority to the executive board with a view to increasing the share capital through the issue of ordinary shares and/or any other securities, with removal of the preferential subscription right of shareholders to the benefit of a second category of people meeting certain criteria,

- thirty-second resolution - delegation of authority to the executive board with a view to increasing the number of shares to issue in the event of a capital increase with or without preferential subscription right decided by virtue of the aforementioned delegations,
- thirty-third resolution - delegation of authority to the executive board to issue ordinary shares and securities giving access to the company's capital, in the event of a public offer with an exchange component initiated by the company,
- thirty-fourth resolution - delegation of authority to the executive board with a view to increasing up to 10% of the share capital, to remunerate in-kind contributions of capital or securities granting entitlement to the capital of third-party companies outside the context of a public exchange offer,
- thirty-fifth resolution - setting of the overall limits for the amount of issues carried out by virtue of the aforementioned delegations,
- thirty-sixth resolution - delegation of authority to the executive board with a view to increasing the share capital by incorporation of premiums, reserves, profits or other,
- thirty-seventh resolution - authority to be given to the executive board to grant share subscription or purchase options, in accordance with the provisions of Articles L. 225-177 *et seq.* of the French commercial code, including a waiver by shareholders of their preferential subscription right,
- thirty-eighth resolution - authority to be given to the executive board to allocate existing shares or to issue, in accordance with the provisions of Articles L. 225-197-1 *et seq.* of the French commercial code, with shareholders waiving their preferential subscription right,
- thirty-ninth resolution - delegation of authority to the executive board to issue and allocate equity warrants with removal of shareholders' preferential subscription right for the benefit of (i) members and observers of the company's supervisory board, according to the date of allocation of the warrants, who are not employees or directors of the company or of one of its subsidiaries or (ii) related parties linked by a services contract or a consultant of the company or of one of its subsidiaries or (iii) members who are not employees or directors of the company or of one of its subsidiaries, or of any committee established by the supervisory board,
- fortieth resolution - setting of the overall limits to the amount of issues which may be carried out by virtue of the authorizations to award share subscription or purchase options and to allocate free shares and the delegation to issue the aforementioned equity warrants,
- forty-first resolution - delegation to grant to the executive Board with a view to increasing the share capital by the issue of shares and securities giving access to the share capital of the company for the benefit of employees who are members of the group savings plan.