

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
447 521 600 R.C.S. Paris

NOTICE OF MEETING

FOR THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

APRIL 11, 2019

The shareholders are hereby notified that a Combined Ordinary and Extraordinary Shareholders' Meeting has been called for April 11 2019 at 2:30 p.m. in the Hôtel Pullman Bercy, Salon Saumur Champigny, 1 rue de Libourne, 75012 Paris, to consider the following agenda:

Items on the agenda presented to the ordinary shareholders' meeting

- the executive board's management report including the report on the Group - report of the supervisory board - presentation by the executive board of the annual and consolidated financial statements for the fiscal year ended December 31, 2018;
- the independent auditors' reports on the financial statements for the fiscal year ended December 31, 2018, on corporate governance and on the agreements referred to in Articles L. 225-86 et seq. of the French Commercial Code;
- the independent auditors' reports on the consolidated financial statements for the fiscal year ended December 31, 2018;
- approval of the parent company's financial statements for the fiscal year ended December 31, 2018;
- approval of the consolidated financial statements for the fiscal year ended December 31, 2018;
- appropriation of earnings for the fiscal year ended December 31, 2018;
- review of the agreements referred to in Articles L.225-86 et seq. of the French Commercial Code;
- approval of the items of compensation due or attributed for fiscal year 2018 to the Chairman of the Executive Board, Laurent Levy;
- approval of the items of compensation due or attributed for fiscal year 2018 to Elsa Borghi as a member of the Executive Board and on her employment contract;
- approval of the items of compensation due or attributed for fiscal year 2018 to Bernd Muehlenweg as a member of the Executive Board;
- approval of the items of compensation due or attributed for fiscal year 2018 to Philippe Mauberna as a member of the Executive Board and on his employment contract;

- approval of the items of compensation due or attributed for fiscal year 2018 to the Chairman of the Supervisory Board, Laurent Condomine;
- approval of the principles and criteria for determining, allocating and awarding the fixed, variable and extraordinary components of the total compensation and the benefits of all kinds attributable for fiscal year 2019 to Laurent Levy as Chairman of the Executive Board;
- approval of the principles and criteria for determining, allocating and awarding the fixed, variable and extraordinary components of the total compensation and the benefits of all kinds attributable for fiscal year 2019 to Elsa Borghi as a member of the Executive Board and on her employment contract;
- approval of the principles and criteria for determining, allocating and awarding the fixed, variable and extraordinary components of the total compensation and the benefits of all kinds attributable for fiscal year 2019 to Bernd Muehlenweg as a member of the Executive Board;
- approval of the principles and criteria for determining, allocating and awarding the fixed, variable and extraordinary components of the total compensation and the benefits of all kinds attributable for fiscal year 2019 to Philippe Muaberna as a member of the Executive Board and on his employment contract;
- approval of the principles and criteria for determining, allocating and awarding the fixed, variable and extraordinary components of the total compensation and the benefits of all kinds attributable for fiscal year 2019 to Laurent Condomine as Chairman of the Supervisory Board;
- approval of the principles and criteria for determining, allocating and awarding the fixed, variable and extraordinary components of the total compensation and the benefits of all kinds attributable for fiscal year 2019 to Alain Herrera as a member of the Supervisory Board;
- approval of the principles and criteria for determining, allocating and awarding the fixed, variable and extraordinary components of the total compensation and the benefits of all kinds attributable for fiscal year 2019 to Anne-Marie Graffin as a member of the Supervisory Board;
- approval of the principles and criteria for determining, allocating and awarding the fixed, variable and extraordinary components of the total compensation and the benefits of all kinds attributable for fiscal year 2019 to Enno Spillner as a member of the Supervisory Board;
- approval of the 2018 stock options plan adopted by the Executive Board on February 5, 2019;
- authorization to be given to the Executive Board enabling the Company to buy back its own shares.

Items on the agenda presented to the extraordinary shareholders' meeting

- authorization of the Executive Board to reduce the capital stock by canceling shares as part of the authorization granted to the Company to buy back its shares;
- delegation of authority to the Executive Board for the purpose of increasing capital via the issue of ordinary shares and/or of any securities with preemptive subscription rights;
- delegation of authority to the Executive Board for the purpose of increasing equity via the issue of common stock and/or of any securities, without pre-emption rights in a public offering;
- delegation of authority to the Executive Board to increase equity by issuing common stock and/or of any securities without pre-emption rights, in a offering for qualified investors or a restricted group of investors as provided for in Article L.411-2 of the French Monetary and Financial Code;
- authorization to the Executive Board to issue shares or any securities giving access to the capital without preferential subscription rights accorded to shareholders pursuant to the aforementioned delegations, and to set the issue price so as not to exceed 10% of the capital stock;
- delegation of authority to the Executive Board to add to shareholders' equity immediately or in time by issuing ordinary shares and/or securities without pre-emption rights, for a defined category of individuals, as part of a line of equity or bond financing;
- delegation of authority to the Executive Board for the purpose of increasing equity via the issue of common stock and/or of any securities, without pre-emption rights, for pre-defined categories of individuals;
- delegation of authority to the Executive Board to increase the number of securities to be issued in the event of a capital increase, with or without pre-emption rights, pursuant to the above delegations;
- delegation of authority to the Executive Board to issue ordinary shares or securities convertible to equity in the event of a public offering that includes an exchange component instigated by the Company;
- delegation of authority to the Executive Board to increase capital stock by up to 10 % of equity as consideration for in-kind contributions of equity securities or securities convertible into equity of third-party companies, in situations other than a public exchange offering;
- setting of total limits on the amount of the issues brought out pursuant to the aforementioned delegations;

- delegation of authority to the Executive Board for the purpose of increasing capital by the incorporation of new issue premiums, reserves, earnings or otherwise;
- first authorization of the Executive Board to grant stock options of the Company in accordance with Articles L. 225-177 et seq. of the French Commercial Code and calling for the waiver by the shareholders of their pre-emption rights;
- authorization of the Executive Board to grant existing or future free shares in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code and calling for the waiver by the shareholders of their pre-emption rights;
- delegation of authority to be granted to the Executive Board to issue and allocate share warrants without shareholder pre-emption rights to (i) members and non-voting members of the Supervisory Board of the Company in office at the warrant allocation date and who are not employees or executives of the Company or of one of its subsidiaries, or ii) a service provider or consultant under contract to the Company or one of its subsidiaries, or (iii) members of any committee that the Supervisory Board might establish who are not employees or executives of the Company or of one of its subsidiaries;
- setting of total limits on the amount of the issues that might be brought out pursuant to authorizations given for granting stock options and free shares and on the delegation for issuing the aforementioned equity warrants;
- second authorization of the Executive Board to grant stock options of the Company to Laurent Levy, Chairman of the Executive Board, in accordance with Articles L. 225-177 et seq. of the French Commercial Code and calling for the waiver by the shareholders of their pre-emption rights;
- third authorization of the Executive Board to grant stock options of the Company for a category of employees and/or corporate officers (or certain ones) in accordance with Articles L. 225-177 et seq. of the French Commercial Code and calling for the waiver by the shareholders of their pre-emption rights;
- delegation to the Executive Board to increase capital stock by issuing shares and securities convertible to the Company's equity to employees who have joined the Group savings plan.

Ways to participate in the shareholders' meeting

Any shareholder, regardless of the number of shares held, may take part in this Meeting.

Proof of right to participate

The right to participate in Shareholders Meetings has been proven if shares have been recorded in the shareholder's name or that of a designated intermediary by midnight (Paris time) of April 9, 2019, either in the Company's record of name shares or in the authorized intermediary's record of bearer shares.

That the shares have been entered on the authorized intermediary's register of bearer shares will be witnessed by a certificate (known as attestation de participation) issued by the intermediary and attached either to an absentee ballot or a proxy, or to the request for an admission ticket in the shareholder's name or on behalf of a shareholder represented by a designated intermediary. A certificate will also be provided to any shareholder who wishes to participate in the Meeting in person but has not yet received his or her admission ticket by midnight Paris time, on the second (2nd) business day preceding the Meeting.

Ways to participate in the meeting

A shareholder has more than one option for participating in the Meeting. He or she may (1) attend the Meeting in person or (2) participate remotely by giving a proxy to the Chairman or to any other natural person or legal entity he or she chooses, or by returning the absentee ballot.

1. Shareholders wishing to attend the Meeting in person:

- holders of registered shares need to request an admission card from CIC, Meetings Department — 6, avenue de Provence, 75009 Paris. If they have not received the admission card by the second (2nd) working day preceding the Meeting, they may appear in person at the desk set up for this purpose and present identification;
- holders of bearer shares should request that the authorized intermediary handling their securities account have their admission card sent to them.

2. Shareholders unable to attend the Meeting in person:

CM-CIC Titres will keep absentee ballots and proxy forms available to shareholders, upon request from their financial intermediary, at the following address: CIC, Meetings Department – 6, avenue de Provence 75009 Paris.

Requests for ballots must be made to CIC, Meetings Department – 6, avenue de Provence 75009 Paris by the shareholder's financial intermediary, at the address above, at least six days before the announced date of the Meeting, i.e., no later than April 5, 2019.

Ballots will only be counted if properly filled out and sent to CIC at the above address at least three (3) clear days before the announced Meeting date, i.e. no later than April 7, 2019 and, if bearer shares, accompanied by the certificate (attestation de participation) provided by the authorized intermediary.

Only notifications concerning the appointment or removal of corporate officers may be sent to the above email address; any requests or notifications on any other topic will be ignored and/or not processed.

For duly signed and completed appointments or removals of corporate officers to be valid for action by the Meeting, they must arrive at CIC no later than:

- the day before the Meeting, i.e., April 10, 2019 before 3:00 p.m. (Paris time), if sent by email to this address: serviceproxy@cmcic.fr;
- at least three (3) days before the Meeting date, i.e., April 8, 2019, if sent by postal mail.

Only notifications concerning the appointment or removal of corporate officers may be sent to the above email address; any requests or notifications on any other topic will be ignored and/or not processed.

Please note that any shareholder who has already cast a vote, sent a proxy or requested an admission card or participation certificate:

- may not choose another way to participate;
- may at any point sell some or all of his or her shares. Should the sale occur before midnight (Paris time) on April 9, 2019, the Company will consequently invalidate or modify, as the case may be, the absentee ballot, proxy, admission card or participation certificate. To this end, the authorized intermediary who is the custodian will notify the Company or its agent of the sale and forward to them the necessary details.

Written questions

Any shareholder may submit a written question. Such questions must be sent to:

- the Chairman of the Executive Board at the registered office, 60 rue de Wattignies, 75012 Paris, France, by registered mail with confirmation of receipt;
- to the following email address: investors@nanobiotix.com

no later than four business (4) days before the Meeting, i.e., April 5, 2019, accompanied by a certificate of registration either in the registered shares registry kept by the Company or in the bearer shares account kept by the authorized intermediary.

Required communications to shareholders

All documents and information called for by Article R. 225-73-1 of the French Commercial Code can be viewed on the Company's website: www.nanobiotix.com.

The Executive Board