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EDGAR Submission Header Summary	
Submission Form Type	6-K
XBRL	Non-XBRL Submission
Period of Report	04-12-2021
Filer	Nanobiotix S.A.
CIK	0001760854
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Exchanges	NASD
Co-Registrants	
Submission Contact	
Contact Phone Number	
Documents	7

Documents	
6-K	a52410197.htm
Description	Nanobiotix S.A. 6-K
EX-99.1	a52410197ex99_1.htm
Description	Exhibit 99.1
EX-99.2	a52410197ex99_2.htm
Description	Exhibit 99.2
EX-99.3	a52410197ex99_3.htm
Description	Exhibit 99.3
EX-99.4	a52410197ex99_4.htm
Description	Exhibit 99.4
GRAPHIC	proxycard1.jpg
GRAPHIC	proxycard2.jpg

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

Date of Report: April 12, 2021

Commission File Number: 001-39777

Nanobiotix S.A.

(Exact Name of Registrant as Specified in its Charter)

**60 Rue de Wattignies
75012 Paris, France**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Nanobiotix S.A. (the “Company”) will hold its Annual Combined General Meeting of Shareholders (the “Meeting”) on April 28, 2021 beginning at 5:00 p.m. (Central European Time) at the Company’s registered office at 60 Rue de Wattignies, 75012 Paris, France.

Materials made available in connection with the Meeting are available on the Company’s website at <https://www.nanobiotix.com/annual-general-meetings/>

The following documents regarding the Meeting, each of which are attached as an exhibit hereto, are incorporated by reference herein:

EXHIBIT INDEX

Exhibit Title

99.1	Depository’s Notice of Combined General Meeting
99.2	Questions & Answers on Voting Procedures for the Combined General Meeting
99.3	Voting Instructions for the Combined General Meeting
99.4	Press Release dated April 12, 2021 (Availability of Preparatory Documents and Methods for Voting Participation)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NANOBIOTIX S.A.
(Registrant)

April 12, 2021

By: /s/ Philippe Mauberna
Philippe Mauberna
Chief Financial Officer

**Time Sensitive
Materials**

**Depository's Notice of
Combined General Meeting
of
Nanobiotix S.A.**

ADSs:	American Depositary Shares.
ADS CUSIP No.:	63009J107.
ADS Record Date:	March 26, 2021. Date to determine ADS Holders who are to receive these materials and who are eligible to give voting instructions to the Depository upon the terms described herein.
French Record Date:	April 26, 2021 at 12:01 A.M. (CET). Date on which ADS Holders are required under French Law to hold their interest in the Deposited Securities in order to be eligible to vote at the Combined General Meeting.
Meeting Specifics:	Combined General Meeting to be held on April 28, 2021 at 5:00 P.M. (CET) at 60, rue de Wattignies 75012 Paris, France (the "Meeting"). Please note Meeting will be held in a closed session.
Meeting Agenda:	The agenda has been reproduced on page 3 hereof. You may also view the Company's Notice of Meeting beginning on April 7, 2021 and other relevant documents at the Company's website: https://www.nanobiotix.com/annual-general-meetings/
ADS Voting Deadline:	On or before 10:00 A.M. (New York City time) on April 22, 2021.*
Deposited Securities:	Ordinary shares, nominal value €0.03 per share (the "Shares"), of Nanobiotix S.A., a company organized under the laws of France (the "Company").
ADS Ratio:	One (1) Share to one (1) ADS.
Depository:	Citibank, N.A.
Custodian of Deposited Securities:	Citibank Europe plc.
Deposit Agreement:	Deposit Agreement, dated as of December 15, 2020, by and among the Company, the Depository, and all Holders and Beneficial Owners of ADSs issued thereunder.

To be counted, your Voting Instructions need to be received by the
Depository prior to 10:00 A.M. (New York City time) on **April 22, 2021**.

** ADS holders must deliver their voting instructions in good form, to be received by the Depository by this date - April 22, 2021 - 10:00 A.M. (New York City time) in order to be counted. The Company's enclosed Notice of Meeting refers to voting deadlines as per local market regulations. The attached important notice is specific to all holders holding ADSs as of the ADS Record Date and the French Record Date.*

The Company has announced that the Meeting will be held at the date, time and location identified above. The meeting agenda has been reproduced on page 3 hereof. **Copies of some Company materials such as the procedures for obtaining preparatory documents and the statutory auditors report will be posted on April 7, 2021 and the Company's Notice of Meeting on April 7, 2021 at the Company's website: <https://www.nanobiotix.com/annual-general-meetings/>.** The information with respect to the Meeting and the ADS Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g. an adjournment or cancellation of the Meeting, a change in location and/or manner of holding the Meeting). The Company intends to announce any changes and updates only on its website <https://www.nanobiotix.com/annual-general-meetings/>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting and the ADS Voting Instructions as it is not expected that any additional information will be distributed to you via mail or email.

The enclosed materials are provided to allow you to vote at the Meeting. The Company has requested the Depositary to provide you with instructions on the voting process.

As set forth in Section 4.10 of the Deposit Agreement and the Form of ADR, Holders of record of ADSs as of the close of business on the ADS Record Date who continue to hold their ADS as of the French Record Date will be entitled, subject to any applicable law, the provisions of the Deposit Agreement, French law and the By-Laws of the Company and the provisions of or governing the Deposited Securities, to instruct the Depositary as to the exercise of the voting rights, if any, pertaining to the Shares represented by such Holders' ADSs.

If you do not wish to vote as an ADS holder but rather wish to vote as a holder of the Company's Shares, you will need to arrange for the cancellation of your ADSs and become a Shareholder in France before the French Record Date. You are advised to proceed with the cancellation of your ADSs well in advance of the French Record Date as the cancellation of ADSs and the delivery of the corresponding Shares in France may be subject to unexpected processing delays.

Please note that the Company has informed the Depositary that under French company law and the Company's By-Laws, in order to exercise voting rights holders of Shares in registered form must have their Shares registered in their own name, or where applicable in the name of a registered financial intermediary, in a share account maintained by or on behalf of the Company by the Share Registrar as of the French Record Date. In order to exercise voting rights holders of Share in bearer form are required to have their Shares registered in their own name, or where applicable, in the name of a registered financial intermediary and obtain from an accredited financial intermediary, and provide to the Company, an attendance certificate attesting to the registration of such Shares in the financial intermediary's account as of the French Record Date.

Please further note that a holder as of the ADS Record Date who desires to exercise its voting rights with respect to ADSs representing Shares in registered or bearer form is required to: (a) be a holder of the ADSs as of the French Record Date, (b) deliver voting instructions to the Depositary by the ADS Voting Deadline, (c) instruct the Depositary to request that the Custodian deliver a voting form to the Company prior to the deadline established by the Company, and (d) in the case of ADSs representing Shares in bearer form, instruct the Depositary to request that the Custodian deposit the requisite attendance certificate with the Company. The delivery of voting instructions by an ADS Holder to the Depositary shall be deemed instructions to request delivery of the voting form and the attendance certificate.

If the Depositary receives from a Holder voting instructions which fail to specify the manner in which the Depositary is to vote the Deposited Securities represented by such Holder's ADSs, the Depositary will deem such Holder to have instructed the Depositary to vote in favor of all resolutions endorsed by the Company's supervisory board. Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from the Holder, the Depositary shall (unless otherwise specified in the notice distributed to Holders) deem such Holder, to have instructed the Depositary to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depositary with respect to any matter to be voted upon as to which the Company informs the Depositary that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the right of Holders of Deposited Securities may be materially adversely effected. Additionally, the Company has informed the Depositary that, under French company law, shareholders holding a certain percentage of the Company's Shares, the workers' council or the supervisory board may submit a new resolution and the supervisory board may also modify the resolutions proposed in the Company's Notice of Meeting. In such case, ADS Holders who have given prior instructions to vote on such resolutions shall be deemed to have voted in favor of the new or modified resolutions if approved by the supervisory board and against if not approved by the Company's supervisory board.

The attached document entitled Questions and Answers ("Q&A") should answer most of your questions on the voting process and instruct you on the proper use of the Voting Instructions Card.

Upon receipt from a Holder (as of the ADS Record Date and who continues to hold the ADS as of the French Record Date) of a signed and completed Voting Instructions Card prior to the ADS Voting Instructions Deadline, the Depositary shall endeavor, insofar as practicable and permitted under any applicable provisions of French law and the Company's By-Laws, to cause to be voted the Shares represented by such ADSs.

Please note that Voting Instructions may be given only in respect of a number of ADSs representing an integral number of Shares.

The information enclosed herewith with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as depositary and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy or completeness of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. If you wish to receive a copy of the Deposit Agreement, please contact the Depositary at the number set forth below.

If you have any questions concerning the enclosed material or if you need further explanation of the questions covered therein, please call Citibank, N.A. - ADR Shareholder Services toll-free at 877-CITI-ADR (877-248-4237).

Citibank, N.A., as Depositary

Agenda for the Ordinary General Meeting

- management report of the Executive Board 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 year ended 31 December 2020,
 - statutory auditors' report on the corporate accounts for the year ended 31 December 2020, on corporate governance and on the agreements referred to in Articles L. 225-86 et seq. of the French Commercial Code,
 - statutory auditors' report on the consolidated financial statements for the year ended 31 December 2020,
 - 1. approval of the corporate accounts for the year ended 31 December 2020,
 - 2. approval of the consolidated financial statements for the year ended 31 December 2020,
 - 3. allocation of results for the year ended 31 December 2020,
 - 4. review of the agreements referred to in Articles L. 225-86 et seq. of the French Commercial Code,
 - 5. approval of the elements of remuneration due or awarded for the 2020 financial year to the Chairman of the Executive Board, Mr Laurent Levy,
 - 6. approval of the elements of remuneration due or awarded for the 2020 financial year to Ms Anne-Juliette Hermant, for her term of office as a member of the Executive Board and her employment contract,
 - 7. approval of the elements of remuneration due or awarded for the 2020 financial year to Mr Philippe Mauberna for his term of office as member of the Executive Board and his employment contract,
 - 8. approval of the elements of remuneration due or awarded for the 2020 financial year to Mr Laurent Condomine for his term of office as Chairman of the Supervisory Board,
 - 9. vote on information relating to remuneration for board members in 2020 (excluding board directors) mentioned in Article L. 22-10-9 of the French Commercial Code,
 - 10. approval of the Supervisory Board member remuneration policy for the 2021 financial year,
 - 11. approval of Mr Laurent Levy's remuneration policy for his term of office as Chairman of the Executive Board for the 2021 financial year,
 - 12. approval of Ms Anne-Juliette Hermant's remuneration policy for her term of office as member of the Executive Board and for her employment contract for the 2021 financial year,
 - 13. approval of Mr Philippe Mauberna's remuneration policy for his term of office as member of the Executive Board and his employment contract for the 2021 financial year,
 - 14. approval of the 2020 Stock Option Plan adopted by the Executive Board during its meeting on 9 January 2021,
 - 15. authorisation to be given to the Executive Board for the Company's purchase of its own shares.
-

Agenda for the Extraordinary General Meeting

16. authorisation to be given to the Executive Board to reduce the share capital through the cancellation of shares within the framework of the authorisation to buy back its own shares,
17. delegation of authority to be granted to the Executive Board to increase the capital by issuing ordinary shares and/or any transferable securities, while maintaining preferential subscription rights,
18. delegation of authority to be granted to the Executive Board to increase the capital by issuing ordinary shares and/or any transferable securities, with cancellation of the shareholders' preferential subscription rights by way of public offering (outside of offers referred to in paragraph 1 of Article L. 411-2 of the French Financial and Monetary Code),
19. delegation of authority to be granted to the Executive Board to increase the capital by issuing ordinary shares and/or any transferable securities, with cancellation of the shareholders' preferential subscription rights, within the framework of an offer referred to in paragraph 1 of Article L. 411-2 of the French Financial and Monetary Code,
20. authorisation to be granted to the Executive Board, in the event of the issuing of shares and/or any transferable securities granting access to the capital with cancellation of the shareholders' preferential subscription rights by virtue of the above-mentioned delegations, for the purpose of setting the issue price within the limit of 10% of the share capital,
21. delegation of authority to be granted to the Executive Board to increase the capital immediately or at a later date by issuing ordinary shares and/or securities, with cancellation of the shareholders' preferential subscription rights to the benefit of a category of persons meeting characteristics specified in the context of the implementation of an equity or bond financing agreement,
22. delegation of authority to be granted to the Executive Board to increase the capital by issuing ordinary shares and/or any transferable securities, with cancellation of the shareholders' preferential subscription rights to the benefit of categories of persons meeting specific characteristics (investors with experience in the health or biotechnology sector; credit institutions, investment services providers or a member of an investment syndicate guaranteeing the completion of the issue in question);
23. delegation of authority to be granted to the Executive Board to increase the capital by issuing ordinary shares and/or any transferable securities, with cancellation of the shareholders' preferential subscription rights to the benefit of a category of persons meeting specific characteristics (industrial companies, institutions or entities active in the health or biotechnology sector);
24. delegation of authority to be granted to the Executive Board to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription right decided under the above-mentioned delegations,
25. delegation of authority to be granted to the Executive Board for the purpose of issuing ordinary shares and transferable securities granting access to the Company's capital, in the event of a public offering with an exchange component initiated by the Company,
26. delegation of authority to be granted to the Executive Board to increase the share capital, within the limit of 10% of the capital, to compensate for contributions in kind of equity or equity-linked securities of external companies outside of a public exchange offer,
27. setting of the overall limitations of the amount of issues made under the above-mentioned delegations,
28. delegation of authority to be granted to the Executive Board to increase capital by incorporation of premiums, reserves, profits or other,
29. authorisation to be given to the Executive Board to grant Company share subscription or purchase options in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code, leading to the shareholders' waiver of their preferential subscription right,
30. authorisation to be given to the Executive Board to proceed with the free allocation of existing shares or shares to be issued, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, leading to the shareholders' waiver of their preferential subscription right,
31. delegation of authority to be granted to the Executive Board for the purpose of issuing and allocating share subscription warrants with cancellation of the shareholders' preferential subscription rights to the benefit of a category of persons meeting determined characteristics,
32. setting of the overall limitations of the amount of issues that may be made under the authorisations to be granted for the purpose of granting share subscription or purchase options and to proceed with the free allocation of shares and delegation for the purpose of issuing the above-mentioned share subscription warrants,
33. amendment of the age limit applicable to members of the Supervisory Board – amendments in correlation with the Articles of Association,
34. amendment of Article 22 "Shareholders' General Meetings",
35. delegation to be granted to the Executive Board to increase the share capital by issuing shares and transferable securities giving access to the Company's capital for employees adhering to the Group Savings Plan.

Agenda for the Ordinary General Meeting

36. approval of the Supervisory Board member remuneration policy

**Questions & Answers on Voting Procedures for the
Combined General Meeting of (2021)**

Nanobiotix S.A.

What does a Nanobiotix ADR represent?

Each ADR represents a certain number of American Depositary Shares (“ADSs”). Each ADS represents one (1) ordinary share (the “Shares”), nominal value €0.03 per share, of Nanobiotix S.A. (the “Company”).

When and where is the Combined General Meeting (the “Meeting”)?

The Meeting will take place on on April 28, 2021 at 5:00 P.M. (CET) at 60, rue de Wattignies 75012 Paris, France. **Please note Meeting will be held in a closed session.**

The information with respect to the Meeting and the ADS Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g. an adjournment or cancellation of the Meeting, a change in location and/or manner of holding the Meeting). The Company intends to announce any changes and updates only on its website <https://www.nanobiotix.com/annual-general-meetings/>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting and the ADS Voting Instructions as it is not expected that any additional information will be distributed to you via mail or email.

Who may vote at the Meeting?

If you are a holder of record of the Company’s ADSs on March 26, 2021 and at 6:01 P.M. (New York City time) on April 25, 2021, you may vote on the issues set forth in the posted Notice of Meeting from the Company. Please note that in order to vote you will need to deliver a completed and signed Voting Instructions Card, to Citibank, N.A. at the address noted on the enclosed envelope. See next Q & A for more detailed information on the voting process.

How does a Holder of ADSs vote?

A Holder of ADSs votes by either completing a Voting Instructions Card or by attending the Meeting in person.

If you wish to attend the Meeting in person:

If you wish to attend the Meeting in person, you must cancel your ADSs and become a direct and registered shareholder on the Company’s Register of Shareholders before April 26, 2021 (in France) (the “French Record Date”). You must also contact the Company to give notice of attendance. You can contact Citibank, N.A. - ADR Shareholder Services at 1-877-248-4237 to cancel your ADSs. **In accordance with Article 4 of the Covid-19 Ordinance, the General Meeting shall be held without the shareholders and other persons entitled to attend being physically present. Shareholders are therefore invited to vote at the general meeting either by mail or by proxy.**

If you wish to vote your ADSs by proxy:

As an ADS Holder you can vote by completing the enclosed Voting Instructions Card, signing it and returning it to the Depository in the envelope provided herewith by 10:00 A.M. (New York City time) on April 22, 2021. If you hold your ADSs through a custodian, broker or other agent, you may receive additional instructions from such agent.

Registered Holders:

If you are not holding ADSs through a broker, custodian or other agent, you must complete, sign and return your Voting Instructions Card to the Depository by 10:00 A.M (New York City time) on April 22, 2021. Please note that you need to be an owner of ADSs as of the ADS Record Date and as of the French Record Date for your voting instructions to count.

DTC Holders:

If you are holding ADSs through a broker, custodian or other agent, you must timely instruct the applicable broker, custodian or agent to provide voting instructions to the Depository and to confirm your continued ownership of the ADSs as of the French Record Date. Please note that you need to be an owner of ADSs as of the ADS Record Date and as of the French Record Date for your voting instructions to count.

Please further note that a holder as of the ADS Record Date who desires to exercise its voting rights with respect to ADSs representing Shares in registered or bearer form is required to: (a) be a holder of the ADSs as of the French Record Date, (b) deliver voting instructions to the Depository by the ADS Voting Deadline, (c) instruct the Depository to request that the Custodian deliver a voting form to the Company prior to the deadline established by the Company, and (d) in the case of ADSs representing Shares in bearer form, instruct the Depository to request that the Custodian deposit the requisite attendance certificate with the Company. The delivery of voting instructions by an ADS Holder to the Depository shall be deemed instructions to request delivery of the voting form and the attendance certificate.

May voting instructions be withdrawn?

Yes, voting instructions may be withdrawn at any time prior to 10:00 A.M. (New York City time) on April 22, 2021. In order to be effective, a notice of withdrawal of voting instructions must be timely received by Citibank, N.A., by 10:00 A.M. (New York City time) on April 22, 2021.

What happens if I sell my ADSs before the French Record Date?

If you sell, transfer or cancel your ADSs before the French Record Date and the Depository cannot confirm your continued ownership of ADSs as of the French Record Date, any voting instructions you or your custodian or broker may have delivered to the Depository will be invalidated.

ALL ISSUES RELATED TO THE FORM AND VALIDITY OF ANY NOTICES, DIRECTIONS OR INSTRUCTIONS WILL BE DETERMINED BY CITIBANK, N.A, AS DEPOSITARY, IN ITS SOLE DISCRETION, WHOSE DETERMINATION SHALL BE FINAL AND BINDING.

Combined General Meeting

The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on April 22, 2021 for action to be taken.

2021 VOTING INSTRUCTIONS

AMERICAN DEPOSITARY SHARES

Nanobiotix S.A. (the “Company”)

CUSIP No.:	63009J107.
ADS Record Date:	March 26, 2021 (date to determine ADS Holders who are to receive these materials and who are eligible to give voting instructions to the Depositary upon the terms described herein).
French Record Date:	April 26, 2021, at 12:01 A.M. (CET) (Date on which ADS Holders are required under French law to hold their interest in the Deposited Securities in order to be eligible to vote at the Combined General Meeting).
Meeting Specifics:	Combined General Meeting to be held on April 28, 2021 at 5:00 P.M. (CET) at 60, rue de Wattignies 75012 Paris, France (the “Meeting”). Please note Meeting will be held in a closed session.
Meeting Agenda:	The agenda has been reproduced on page 3 of the Depositary Notice of Meeting. You may also view the Company’s Notice of Meeting beginning on April 7, 2021 and other relevant documents at the Company’s website: https://www.nanobiotix.com/annual-general-meetings/ .
Depositary:	Citibank, N.A.
Deposit Agreement:	Deposit Agreement, dated as of December 15, 2020.
Deposited Securities:	Ordinary shares, nominal value €0.03 per Share, of the Company.
Custodian:	Citibank Europe plc.

You as the undersigned holder, as of the ADS Record Date, of the American Depositary Share(s) issued under the Deposit Agreement (“ADSs”) and identified above, acknowledge receipt of a copy of the Depositary’s Notice of Meeting and hereby authorize and direct the Depositary to cause to be voted at the Meeting (and any adjournment or postponement thereof) the Deposited Securities represented by your ADSs in the manner indicated on the reverse side hereof. You recognize that any sale, transfer or cancellation of your ADSs before the French Record Date will invalidate these voting instructions if the Depositary is unable to verify your continued ownership of ADSs as of the French Record Date.

If the Depositary receives from a Holder voting instructions which fail to specify the manner in which the Depositary is to vote the Deposited Securities represented by such Holder’s ADSs, the Depositary will deem such Holder to have instructed the Depositary to vote in favor of all resolutions endorsed by the Company’s supervisory board. Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from the Holder, the Depositary shall (unless otherwise specified in the notice distributed to Holders) deem such Holder, to have instructed the Depositary to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depositary with respect to any matter to be voted upon as to which the Company informs the Depositary that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the right of Holders of Deposited Securities may be materially adversely affected. Additionally, the Company has informed the Depositary that, under French company law, shareholders holding a certain percentage of the Company’s Shares, the workers’ council or the supervisory board may submit a new resolution and the supervisory board may also modify the resolutions proposed in the Company’s Notice of Meeting. In such case, ADS Holders who have given prior instructions to vote on such resolutions shall be deemed to have voted in favor of the new or modified resolutions if approved by the supervisory board and against if not approved by the Company’s supervisory board.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depositary and the Company that the undersigned is duly authorized to give the voting instructions contained therein.

Agenda

Please see **Exhibit A** of the Depositarys Notice for agenda items.

The information with respect to the Meeting and the ADS Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g. an adjournment or cancellation of the Meeting, a change in location and/or manner of holding the Meeting). The Company intends to announce any changes and updates only on its website <https://www.nanobiotix.com/annual-general-meetings/>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting and the ADS Voting Instructions as it is not expected that any additional information will be distributed to you via mail or email.

The Board of Directors recommends a FOR vote for all resolutions.

A Issues Nanobiotix S.A.

Ordinary Shareholders' Meeting

	For	Against	Abstain
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
Resolution 18	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 19	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Extraordinary Shareholders' Meeting

Resolution 20	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 21	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 22	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 23	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 24	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 25	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 26	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 27	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 28	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 29	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 30	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 31	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 32	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 33	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
Resolution 34	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 35	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Shareholders' Meeting

Resolution 36	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.

If these Voting Instructions are signed and timely returned to the Depositary but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have directed the Depositary to give voting instructions "FOR" the unmarked issue if endorsed by the Company's board of directors.

If these Voting Instructions are signed and timely returned to the Depositary but multiple specific directions as to voting are marked above as to an issue, the undersigned shall be deemed to have directed the Depositary to give an "ABSTAIN" Voting Instruction for such issue.

Please be sure to sign and date this Voting Instructions Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line

Signature 2 - Please keep signature within the line

Date (mm/dd/yyyy)

Nanobiotix Combined Shareholders Meeting to Be Held April 28, 2021

Availability of Preparatory Documents and Methods for Voting Participation

PARIS & CAMBRIDGE, Mass.--(BUSINESS WIRE)--April 12, 2021--Regulatory News:

NANOBIOTIX (Euronext: NANO – NASDAQ: NBTX – the “Company”) (Paris:NANO) (NASDAQ:NBTX), a late-stage clinical biotechnology company pioneering physics-based approaches to expand treatment possibilities for patients with cancer, today announced that its annual Combined Shareholders Meeting is to be held on April 28, 2021 at 5pm Central European Time (CET), 11am Eastern Standard Time (EST), by way of web conference.

Given the health measures related to COVID-19, the meeting will be held behind closed doors without the physical presence of shareholders. The meeting can be attended by logging into https://channel.royalcast.com/landingpage/nanobiotix/20210428_1/.

Availability of Preparatory Documents

All preparatory documents related to the meeting, including postal voting forms and proxy forms, are available upon request via email at investors@nanobiotix.com or via the Company's website at <https://www.nanobiotix.com/annual-general-meetings/>.

Methods for Voting and Submission of Written Questions

Due to its closed-door configuration of the meeting, voting at the meeting will not be possible. As such, Nanobiotix invites shareholders to express their vote to the meeting chairman via postal voting or by proxy. The voting methods are detailed in the convene notice published in the *Bulletin des Annonces Légales Obligatoires* - BALO on April 12, 2021.

The meeting configuration will also prevent Nanobiotix from receiving live questions during the meeting. As such, written questions must be sent to investors@nanobiotix.com at least four (4) business days prior to the meeting (i.e., April 22, 2021). The questions must be accompanied by the admission card or the shareholder's certificate of participation either in the registered securities accounts or in the bearer securities accounts held by the intermediary.

The organization of the Combined Shareholders Meeting is subject to change depending on health measures and/or legal requirements. Shareholders are therefore invited to regularly consult <https://www.nanobiotix.com/annual-general-meetings/> to remain up to date with the latest announcements from the Company.

About NANOBIOTIX: www.nanobiotix.com

Nanobiotix is a late-stage clinical biotechnology company pioneering disruptive, physics-based therapeutic approaches to revolutionize treatment outcomes for millions of patients; supported by people committed to making a difference for humanity. The company's philosophy is rooted in the concept of pushing past the boundaries of what is known to expand possibilities for human life.

Incorporated in 2003, Nanobiotix is headquartered in Paris and also has subsidiaries in France, Spain, and Germany. Nanobiotix has been listed on Euronext: Paris since 2012 and completed a successful initial public offering (IPO) on the Nasdaq Global Select Market in New York City in December 2020. The company is one of only 7 dual-listed biotech companies with headquarters in France.

Nanobiotix is the owner of more than 30 umbrella patents associated with three (3) nanomedicine platforms: 1) applied to oncology; 2) applied to bioavailability and biodistribution; and 3) applied to disorders of the central nervous system. The lion's share of the company's resources are devoted to the development of its lead product candidate—NBTXR3—which was born from its proprietary oncology platform and is has already achieved market authorization in Europe for the treatment of patients with soft tissue sarcoma under the brand name Hensify®.

For more information about Nanobiotix, visit us at www.nanobiotix.com or follow us on LinkedIn and Twitter

Disclaimer

This press release contains certain “forward-looking” statements within the meaning of applicable securities laws, including the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by words such as “at this time,” “anticipate,” “believe,” “expect,” “intend,” “on track,” “plan,” “scheduled,” and “will,” or the negative of these and similar expressions. These forward-looking statements, which are based on our management’s current expectations and assumptions and on information currently available to management, include statements about the timing and progress of clinical trials, the timing of our presentation of data, the results of our preclinical studies and their potential implications. Such forward-looking statements are made in light of information currently available to us and based on assumptions that Nanobiotix considers to be reasonable. However, these forward-looking statements are subject to numerous risks and uncertainties, including with respect to the risk associated with the evolving nature of the duration and severity of the COVID-19 pandemic and governmental and regulatory measures implemented in response to it. Furthermore, many other important factors, including those described in our Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission on April 7, 2021 under “Item 3.D. Risk Factors” and those set forth in the universal registration document of Nanobiotix filed with the French Financial Markets Authority (Autorité des Marchés Financiers) under number D.21-0272 on April 7, 2021 (a copy of which is available on www.nanobiotix.com), as well as other known and unknown risks and uncertainties may adversely affect such forward-looking statements and cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons why actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

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