

MEDICREA INTERNATIONAL

French corporation (Société Anonyme) with share capital of 1,605,306.72 euros
Registered head office: 5389 Route de Strasbourg - Vancia (69140) RILLIEUX LA PAPE

393 175 807 RCS LYON

NOTICE OF A COMBINED GENERAL MEETING OF SHAREHOLDERS

The shareholders are convened at a Combined General Meeting on May 11, 2017, at 9:30 am, at the head office, for the purpose of deliberating on the following agenda:

Resolutions falling within the competence of the Ordinary General Assembly:

- Ratification of the transfer of headquarters;
- Appointment of a new Director;
- Appointment of an Observer;
- Powers to carry out formalities.

Resolutions falling within the competence of the Extraordinary General Assembly:

- Reading of the special report of the Statutory Auditors on the delegations to the Board of Directors to issue all securities with or without preferential subscription rights;
- Delegation of authority to be granted to the Board of Directors to decide to increase the share capital of the company by issuing all securities, with pre-emptive rights;
- Delegation to be granted to the Board of Directors to decide to increase share capital by issuing ordinary shares and/or marketable securities giving access to the Company's capital or entitlement to the allocation of debt securities, with removal of pre-emptive rights;
- Delegation of authority to be granted to the Board of Directors to decide to increase share capital by issuing ordinary shares and/or marketable securities giving access to the Company's capital or entitlement to the allocation of debt securities, with removal of pre-emptive rights as part of an offering provided for in paragraph II of article L. 411-2 of the French Monetary and Financial Code;
- Delegation of authority to be granted to the Board of Directors to decide to increase the number of shares to be issued as part of a capital increase in the event of excess demand for subscription, all under the conditions of Article L.225-135-1 of the French Commercial Code;
- Reading of the Statutory Auditors' special report on the delegation to the Board of Directors of the power to proceed to the issue of all securities with cancellation of the preferential subscription right for the benefit of categories of persons meeting certain characteristics in accordance with provisions of Article L.225-138 of the French Commercial Code;
- Delegation of authority to be granted to the Board of Directors to decide to increase share capital by issuing ordinary shares and/or marketable securities giving access to the Company's capital or entitlement to the allocation of debt securities, with removal of pre-emptive rights under article 225-138 of the French Commercial Code (reserved for a category of entities)

- Reading of the special report of the Statutory Auditors on the abolition of the preferential subscription right to the capital increase reserved for the benefit of the members of a company savings plan through an FCPE (or other plan whose members Article L.3332-18 et seq. of the Labor Code would make it possible to reserve a capital increase under equivalent conditions) of the Company and the companies of its Group within the meaning of Article L.225-180 of the Trade code ;
- Authorization to be granted to the Company with a view to increasing the share capital with cancellation of the preferential subscription right for the benefit of members of a company savings plan through a CIPF (or other plan to the members which Article L.3332-18 of the Labor Code would allow to reserve a capital increase under equivalent conditions) of the Company and companies of its Group within the meaning of Article L.225-180 of the Code of Commerce, with delegation to the Board of Directors to carry out the issue and to determine its terms and conditions;
- Cancellation of the preferential subscription right of Shareholders for the benefit of members of a company savings plan through an FCPE (or other plan to members of which Article L.3332-18 of the Labor Code would allow to reserve a capital increase under equivalent conditions) of the Company and the companies of its Group within the meaning of Article L.225-180 of the French Commercial Code. ;
- Setting global limits as part of delegations of increasing the share capital.

Ordinary resolutions

FIRST RESOLUTION

Ratification of transfer of headquarters

Having acknowledged the Board of Directors' report, the Shareholder Meeting ratifies the transfer of the headquarters decided by the Board of Management on 19 September 2016 from NEYRON (01700) 14 Porte du Grand Lyon to RILLIEUX LA PAPE (69140) Vancia – 5389 Route de Strasbourg and the subsequent amendment of article 4 of the company's articles of association.

SECOND RESOLUTION

Appointment of a new Director

Having acknowledged the Board of Directors' report, the Shareholder Meeting appoints with immediate effect:

- **Mr. Richard Kienzle**
Born on 31 October 1962 in Burlington, Vermont
Residing at 1241Dr Malvern PA 19355 - USA

as Director for a six-year term, until the end of the Ordinary Annual Shareholder Meeting held in 2023, called to approve the accounts of the financial period ending on 31 December 2022.

THIRD RESOLUTION

Appointment of an Observer

Having acknowledged the Board of Directors' report, the Shareholder Meeting appoints with immediate effect:

- **The Company Athyrium Opportunities II Acquisition, LP** represented by Mr. Richard T. Pines
A Company governed by US law
Registered in Delaware

With headquarters located at 530 Fifth Avenue, Floor 25 - New York - NY 10036, USA

as an Observer for a three-year term, until the end of the Ordinary Annual Shareholder Meeting held in 2020, called to approve the accounts of the financial period ending on 31 December 2019.

FOURTH RESOLUTION

Powers for formalities

The Shareholder Meeting grants full powers to the bearer of an original, extract or copy of these minutes to carry out all formalities as regards filing and any other required formalities.

Extraordinary resolutions

FIFTH RESOLUTION

Delegation to be granted to the Board of Directors to decide to increase share capital by issuing ordinary shares and/or marketable securities giving access to the Company's capital or entitlement to the allocation of debt securities, retaining pre-emptive rights

Having acknowledged the Board of Directors' report and the Auditor's special report, in compliance with the provisions of articles L. 225-129-2 and L. 228-91 et seq. of the French Commercial Code, the Shareholder Meeting:

- delegates authority to the Board of Directors to decide one or more increases in share capital, retaining the pre-emptive right of Shareholders, in the proportions and on the dates it establishes, by issuing (including through the free allocation of warrants), in France and/or abroad, in euros, shares in the Company and any marketable securities, which may be subscribed either in cash or by offsetting debts, issued free of charge or in exchange for payment, giving access by any means, immediately or at a later date, to:
 - (i) existing shares or shares to be issued by the Company and/or a company that directly or indirectly owns more than half of its share capital or in which the Company directly or indirectly owns more than half of the share capital, subject to authorisation from an Extraordinary Shareholder Meeting of the company in which the rights are exercised only in cases where the shares have yet to be issued. These marketable securities may give entitlement to the allocation of debt securities and be denominated in any currency or monetary units pegged to a basket of currencies;

and/or

- (ii) existing shares of the Company and/or a company in which it directly or indirectly owns less than half of its share capital or where less than half of share capital is directly or indirectly owned by this company. These marketable securities may give entitlement to the allocation of debt securities and be denominated in any currency or monetary units pegged to a basket of currencies;
- decides that the delegation hereby granted to the Board of Directors remains valid for a period of twenty-six months as from the date of this Meeting;
 - decides that the total par amount of the share capital increases that may potentially be immediately performed may not exceed eight hundred thousand (800,000) euros, with it being stipulated that this amount shall be charged to the global ceiling specified in the 12th resolution ("**Global Ceiling I**"), to which must be added, if applicable, the additional par amount of shares to be issued, in accordance with the law and any contractual stipulations specifying other cases of adjustment, to preserve the rights of bearers of marketable securities conferring entitlement to shares;
 - also decides that the total par amount of marketable securities issued with a primary security that is a debt security, particularly a bond, may not exceed twenty-five million (25,000,000) euros or the equivalent of this amount in other currencies. This amount shall be charged to the global ceiling specified in the 12th resolution ("**Global Ceiling II**"), with it being stipulated that this amount is autonomous and separate from the amount of debt securities specified in articles L. 228-40 and L. 228-92 para. 3 of the French Commercial Code, for which the issuing shall be decided or authorised by the Board of Directors pursuant to the provisions of article L. 228-4 of the French Commercial Code or the articles of association;
 - decides that Shareholders have, in proportion to the value of their shares, a pre-emptive subscription right to marketable securities in existing stock issued under this resolution and decides that the Board of Directors may introduce a subscription right for excess amounts;
 - acknowledges that this delegation automatically waives, to the benefit of the holders of any marketable securities that may be issued giving access, immediately or at a later date, to shares in the Company, Shareholder pre-emptive rights to shares to which said marketable securities may grant them entitlement;
 - decides that if subscriptions to existing stock and, if applicable, to excess stock, have not absorbed a share or marketable security issue in full, as defined above, the Board may, under the terms set out in article L. 225-134 of the French Commercial Code decide one of the following; to restrict the issue to the number of subscriptions received, providing this equals at least three quarters of the decided issue, to distribute non-subscribed securities at its discretion and/or to offer all or part of the non-subscribed securities to the public;
 - decides that the Board of Directors may, if appropriate, charge the costs, taxes and fees resulting from the issues provided for in this resolution to the amount of the

corresponding premiums and deduct from such amount the necessary amounts for the legal reserve;

- decides that the Board of Directors shall, according to law, have full powers, with the option to sub delegate powers to the General Director subject to conditions stipulated by law, to implement this delegation, in particular to establish the conditions of issue, subscription and payment for shares and marketable securities, preserve the rights of holders of securities, suspend, if necessary, the exercise of rights attached to said marketable securities for a maximum period of three months, record the completion of the issues specified in this resolution and perform the corresponding amendments to the articles of association;
- acknowledges that this delegation cancels and supersedes any prior delegation with the same purpose.

SIXTH RESOLUTION

Delegation to be granted to the Board of Directors to decide to increase share capital by issuing ordinary shares and/or marketable securities giving access to the Company's capital or entitlement to the allocation of debt securities, with removal of pre-emptive rights

Having acknowledged the Board of Directors' report and the Auditor's special report, in compliance with the provisions of articles L. 225-129-2, L. 225-135 and L. 228-91 et seq. of the French Commercial Code, the Shareholder Meeting:

- delegates authority to the Board of Directors to decide one or more increases in share capital in the proportions and on the dates it establishes, by issuing in France and/or abroad, by way of public offering, in euros, shares in the Company and any marketable securities, which may be subscribed either in cash or by offsetting debts, issued free of charge or in exchange for payment, giving access by any means, immediately or at a later date, to:

(i) existing shares or shares to be issued by the Company and/or a company that directly or indirectly owns more than half of its share capital or in which the Company directly or indirectly owns more than half of the share capital, subject to authorisation from an Extraordinary Shareholder Meeting of the company in which the rights are exercised only in cases where the shares have yet to be issued. These marketable securities may give entitlement to the allocation of debt securities and be denominated in any currency or monetary units pegged to a basket of currencies;

and/or

(ii) existing shares of the Company and/or a company in which it directly or indirectly owns less than half of its share capital or where less than half of share capital is directly or indirectly owned by this company. These marketable securities may give entitlement to the allocation of debt securities and be denominated in any currency or monetary units pegged to a basket of currencies;

- decides that the delegation hereby granted to the Board of Directors remains valid for a period of twenty-six months as from the date of this Meeting;
- decides to remove the pre-emptive right of Shareholders to said shares or securities and grant the Board of Directors the power to introduce a priority subscription right to existing stock to the benefit of Shareholders and, potentially, to excess shares, pursuant to the provisions of articles L. 225-135 the French Commercial Code, with it being stipulated that non-subscribed securities shall therefore be placed through a public offering in France and/or abroad and/or on the international market;
- decides that the total par amount of the share capital increases that may potentially be immediately performed may not exceed eight hundred thousand (800,000) euros, with it being stipulated that this amount shall be charged to the **Global Ceiling I** specified in the 12th resolution, to which must be added, if applicable, the additional par amount of shares to be issued, in accordance with the law and any contractual stipulations specifying other cases of adjustment, to preserve the rights of bearers of marketable securities conferring entitlement to shares;
- decides that the share issue price shall be at least equal to the weighted average of the stock market price of the twenty most recent stock exchange sessions preceding its determination, with a maximum 10% reduction as required;
- also decides that the total par amount of marketable securities issued with a primary security that is a debt security, particularly a bond, may not exceed twenty-five million (25,000,000) euros or the equivalent of this amount. This amount shall be charged to the **Global Ceiling II** specified in the 12th resolution, with it being stipulated that this amount is autonomous and separate from the amount of debt securities specified in articles L. 228-40 and L. 228-92 para. 3 of the French Commercial Code, for which the issuing shall be decided or authorised by the Board of Directors pursuant to the provisions of article L. 228-40 of the French Commercial Code or the articles of association;
- acknowledges that this delegation automatically waives, to the benefit of the holders of any marketable securities that may be issued giving access, immediately or at a later date, to shares in the Company, Shareholder pre-emptive rights to shares to which said marketable securities may grant them entitlement;
- decides that the amount paid or due to the Company for each share issued or to be issued, after taking into consideration, in the event of the issue of detachable share subscription or allotment warrants, the issue price of such warrants, shall be greater than or equal to the minimum price imposed by legal and/or regulatory provisions on the date of issue;
- decides that the conversion, redemption or more generally transformation into shares of each marketable security giving access to the capital will be such, taking account of the par value of said marketable securities, that the quantity of shares issued and the amount received by the Company for each share is at least equal to the minimum subscription price defined for the issuing of shares in this same resolution;
- decides that the Board of Directors may, if appropriate, charge the costs, taxes and fees resulting from the issues provided for in this resolution to the amount of the

corresponding premiums and deduct from such amount the necessary amounts for the legal reserve;

- decides that the Board of Directors shall, according to law, have full powers, with the option to sub delegate powers to the General Director subject to conditions stipulated by law, to implement this delegation, in particular to establish the conditions of issue, subscription and payment for shares and marketable securities, preserve the rights of holders of securities, suspend, if necessary, the exercise of rights attached to said marketable securities for a maximum period of three months, record the completion of the issues specified in this resolution and perform the corresponding amendments to the articles of association;
- acknowledges that this delegation cancels and supersedes any prior delegation with the same purpose.

SEVENTH RESOLUTION

Authorisation to be granted to the Board of Director to decide to increase share capital by issuing ordinary shares and/or marketable securities giving access to the Company's capital or entitlement to the allocation of debt securities, with removal of pre-emptive rights as part of an offering provided for in paragraph II of article L. 411-2 of the French Monetary and Financial Code

Having acknowledged the Board of Directors' report and the Auditor's special report, in compliance with the provisions of articles L. 225-129-2, L. 225-135, L. 225-136 and L. 228-91 et seq. of the French Commercial Code and article L. 411-2 of the French Monetary and Financial Code, the Shareholder Meeting:

- delegates authority to the Board of Directors to decide one or more increases in share capital in the proportions and on the dates it establishes, by issuing in France and/or abroad, as part of an offering provided for in paragraph II of article L. 411-2 of the French Monetary and Financial Code, in euros, shares in the Company and any marketable securities giving access by any means, immediately or at a later date, to existing shares or shares to be issued by the Company or by a company in which the Company directly or indirectly owns more than half of the share capital, subject to authorisation from an Extraordinary Shareholder Meeting of the company in which the rights are exercised, with removal of Shareholder pre-emptive rights, which may be subscribed either in cash or by offsetting debts, with said marketable securities potentially creating entitlement to the allocation of debt securities, be denominated in any currency or monetary units pegged to a basket of currencies;
- decides that the delegation hereby granted to the Board of Directors remains valid for a period of twenty-six months as from the date of this Meeting;
- decides to remove the Shareholder pre-emptive rights from these shares or securities;
- decides that the share issue price shall be at least equal to the weighted average of the stock market price of the twenty most recent stock exchange sessions preceding its determination, with a maximum 10% reduction as required.

- the total par amount of share capital increases that may potentially be performed immediately and/or at a later date cannot exceed 20% of the share capital per year, with it being stipulated that this 20% cap may be calculated at any time, applying to adjusted capital according to operations affecting it after this Meeting and not taking into account the par amount of the capital that may potentially be increased through the exercise of all rights and marketable securities already issued, for which exercise is deferred, and that the amount of capital increases provided for in this resolution is charged to the **Global Ceiling I** specified in the 12th resolution;
- in addition decides that the total par amounts of marketable debt securities giving access to capital that may potentially therefore be issued may not exceed twenty-five million (25,000,000) euros or the equivalent of this amount on the date of deciding the issuance, with this amount being charged to the **Global Ceiling II** specified in the 12th resolution;
- acknowledges that this delegation automatically waives, to the benefit of the holders of any marketable securities that may be issued giving access, immediately or at a later date, to shares in the Company, Shareholder pre-emptive rights to shares to which said marketable securities may grant them entitlement;
- decides that the amount paid or due to the Company for each share issued or to be issued, after taking into consideration, in the event of the issue of detachable share subscription or allotment warrants, the issue price of such warrants, shall be greater than or equal to the minimum price imposed by legal and/or regulatory provisions on the date of issue;
- decides that the conversion, redemption or more generally transformation into shares of each marketable security giving access to the capital will be such, taking account of the par value of said marketable securities, that the quantity of shares issued and the amount received by the Company for each share is at least equal to the minimum subscription price defined for the issuing of shares in this same resolution;
- decides that the Board of Directors may, if appropriate, charge the costs, taxes and fees resulting from the issues provided for in this resolution to the amount of the corresponding premiums and deduct from such amount the necessary amounts for the legal reserve;
- decides that the Board of Directors shall, according to law, have full powers, with the option to sub delegate powers to the General Director subject to conditions stipulated by law, to implement this delegation, in particular to establish the conditions of issue, subscription and payment for shares and marketable securities, preserve the rights of holders of securities, suspend, if necessary, the exercise of rights attached to said marketable securities for a maximum period of three months, record the completion of the issues specified in this resolution and perform the corresponding amendments to the articles of association;
- acknowledges that this delegation cancels and supersedes any prior delegation with the same purpose.

EIGHTH RESOLUTION

Delegation of authority to be granted to the Board of Directors to decide to increase the number of share, securities and/or marketable securities giving access to the Company's capital or entitlement to the allocation of debt securities to be issued in the case of capital increase

Having acknowledged the Board of Directors' report and the Auditor's report, in compliance with the provisions of articles L. 225-135-1 of the French Commercial Code, the Shareholder Meeting authorises the Board of Directors, in the event of the 5th, 6th and 7th resolutions being adopted, for a period of twenty-six months as of the date of the Meeting, to increase, in compliance with article R. 225-118 of the French Commercial Code or any other applicable provision, following its sole decisions within the ceiling specified in the resolution by virtue of which the initial issuing is decided and within the limit of **Global Ceiling I** and **Global Ceiling II** specified in the 12th resolution within 30 days of the closure of subscription to the initial issue and limited to 15% of the initial issue and at the same price as that decided for the initial issue, the number of shares, securities or marketable securities to be issued in the case of a share capital increase of the Company with or without pre-emptive rights for Shareholders, decided pursuant to the 5th, 6th and 7th resolutions.

The Shareholder Meeting acknowledges that the limit specified in the first paragraph of section I of article L. 225-134 of the French Commercial Code shall then be increased in the same proportions.

The Shareholder Meeting also acknowledges that this delegation cancels and supersedes any prior delegation with the same purpose.

NINTH RESOLUTION

Authorisation to be granted to the Board of Directors to decide to increase share capital by issuing ordinary shares and/or marketable securities giving access to the Company's capital or entitlement to the allocation of debt securities, with removal of pre-emptive rights under article 225-138 of the French Commercial Code (reserved for a category of entities)

Having acknowledged the Board of Directors' report and the Auditor's special report, in compliance with legal provisions, the Shareholder Meeting:

- delegates authority to the Board of Directors to decide one or more increases in share capital by issuing in France or abroad, in euros, ordinary shares in the Company or any marketable securities giving access by any means, immediately or at a later date, to existing ordinary shares or ordinary shares to be issued by the Company or by a company that directly or indirectly owns more than half of its share capital or in which the Company directly or indirectly owns more than half of the share capital, which may be subscribed either in cash or by offsetting debts. These marketable securities may also be denominated in foreign currencies or in any monetary unit pegged to a basket of currencies;
- decides that the total of share capital increases that may potentially be performed under this delegation immediately or at a later date may not exceed eight hundred thousand (800,000) euros in par value, with it being stipulated that this amount shall not be charged to the global ceiling specified in the 12th resolution ("**Global Ceiling I**");

- decides that the total amount (i) of marketable debt securities giving access to capital by any means, immediately or at a later date, that may potentially be issued by virtue of this resolution may not exceed twenty-five million (25,000,000) euros par value or the equivalent of this amount in other currencies, on the date of deciding the issuance, and (ii) shares to be issued subsequent to the issue of hybrid marketable securities may not exceed eight hundred thousand (800,000) euros in par value and shall not be charged to the global ceiling specified in the 12th resolution ("**Global Ceiling II**");
- decides to remove the Shareholder pre-emptive right to shares or marketable securities specified in this resolution and to reserve the right to subscribe to a category of entities defined as follows: International investment funds and/or companies (i.e. conducting financial transactions in a number of countries), operating in the sector of health and/or medical devices and which each place at least one hundred thousand (100,000) euros, or the equivalent in foreign currencies, in the operation (in compliance with the provisions of article 211-2 3) of the General Regulations of the Financial Markets Authority (AMF);
- decides that the Board of Directors shall establish the precise list of beneficiaries for each use of this delegation, within the category of beneficiaries stipulated in the above paragraph for which pre-emptive rights have been removed and shall set the characteristics, amount and terms for any issuance, together with the payment terms securities issued;
- decides that the share issue price shall be at least equal to the weighted average of the stock market price of the twenty most recent stock exchange sessions preceding its determination, with a maximum 10% reduction as required;
- decides that the Board of Directors may if necessary charge any expenses involved in performance of the issuances concerned to the issue premiums;
- decides that the Board of Directors shall have full powers, with the option of sub-delegation, for the purpose of implementing this delegation, in particular establishing the characteristics of the marketable securities issued and, more generally, taking any measures and performing any formalities required for successfully concluding each capital increase, declaring the completion and making the required changes to the articles of association.

The delegation hereby granted to the Board of Directors remains valid for a period of eighteen months as from the date of this Meeting;

TENTH RESOLUTION

Authorisation to be granted to the Board of Director to proceed with a share capital increase reserved for employees of the Company and the companies of its Group

Having acknowledged the Board of Directors' report and read the Auditor's special report, pursuant to the provisions of article L. 225-129-6 of the French Commercial Code, the Shareholder Meeting delegates full powers to the Board of Directors, for a period of twenty-six months as from the date of the Meeting, to perform at its sole discretion one or more capital share increases under the terms specified in article L. 3332-18 et seq. of the French

Labour Code, at the times it decides, of a maximum total amount of forty thousand (40,000) euros par value, reserved for the benefit of members of a company savings plan via an employee shareholding fund (FCPE) (or other membership plan for which article L. 3332-18 of the French Labour Code allows capital increases in equivalent conditions) of the Company or companies of its Group as defined by article L. 225-180 of the French Commercial Code, with it being stipulated that this amount shall be charged to the **Global Ceiling I** specified in the 12th resolution;

The price shall be established in accordance with the law, in particular the objective method selected for evaluating shares. The subscription price shall be neither higher than the subscription price thus established or more than 20% lower than said price (30% in cases where the lock-up period stipulated in the plan pursuant to articles L. 3332-25 and L. 3332-26 of the French Labour Code equals or exceeds 10 years); with it being stipulated that the Board of Directors may reduce this discount at its discretion, in particular in cases of an offer to members of a company savings plan involving securities on the foreign and/or international market in order to meet the requirements of applicable local legislation.

The Shareholder Meeting grants the Board of Directors full powers, with the option to sub delegate to the General Director or Deputy General Director, to implement this delegation, in particular to decide to increase capital under the aforementioned conditions, to establish the terms and conditions, particularly to set the share issue price in accordance with the limits provided for by law and this Shareholder Meeting, to set the dates for opening and closing subscriptions and in general, effectively perform all the operations required for this action and perform the corresponding amendments to the articles of association.

The Shareholder Meeting acknowledges that this delegation cancels and supersedes any prior delegation with the same purpose.

ELEVENTH RESOLUTION

Removal of pre-emptive rights for Shareholders to the benefit of employees of the Company and companies of its Group

Having acknowledged the Board of Directors' report and read the Auditor's special report, the Shareholder Meeting decides to remove Shareholder pre-emptive rights to ordinary shares or marketable securities giving access to ordinary shares to be issued under the delegation set out in the 10th resolution above, to the benefit of the members of a company savings plan via an employee shareholding fund (FCPE) (or other membership plan for which the provisions of the French Labour Code allows capital increases in equivalent conditions) of the Company or companies of its Group as defined by article L. 225-180 of the French Commercial Code.

TWELTH RESOLUTION

Global limit of authorisations

Having acknowledged the Board of Directors' report and the Auditor's special report, in compliance with the provisions of articles L. 225-129-2 of the French Commercial Code, the Shareholder Meeting:

- decides that the amount of capital increases that may potentially be performed immediately, by virtue of the 5th, 6th, 7th and 10th resolutions of this Meeting, may not exceed eight hundred thousand (800,000) euros in par value ("**Global Ceiling I**");
- also decides that the total par amounts of marketable debt securities giving access by any means to capital, immediately or at a later date, that may potentially be issued by virtue of the 5th, 6th, 7th and 10th resolutions of this Meeting, may not exceed twenty-five million (25,000,000) euros in par value or the equivalent in other currencies, on the date of deciding the issuance and (ii) the shares to be issued as a consequence of issuing hybrid marketable securities may not exceed eight hundred thousand (800,000) euros in par value ("**Global Ceiling II**").

The following shall be added to the ceilings, if appropriate; the par value of shares to be issued to preserve, in accordance with the law and, if applicable, contractual stipulations specifying other cases of adjustment, the rights of holders of marketable securities or other securities giving access to the capital of the Company and/or issued by a Subsidiary and/or a parent company under the delegations of authority granted by the Board of Directors.

Any shareholder, regardless of the number of shares he owns, may take part in this meeting.

By failing to personally attend this meeting, shareholders may:

- send the company a proxy without indication of agent;
- to hand a power of attorney to another shareholder or to their spouse or to the partner with whom he has entered into a civil solidarity pact (the statutes of the company do not provide, for the moment, for the possibility of being represented by any other person physical or moral of choice);
- use and send to the company a postal voting form.

However, in accordance with the provisions of the regulations, only shareholders entitled to such share by the registration of the securities in their name (or in the name of the Company) may attend the meeting, vote by mail or be represented by proxy. intermediary registered on their behalf) on the 2nd working day preceding the General Assembly at midnight (Paris time):

- With regard to holders of registered shares: by the entry in the account of the shares in the register of registered shares of the Company;
- For holders of bearer shares: by filing at the Company's registered office, a participation certificate issued by an authorized intermediary recording the accounting registration of the securities, attached to the voting or proxy form or at the request of admission card.

A single postal voting and power of attorney form will be available to shareholders at the registered office of the Company or may be requested by registered letter with acknowledgment of receipt from the date of convening the meeting.

All applications received will be accepted no later than six days before the date of the meeting.

Votes by correspondence will only be taken into consideration if the forms, duly completed and signed, are received at the registered office of the company at least three days before the date of the meeting.

Any shareholder who has already voted by mail, sent a proxy, asked for an admission card or a certificate of participation, will no longer be able to choose another method of participation in the meeting.

Requests for the inclusion of items or draft resolutions on the agenda of the Shareholders' Meeting presented by shareholders fulfilling the legal requirements must be sent to the company, for the attention of Mr. Denys SOURNAC, by LR .AR, from the date of publication of this notice and up to 25 days before the meeting without being able to be sent more than 20 days after the date of publication of this notice.

Requests for the registration of draft resolutions should be accompanied by the text of the draft resolutions and possibly a brief statement of reasons as well as a certificate of registration in account justifying the holding of the minimum capital required.

Requests for the inclusion of items on the agenda must be motivated and accompanied by the certificate of registration in account justifying the holding of the minimum capital required.

It is also recalled that the examination by the general meeting of points or resolutions that will be presented is subject to transmission by interested parties, no later than the second working day preceding the general meeting at midnight, Paris time , a new certificate justifying the accounting registration of their securities under the same conditions as those indicated above.

In accordance with Article R. 225-84 of the French Commercial Code, any shareholder may ask written questions to the company as from the date of this insertion. These questions must be addressed to the company, to the attention of Mr Denys SOURNAC, Chairman and Chief Executive Officer, by LR.AR, no later than the 4th working day preceding the date of the general meeting. They must be accompanied by a certificate of registration either in the registered accounts kept by the company or in the bearer share accounts kept by the authorized intermediary.

For this meeting, there is no provision for voting by electronic means of telecommunication and therefore no site referred to in Article R. 225-61 of the Code of Commerce will be established for this purpose.

In accordance with the law, all the documents which must be communicated to the general meetings will be held, within the legal deadlines, at the disposal of the shareholders at the registered office or on the website of the Company www.medicrea.com or transmitted on simple request addressed to the society.

Board of directors