



**CONVENING OF THE COMBINED GENERAL MEETING
ON MAY 25, 2022**

GENSIGHT BIOLOGICS

A French *Société Anonyme* (corporation)

with share capital of 1,158,389.78 euros

74, rue du Faubourg Saint Antoine 75012 Paris - France

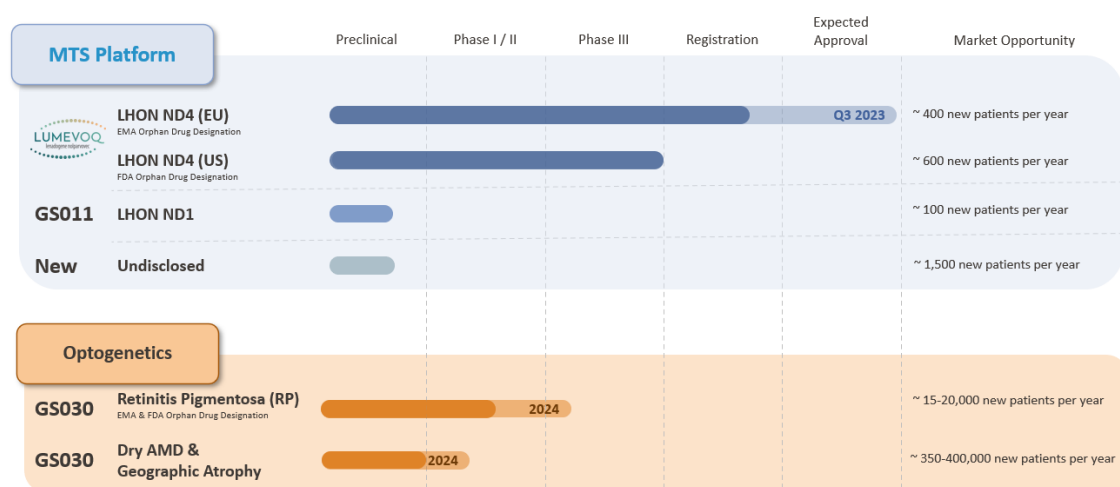
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BRIEF STATEMENT OF THE COMPANY'S SITUATION

GenSight Biologics S.A. is a clinical-stage biopharma company focused on developing and commercializing innovative gene therapies for retinal neurodegenerative diseases and central nervous system disorders. GenSight Biologics' pipeline leverages two core technology platforms, the Mitochondrial Targeting Sequence (MTS) and optogenetics, to help preserve or restore vision in patients suffering from blinding retinal diseases. Using its gene therapy-based approach, GenSight Biologics' product candidates are designed to be administered in a single treatment to each eye by intravitreal injection to offer patients a sustainable functional visual recovery. GenSight Biologics' lead product candidate, LUMEVOQ® (GS010; lenadogene nolparvovec), has been submitted for marketing approval in Europe and in phase III trials in the United States for the treatment of Leber Hereditary Optic Neuropathy (LHON), a rare mitochondrial disease affecting primarily teens and young adults that leads to irreversible blindness.



Consolidated Financial Situation

The Company's **operating income** increased by 3.6% to €7.7 million in 2021 from €7.4 million in 2020. This increase was essentially driven by revenues generated by LUMEVOQ® in France through the named patient Temporary Authorisation for Use ("ATU nominative") granted by the French National Drug Safety Agency (*Agence Nationale de Sécurité du Médicament* or ANSM) significantly progressing by 20.1% to €5.3 million in 2021 compared to €4.4 million a year earlier. The Company also generated research tax credit (*Crédit Impôt Recherche* or CIR), amounting to €2.4 million in 2021 compared to €2.8 million in 2020.

Research and development expenses remained stable year-on-year amounting to €22.9 million in 2021 compared to €22.4 million in 2020. While Phase III clinical trials of LUMEVOQ® – RESCUE, REVERSE and REFLECT – are now completed and patients entered long term follow-up, the Company maintains its efforts in Chemistry, Manufacturing and Controls (CMC) activities to ensure manufacturing readiness to commercialize under Good Manufacturing Practices (GMP) and notably the production of validation batches as required to complete the Marketing Authorisation Application (MAA) in Europe.

Sales and marketing expenses sharply increased to €5.5 million in 2021 from €2.0 million in 2020 to reflect the ramp up of key strategic marketing and market access activities in preparation for the expected commercial launch of LUMEVOQ® in Europe in 2023. The Company is also building its local presence in the main European countries, France, Germany, the United Kingdom, Italy and Spain by setting up commercial affiliates.

General and administrative expenses reduced by 7.4% to €7.4 million in 2021 compared to €8.0 million in 2020. This decrease was mainly driven by the reversal of the social contribution provision on the 2020 Performance Shares plan, which was partly voided due to a performance criterion not being met within the required timeline.

The Company's **operating loss** was contained in 2021 amounting to €28.1 million compared to €24.9 million in 2020, after having been significantly reduced from 2019. This 12.8% increase was driven by the ramp up of sales and marketing expenses over the period in preparation for the expected commercial launch of LUMEVOQ® in Europe in 2023.

The **financial loss** in 2021 amounted to €0.5 million compared to €9.1 million in 2020. The amount in 2020 was essentially composed of the change in derivative financial instrument fair value of the convertible option and share warrants attached to the bond financing with Kreos between December 31, 2019 and 2020, which was recognized in profit or loss in accordance with IFRS9. The related €7.4 million non-cash and non-recurring financial expense in 2020 was mainly driven by the share price increase over the period.

The Company's **net loss** in 2021 amounted to €28.6 million compared to €34.0 million in 2020. The average weighted number of shares increased to 45.2 million in 2021 from 35.1 million in 2020 leading the loss per share to decrease by 34.5% to €(0.63) in 2021 from €(0.97) in 2020. Excluding both share-based compensation (IFRS2) and financial Kreos-related (IFRS 9) non-cash expenses, the adjusted net loss amounted to €24.0 million in 2021 compared to €22.5 in 2020.

Net cash flows from operating activities decreased over the period at €(17.1) million in 2021 compared to €(15.0) million a year earlier, primarily as a result of building the commercial infrastructure and preparing for the launch of LUMEVOQ® in Europe partially offset by revenues generated by ATUs of LUMEVOQ® in France.

Net cash flows from investment activities amounted to €(16) thousand in 2021 compared to €(0.4) million in 2020, mainly driven by the activity of the Company's liquidity contract.

Net cash flows from financing activities amounted to €23.7 million in 2021, reflecting the net proceeds from the private placement in March for €28.1 million partially offset by the amortized repayment of the state-guaranteed loan (*Prêt Garanti par l'État* or PGE) and the bond financing from Kreos. In 2020, these financing activities amounted to €33.9 million, reflecting the private placement in October 2020 for €23.1 million, the PGE obtained for a total of €6.8 million, as well as the Tranche B of the bond financing from Kreos, for an amount of €3.9 million.

Cash and cash equivalents totaled €44.3 million as of December 31, 2021, compared to €37.9 million as of December 31, 2020. The amounts of expected future cash flows related to the reimbursement of our financial debts were €4.6 million at less than one year and €12.4 million at more than one year.

Research and Development

On May 25, 2021, the Company announced that the highly-regarded journal *Nature Medicine* has published the first case report of partial recovery of visual function in a blind patient with late stage retinitis pigmentosa (RP). The subject is a participant in the ongoing PIONEER Phase I/II clinical trial of GenSight Biologics' GS030 optogenetic therapy. Published in the May issue under the title "Partial recovery of visual function in a blind patient after optogenetic therapy", the paper is the first peer-reviewed documentation of visual recovery after a blind patient was treated with optogenetic therapy.

The subject in the case report, who had been diagnosed with RP 40 years prior to enrollment, had such low visual acuity that prior to receiving GS030, he could only perceive light. His gene therapy injection was followed four and a half months later by training on the use of the GS030-MD device. Seven months after the start of his training, he began to report signs of visual improvement. Visual function tests showed he acquired the ability to perceive, locate, count and touch objects when his treated eye was stimulated with the GS030-MD goggles. Without the goggles, he could not perform the tasks. While the patient performed vision-oriented tasks, recordings were taken using extracranial multi-channel electroencephalography (EEG), a non-invasive technique that provides a readout of neuronal activity across the cortex. The EEG signals suggest that the act of carrying out the visual perception tests was accompanied by neurophysiological activity in the visual cortex.

In addition, the patient also reported significant improvements in his ability to conduct day-to-day activities such as navigating in outdoor and indoor environments and detecting household objects and furniture.

On June 30, 2021, the Company reported key efficacy and safety findings at 1.5 years (78 weeks) post-treatment in the REFLECT Phase III clinical trial for LUMEVOQ®. The results show better visual acuity improvements from bilateral intravitreal injections of the gene therapy compared to a unilateral injection.

Designed under a Special Protocol Assessment with the FDA (U.S. Food & Drug Administration), the REFLECT trial is a randomized, double masked, placebo-controlled Phase III trial involving 98 subjects with vision loss due to Leber Hereditary Optic Neuropathy (LHON) caused by a mutated *ND4* mitochondrial gene; enrolled *ND4* subjects had vision loss up to one year from onset. The *ND4* mitochondrial mutation is associated with the most severe clinical form of LHON, with poor overall visual outcomes.¹ All subjects received an intravitreal injection (IVT) of LUMEVOQ® in their first affected eye. The second affected eye was randomized to either a second IVT of LUMEVOQ® or a placebo IVT, which was administered on the same day or the following day. 48 subjects were randomized to LUMEVOQ® bilateral treatment, and 50 to LUMEVOQ® unilateral treatment (first affected eye treated with LUMEVOQ®, second-affected eye treated with placebo).

At the primary time point of the analysis, 1.5 years after injection, mean best-corrected visual acuity (BCVA) in LUMEVOQ®-treated eyes was statistically significantly better than baseline, whereas the improvement from baseline was not statistically significant in placebo eyes.

On July 5, 2021, the Company announced that the French Competent Authority, the National Agency for Medicines and Health Products Safety (*Agence Nationale de Sécurité du Médicament et des produits de santé* or ANSM), granted a Cohort Temporary Authorisation for Use (“ATU de Cohorte” or ATUc) for LUMEVOQ® in the treatment of Leber Hereditary Optic Neuropathy (LHON) caused by a mutated *ND4* gene.

LUMEVOQ® was first approved for early access in France in December 2019 when the ANSM authorized a Named Patient ATU (“ATU *Nominative*” or ATUn) for the CHNO des Quinze-Vingts Hospital in Paris. On the date of the issue, 18 patients had been treated under an ATUn. Under Named Patient ATUs, physicians have to submit individual requests to the ANSM for each patient. The Cohort ATU greatly simplifies the process by which patients gain access to LUMEVOQ® prior to EU marketing authorisation. French hospital-based physicians, including those practicing outside the Quinze-Vingts Hospital in Paris, will now be able to request treatment for eligible patients directly from GenSight Biologics. The ATUc also allows the Company to monitor patients more systematically and to collect data that would allow the safety and efficacy of LUMEVOQ® to be assessed for these patients. Under the ATUc, GenSight Biologics will provide LUMEVOQ® to hospitals at a price similar to that in the current ATUn.

On August 31, 2021, the Company announced that the Journal of Neuro-Ophthalmology (JNO) has published results from RESTORE, the long-term follow-up study of LUMEVOQ®, which show sustained treatment effect from a unilateral injection of LUMEVOQ® three years after injection in the RESCUE and REVERSE trials. The paper, published in the September issue of JNO under the title “Long-Term Follow-Up After Unilateral Intravitreal Gene Therapy for Leber Hereditary Optic Neuropathy: The RESTORE Study”, presents analyses that show sustained improvement in best-corrected visual acuity (BCVA) and quality of life scores three years after subjects received LUMEVOQ® treatment. The continuous improvement in BCVA was demonstrated in both eyes of the unilaterally treated patients, confirming the contralateral treatment effect reported in the RESCUE and REVERSE trials.

On September 6, 2021, the Company announced that its gene therapy LUMEVOQ® has been granted Promising Innovative Medicine (PIM) designation by the UK’s Medicines and Healthcare products Regulatory Agency (MHRA) for the treatment of vision loss due to Leber Hereditary Optic Neuropathy (LHON) caused by a confirmed G11778A mutation in the *ND4* mitochondrial gene.

PIM designation is given to a medicinal product that is likely to offer a major advantage for patients. For the MHRA to grant a PIM designation, the product must meet each of the following three criteria:

- The condition should be life-threatening or seriously debilitating with high unmet need, meaning there is no method of treatment, diagnosis or prevention available, or existing methods have serious limitations
- The medicinal product is likely to offer major advantage over methods currently used in the UK; preliminary evidence should be submitted based on both non-clinical and clinical data

- The potential adverse effects of the medicinal product are likely to be outweighed by the benefits, allowing for the reasonable expectation of a positive benefit-risk balance

PIM designation is also an early indication that a medicine is a promising candidate for the MHRA's Early Access to Medicines Scheme (EAMS) in the treatment, diagnosis or prevention of life-threatening or seriously debilitating conditions with an unmet need.

The EAMS is similar to the Cohort ATU (*Autorisation Temporaire d'Utilisation de Cohorte* [Cohort Temporary Authorisation for use]) program in France, which simplifies the process by which patients could be treated with promising treatments ahead of market authorisation. LUMEVOQ® was approved for a French Cohort ATU in July 2021.

On September 15, 2021, the Company announced that the independent Data Safety Monitoring Board (DSMB) completed its third safety review of the ongoing PIONEER Phase I/II clinical trial of GS030 combining AAV2-based gene therapy with optogenetics for the treatment of Retinitis Pigmentosa (RP).

The DSMB found no safety issue in the third cohort of patients, who received an intravitreal injection with the highest dose (5e11 vg) among the three cohorts studied to date, followed by the use of a wearable optronic visual stimulation device. Based on GS030's safety profile, the DSMB recommended selecting this dose for the extension cohort and using the protocol without any modification. Recruitment of this cohort has begun.

On October 12, 2021, the Company announced that the FDA has granted Fast Track Designation to GS030, which combines AAV2-based gene therapy with optogenetics to treat Retinitis Pigmentosa (RP).

Fast Track is a process intended to facilitate the development and expedite the review of drugs for the treatment of serious conditions where there is an unmet medical need. The purpose is to get important new drugs to the patient earlier. Drugs that receive Fast Track designation may be eligible for more frequent communications and meetings with FDA to discuss the drug's development plan, including the design of the proposed clinical trials, and ensure collection of appropriate data needed to support drug approval. Drugs with Fast Track designation may also qualify for Accelerated Approval, Priority Review or Rolling Review of New Drug Applications (NDA) or Biologic License Applications (BLA) if relevant criteria are met.

On November 4, 2021, the Company announced that three validation batches have been produced as required for LUMEVOQ®'s Marketing Authorisation Application (MAA) in Europe. The batches have performed as expected, with consistency between runs. However, a technical issue in a final step of the downstream process will require the Company to repeat these validation batches. Root cause investigations have assessed the technical issue as related to operational conditions and not at all to the intrinsic design of the manufacturing process.

On November 15, 2021, the Company announced that it has reached an agreement with the Committee for Advanced Therapies (CAT) of the European Medicines Agency (EMA) to extend by 3 months the Day 120 clock stop during the review of the LUMEVOQ® MAA.

On November 17, 2021, the Company reported a second case of a patient with late-stage retinitis pigmentosa (RP) who partially recovered her visual function after treatment with GS030 optogenetic therapy.

The patient is a participant in the ongoing PIONEER Phase I/II clinical trial of GS030, like another patient whose partial recovery was published as a case report in Nature Medicine in May 2021. The patient, whose improvement is documented in a video, had been diagnosed with retinitis pigmentosa 20 years prior to enrollment and, at the time of injection, was barely able to perceive light. She received a single intravitreal (IVT) injection with the medium dose (1.5E11 vector genomes) of GS030 gene therapy in her worse-seeing eye and, after four months, started training on the use of the device.

On December 14, 2021, the Company reported topline efficacy and safety results at 2 years post-treatment administration in the REFLECT Phase III clinical trial with LUMEVOQ[®]. The results show sustained efficacy and safety for bilateral intravitreal injection of the gene therapy, including better efficacy compared to unilateral injection. The findings reinforce the results observed at 1.5 years post-treatment administration, which were reported in June 2021.

On January 24, 2022, the Company reported that Leber Hereditary Optical Neuropathy (LHON) subjects treated with LUMEVOQ[®] continued to experience significantly improved vision four years after a single injection of the gene therapy. The findings come from RESTORE (CLIN06), the long-term follow-up study to which participants in the RESCUE and REVERSE Phase III pivotal trials were invited.

When RESTORE subjects enrolled in the study, 2 years after the one-time injection, they had already experienced clinically meaningful improvements relative to the lowest point (the “nadir”) of their best corrected visual acuity (BCVA): +18.8 ETDRS letters equivalent* in their LUMEVOQ[®]-treated eyes and +17.3 letters equivalent in their sham-treated eyes. Four years after treatment, the bilateral improvement from nadir was sustained, with LUMEVOQ[®]-treated eyes achieving a mean improvement against nadir of +22.5 letters equivalent and sham-treated eyes demonstrating a mean improvement of +20.5 letters equivalent.

The impact of such results on patients is demonstrated by increases in the self-reported quality of life (QoL) scores at Year 4 vs. baseline. Mean overall QoL increased by a clinically meaningful magnitude relative to baseline, driven by clinically meaningful increases in the sub-scores corresponding to mental health and the ability to carry out activities autonomously (e.g., role difficulties, dependency, near and far activities, general vision).

On April 7, 2022, the Company announced a delay in the completion of the validation (PPQ) batches for LUMEVOQ[®], the Company’s gene therapy for the treatment of Leber Hereditary Optic Neuropathy (LHON). The delay is necessary to implement operational adjustments that will prevent the recurrence of issues with the latest PPQ campaign. The Company targets the restart of the campaign in Q3 2022.

The latest campaign, which was initiated after the Company addressed an equipment issue that caused the 2021 campaign to fail, generated drug substance whose viral genome titer fell below the acceptance threshold. Resulting investigations led by external experts have traced the outcome to operational difficulties in specific stages of the downstream process. To prevent the repeat of these issues, the Company is working with its manufacturing partner to implement targeted corrections around enhanced process control and more rigorous supervision inside the manufacturing suites. In addition, the Company has decided to manufacture smaller engineering lots to confirm the robustness of the corrective actions.

On April 14, 2022, the Company announced that the Committee for Advanced Therapies (CAT) of the EMA has granted the Company a six-month extension for submitting its responses to the Day 120 questions in the regulatory review of LUMEVOQ[®], GenSight's gene therapy for the treatment of Leber Hereditary Optic Neuropathy (LHON).

Responses to the Day 120 questions are now due in October 2022, after which regulatory review of LUMEVOQ[®]'s Marketing Authorisation Application will resume. The Company expects the opinion from the EMA's Committee for Medicinal Products for Human Use (CHMP) by Q3 2023, to be followed by commercial launch by the end of 2023.

Sales and Marketing

On May 19, 2021, the Company announced that the Company's country leads for three key European markets are in place. Laurence Rodriguez, Robert Schupp and Neil Dugdale have joined the Company as the country leads for France, Germany and the United Kingdom, respectively, marking an important milestone in local preparations to commercialize LUMEVOQ[®].

Laurence Rodriguez joins GenSight with over 30 years' experience in the life sciences industry, including 13 years in the rare diseases business at Sanofi Genzyme, where she held a range of commercial roles such as Marketing Manager, Marketing and Sales Manager and Business Unit Director. As Head of the Rare Diseases & Rare Blood Disorders unit at Sanofi Genzyme, she oversaw the successful launch of a number of rare disease products developed or acquired by the company. She holds a Bachelor's degree in Biochemistry and a Master's degree from the Sciences Po, Paris, France, and completed an Organization Leadership Program at the Harvard Business School.

Robert Schupp brings more than 30 years of commercial life sciences experience to GenSight, including success building the commercial organization and rare disease franchise at Celgene in Germany and establishing the ultra-rare disease franchise of Santhera in Germany, Austria and Switzerland. His five years in the General Manager role at Santhera enabled him to build a strong network among LHON stakeholders, marked by successfully achieving reimbursement for Raxone[®] in Germany. In addition to an M.S. in Biology from the University of Cologne and a Ph.D. in Biochemistry from the Technical University of Munich, he completed post-graduate studies in Business Administration (University of Cologne) and Market Access Management (European Business School).

Neil Dugdale joins GenSight after more than 25 years in a range of commercial leadership roles, most recently as the Vice President of the Northern Europe sub-region and General Manager of the UK and Ireland at Sobi (Swedish Orphan Biovitrum AB). He led the commercial launch of Sobi's treatments for hemophilia in the UK and Ireland and the launch planning for primary hemophagocytic lymphohistiocytosis (HLH) and thrombocytopenia. He holds degrees from the University of Liverpool (B.Sc. [hons]) and the Chartered Institute of Marketing Diploma and recently completed studies in Digital Transformation at the University of Cambridge.

On February 1, 2022, the Company announced the appointment of Sissel Rodahl as Senior Vice-President of Commercial Operations.

Mrs. Rodahl will intensify the Company's efforts to build a strong and adaptable commercial organization to secure the successful launch of LUMEVOQ® in Europe. She will be a member of the Executive Committee and report to the Chief Executive Officer.

Sissel Rodahl joins GenSight after more than 25 years in rare diseases and gene therapies, in a range of commercial leadership roles that brought her expanding responsibilities during her tenure at Serono, Merck KGaA, Shire, Raptor, Horizon and AveXis. She joined AveXis as one of the first people to build from scratch the multi-functional team that successfully launched Zolgensma, the first one-time gene therapy for the treatment of Spinal Muscular Atrophy (SMA). She had a key role in developing and executing the go-to-market strategy and in building the AveXis organization in Europe, the Middle East and Africa (EMEA), which was later acquired by Novartis.

Financing and Corporate organization

On March 26, 2021, the Company announced the success of its previously announced capital increase. The Company has issued 4,477,612 new ordinary shares with a nominal value of €0.025 each (the "New Shares"), for total gross proceeds of approximately €30 million by means of an accelerated bookbuilding process to the benefit of categories of persons (the "Reserved Offering"). The book was largely oversubscribed, based on demand from new investors. The issue price of the New Shares is €6.70 per share, representing a 9.0% discount to the last closing share price and a 12.7% discount to the volume weighted average of the share prices on Euronext Paris for the last five trading sessions preceding the date on which the issuance price is set (ie., March 19, 22, 23, 24 and 25, 2021), in accordance with the 19th resolution of the combined annual general meeting of shareholders of the Company held on April 29, 2020.

On December 30, 2021, GenSight Biologics incorporated a second subsidiary, GenSight Biologics France SAS, registered and located in France. It is wholly owned by GenSight Biologics S.A. and therefore fully consolidated.

AGENDA

The company's shareholders are convened to a Combined General Meeting, that will be held on the 25th of May 2022 at 9 a.m. at the Company's headquarters, in order to decide on the following agenda:

Ordinary resolutions:

1. Approval of the financial statements for the fiscal year ended Friday, December 31, 2021,
2. Approval of the consolidated financial statements for the fiscal year ended Friday, December 31, 2021,
3. Allocation of the loss for the year,
4. Statutory Auditors' Special Report on regulated agreements and approval of a new agreement,
5. Reappointment of Becouze as Statutory Auditors,
6. Non-reappointment and non-replacement of Mr. Guillaume Saby as Alternate Auditor,
7. Reappointment of Ms. Elsy Boglioli as director,
8. Reappointment of Ms. Simone Seiter as director,
9. Reappointment of Ms. Mariza McIntyre as director,
10. Reappointment of Sofinnova Partners SAS as director,
11. Ratification of the provisional nomination of Ms. Françoise De Craecker as director,
12. Approval of the compensation policy for the Chief Executive Officer and/or any other executive director,
13. Approval of the compensation policy for the Chairman of the Board of Directors,
14. Approval of the compensation policy for the members of the Board of Directors,
15. Approval of the information referred to in Article L. 22-10-9 (I) of the French Commercial Code,
16. Approval of the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Mr. Michael Wyzga, Chairman of the Board of Directors,
17. Approval of the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Mr. Bernard Gilly, Chief Executive Officer,
18. Authorisation given to the Board of Directors for the Company to buy back its own shares within the framework of Article L. 22-10-62 of the French Commercial Code, authorisation period, purpose, methods and cap, suspension during public offering periods,

Extraordinary resolutions:

19. Authorisation given to the Board of Directors to cancel the Company's treasury shares

- within the framework of Article L. 22-10-62 of the French Commercial Code, authorisation period, cap, and suspension during a public tender offer period,
20. Delegation of authority given to the Board of Directors to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, with cancellation of preferential subscription rights, by public offering (excluding the offers referred to in Article L. 411-2 of the French Monetary and Financial Code), duration of the delegation of authority, maximum nominal value of the capital increase, issue price, option to limit the amount of subscriptions or to allocate unsubscribed securities, suspension during a public tender offer period,
 21. Delegation of authority given to the Board of Directors to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, with cancellation of preferential subscription rights, as consideration for securities tendered in connection with a public exchange offer, suspension during a public tender offer period,
 22. Delegation of authority given to the Board of Directors to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, with cancellation of preferential subscription rights, by means of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code, duration of the delegation of authority, maximum nominal value of the capital increase, issue price, option to limit the amount of subscriptions or to allocate unsubscribed securities, suspension during a public tender offer period,
 23. Authorisation, in the case of issuance with preferential subscription rights, to set, within the limit of 10% of capital per year, the issuance price under the conditions determined at the Meeting,
 24. Delegation of authority to be given to the Board of Directors in order to issue common shares and/or equity securities and/or debt securities (of the Company or a Group company) with cancellation of the preferential subscription right in favor of categories of persons with certain characteristics, duration of the delegation of authority, maximum nominal value of the capital increase, issue price, option to limit the amount of subscriptions or to allocate unsubscribed shares, suspension during a public tender offer period,
 25. Authorisation to increase the amount of the issues,
 26. Delegation of authority given to the Board of Directors to increase capital by issuing common shares and/or equity securities within the limit of 10% of capital as consideration for contributions in kind of shares or equity securities, duration of the delegation of authority, suspension during a public tender offer period,
 27. Delegation of authority to be given to the Board of Directors in order to issue share warrants (BSA), warrants for subscription and/or acquisition of new and/or existing shares (BSAANE) and/or warrants for subscription and/or acquisition of new and/or existing redeemable shares (BSAAR), with cancellation of the preemptive rights in favor of a category of persons, maximum nominal value of the capital increase, duration of delegation of authority, exercise price, suspension during a public tender offer period,
 28. Delegation of authority given to the Board of Directors to increase capital by issuing common shares and/or equity securities with cancellation of the preferential subscription right for members of a company savings plan, in accordance with Articles L. 3332-18 *et seq.* of the French Labor Code, duration of delegation of authority, maximum nominal value of the capital increase, issue price, option of awarding bonus shares in accordance with Article L. 3332-21 of the French Labor Code,

29. Authorisation to be given to the Board of Directors to allocate existing shares free of charge and/or to issue to salaried staff members and/or certain corporate officers of the company or companies or associated economic interest groups, waiver by the shareholders of their preferential subscription right, duration of the authorisation, cap, duration of vesting periods, particularly in the event of disability and retention, where applicable,
30. Overall cap limits on the delegations contemplated in the twentieth to twenty-second, twenty-fourth, and twenty-sixth to twenty-ninth resolutions of this Meeting and the twenty-fourth resolution of the General Meeting of April 29, 2021,
31. Powers to carry out formalities

TEXT OF THE DRAFT RESOLUTIONS

Ordinary resolutions:

First resolution — Approval of the financial statements for the fiscal year ended Friday, December 31, 2021

The Shareholders' General Meeting, after having read the reports from the Board of Directors and from the Statutory Auditors regarding the fiscal year ended December 31, 2021, approves, as they have been presented, the annual financial statements recorded as of that date, showing a new loss of (€25,171,690).

Second resolution — Approval of the consolidated financial statements for the fiscal year ended Friday, December 31, 2021

The Shareholders' General meeting, after having read the reports from the Board of Directors and from the Statutory Auditors regarding the consolidated financial statements as of December 31, 2021, approves the statements, as they have been presented showing a loss (group share) of (€28,616,838).

Third resolution — Allocation of the loss for the year

The Shareholders' General Meeting, upon a proposal by the Board of Directors, resolves to allocate all of the loss for the fiscal year ended December 31, 2021, namely the negative amount of (€25,171,690), to the "Carry forward" account, which thus brings that account from a negative amount of (€141,003,566) to a negative balance of (€166,175,256).

The Shareholders' General meeting also acknowledges, in accordance with the provisions of Article 243a of the French General Tax Code, that it has been reminded that no income or dividends have been distributed over the past three fiscal years.

Fourth resolution — Statutory Auditors' Special Report on regulated agreements and approval of these agreements

Having considered the Statutory Auditors' Special Report on regulated agreements presented to it, the General Meeting approves the new agreement mentioned therein.

Fifth resolution — Reappointment of Becouze as Statutory Auditors

Upon proposal from the Board of Directors, the Shareholders' General Meeting reappoints Becouze, whose term expires at the end of this Meeting, as Statutory Auditors for a period of six fiscal years, i.e., until the end of the ordinary annual general meeting to be held in 2028 and called to decide on the financial statements for the fiscal year ended December 31, 2027.

Deloitte & Associés has declared that it accepts its duties.

Sixth resolution — Non-reappointment and non-replacement of Mr. Guillaume Saby as Alternate Auditor

Upon proposal from the Board of Directors, the Shareholders' General Meeting resolves, after observing that the term of alternate auditor of Mr. Guillaume Saby was expiring at the end of this Meeting, not to reappoint or replace him, in accordance with the law.

Seventh resolution — Reappointment of Ms. Elsy Boglioli as director

The Shareholders' General Meeting resolves to reappoint Ms. Elsy Boglioli as director, for a period of three years, expiring at the end of the Meeting held in 2025 called to decide on the financial statements for the past fiscal year.

Eighth resolution — Reappointment of Ms. Simone Seiter as director

The Shareholders' General Meeting resolves to reappoint Ms. Simone Seiter as director, for a period of three years, expiring at the end of the Meeting held in 2025 called to decide on the financial statements for the past fiscal year.

Ninth resolution — Reappointment of Ms. Mariza Mc Intyre as director

The Shareholders' General Meeting resolves to reappoint Ms. Maritza Mc Intyre as director, for a period of three years, expiring at the end of the Meeting held in 2025 called to decide on the financial statements for the past fiscal year.

Tenth resolution — Reappointment of Sofinnova Partners SAS as director

The Shareholders' General Meeting resolves to reappoint Sofinnova Partners SAS as director, for a period of three years, expiring at the end of the Meeting held in 2025 called to decide on the financial statements for the past fiscal year.

Eleventh resolution — Ratification of the provisional appointment of Ms. Françoise De Craecker as director

The Shareholders' General Meeting ratifies the provisional appointment by the Board of Directors at its meeting of April 29, 2021 (held after the 2021 annual general meeting) of Ms. Françoise De Craecker to the Board of Directors to replace Ms. Natalie Mount, as a result of her resignation.

Consequently, Ms. Françoise De Craecker will hold office for the remainder of her predecessor's term, i.e. until the end of the Meeting to be held in 2023 to approve the financial statements for the past fiscal year.

Twelfth resolution — Approval of the compensation policy for the Chief Executive Officer and/or any other executive director

The Shareholders' General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chief Executive Officer and/or any other executive director presented in the Corporate Governance Report in the 2021 Universal Registration Document, paragraph 13.1.1.2.

Thirteenth resolution — Approval of the compensation policy for the Chairman of the Board of Directors

The Shareholders' General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors, as presented in the Corporate Governance Report in the 2021 Universal Registration Document, paragraph 13.1.1.1.

Fourteenth resolution — Approval of the compensation policy for the members of the Board of Directors

The Shareholders' General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the members of the Board of Directors, as presented in the Corporate Governance Report in the 2021 Universal Registration Document, paragraph 13.1.1.4.

Fifteenth resolution — Approval of the information referred to in Article L. 22-10-9 (I) of the French Commercial Code

The Shareholders' General Meeting, acting pursuant to Article L. 22-10-34 (I) of the French Commercial Code, approves the information referred to in Article L. 22-10-9 (I) of the French Commercial Code as presented in the Corporate Governance Report in the 2021 Universal Registration Document, paragraphs 13.1.2 and following.

Sixteenth resolution — Approval of the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Mr. Michael Wyzga, Chairman of the Board of Directors

The Shareholders' General Meeting, acting pursuant to Article 22-10-34 (II) of the French Commercial Code, approves the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Mr. Michael WYZGA, Chairman of the Board of Directors, as presented in the explanation of resolutions.

Seventeenth resolution — Approval of the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Mr. Bernard Gilly, Chief Executive Officer

The Shareholders' General Meeting, deciding in accordance with Article 22-10-34 (II) of the French Commercial Code, approves the fixed, variable, and extraordinary components of the total compensation and benefits of any kind paid in the past fiscal year or awarded in respect of that year to Mr. Bernard Gilly, Chief Executive Officer, as presented in the explanation of resolutions.

Eighteenth resolution — Authorisation given to the Board of Directors for the Company to buy back its own shares within the framework of the provisions of Article L. 22-10-62 of the French Commercial Code, suspension during a public tender offer period

The Shareholders' General Meeting after reading the report from the Board of Directors, authorizes the latter, for a period of eighteen months, in accordance with Articles L. 22-10-62 et

seq. and L. 225- 210 *et seq.* of the French Commercial Code, to purchase, on one or more occasions at the times it determines, shares in the company that may not in total represent more than 5% of the number of shares comprising the share capital as of the day of this Meeting, adjusted if necessary to take into account any capital increase or reduction transactions that may occur during the life of the program.

This authorisation puts an end to the authorisation granted to the Board of Directors by the Shareholders' General Meeting of April 29, 2021 in its sixteenth ordinary resolution.

Purchases of shares may be made with a view to:

- managing the secondary market or the liquidity of the GENSIGHT BIOLOGICS stock through an investment service provider through a liquidity contract in accordance with the practices permitted by the regulations, with it being specified that in this context the number of shares taken into account to calculate the aforementioned limit corresponds to the number of shares purchased, after deducting the number of shares resold,
- retaining the shares purchased and subsequently delivering them for exchange or as payment in the event of merger, demerger, contribution, or external growth transactions,
- ensuring the hedging of stock option plans and/or bonus share award plans (or equivalent plans) granted in favor of employees and/or corporate officers of the Group, including Economic Interest Groups and related companies, and any share awards under a company or group savings plan (or similar plan), in respect of the participating interest in the company's results and/or any other form of award of shares to employees and/or corporate officers of the group, including Economic Interest Groups and related companies.
- ensuring the hedging of securities giving right to the award of the company's shares under the regulations in force,
- potentially canceling the shares acquired in accordance with the authorisation granted or to be granted at the Combined General Meeting.

Such share purchases may be conducted by all means, including through the purchase of blocks of shares, and at any time the Board of Directors sees fit, subject to the provisions of the paragraph below.

The Board of Directors may not, without the prior authorisation of the Shareholders' General Meeting, make use of this delegation of authority for the duration of a public tender offer initiated by a third party for the Company's shares until the end of the offer period.

The Company reserves the right to use option or derivative instruments in accordance with the applicable regulations.

The maximum purchase price is set at €25 per share. In the event of transactions involving the share capital, particularly the split or grouping of shares or the award of bonus shares to the shareholders, the aforementioned account will be adjusted in the same proportions (multiplier coefficient equal to the ratio between the number of shares comprising the share capital before the transaction and the number of shares after the transaction).

The maximum amount of the transaction is set at €57,919,489.

The Shareholders' General Meeting grants all powers to the Board of Directors for the purpose of conducting such transactions, and to establish the terms and conditions thereof, and to enter into all agreements and carry out all formalities.

Extraordinary resolutions:

Nineteenth resolution — Authorisation given to the Board of Directors to cancel the Company's treasury shares bought back within the framework of Article L. 22-10-62 of the French Commercial Code

The Shareholders' General Meeting, in application of Article L. 22-10-62 of the French Commercial Code, after reading the report from the Board of Directors and the report from the Statutory Auditors:

- 1) Authorizes the Board of Directors to cancel, by its own decisions, on one or more occasions, within the limit of 10% of the share capital, calculated as of the day of the cancellation decision, minus any shares canceled over the previous 24 months, the shares that the Company owns or may own following the buybacks conducted within the framework of Article L. 22-10-62 of the French Commercial Code, as well as to reduce the share capital by the same amount in accordance with the current legal and regulatory provisions in effect,
- 2) Establishes the duration of the validity of this authorisation as twenty-four months starting from this Meeting,
- 3) Resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's shares until the end of the offer period.
- 4) Gives all powers to the Board of Directors to conduct the necessary transactions, such as cancellations and corresponding reductions in the share capital, to amend the company bylaws as a result, and carry out all required formalities.

Twentieth resolution — Delegation of authority given to the Board of Directors to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, with cancellation of preferential subscription rights, by public offering (excluding the offerings referred to in Article L. 411-2 of the French Monetary and Financial Code)

The Shareholders' General Meeting after reading the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the French Commercial Code and, particularly its Articles L. 225-129-2, L. 225-136, L. 22-10-51, L. 22-10-52, and L. 228-92:

- 1) Delegates to the Board of Directors its authority to issue, on one or more occasions, in the proportions and at the times it shall deem fit, on the French and/or international market, by means of a public offering excluding the offerings referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, either in euros, or in foreign currencies, or in any other accounting unit established by reference to a set of currencies:
 - common shares,
 - and/or equity securities and/or debt securities.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to common shares to be issued by any company that directly or indirectly owns over half of its share capital or of which it directly or indirectly owns over half of the capital.

- 2) Sets at thirty-six months the duration of validity of this delegation of authority, starting from the day of this Meeting.

- 3) The overall nominal value of the common shares that may be issued under this delegation of authority may not be greater than 60% of the share capital as of the day of this Meeting.

This cap will be, where applicable, in addition to the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital.

This amount is charged to the maximum nominal value of common shares provided for in the thirtieth resolution of this Meeting.

The par value of the debt securities in the company that may be issued under this delegation of authority may not be greater than €50,000,000.

This amount is charged to the nominal value cap on debt securities provided for in the thirtieth resolution of this Meeting.

- 4) Resolves to cancel the shareholders' preferential subscription rights to the common shares and equity securities and/or debt securities subject of this resolution, while allowing the Board of Directors the option of granting shareholders a priority right, in accordance with the law.
- 5) Resolves that the amount to be received by the Company for each common share issued under this delegation of authority, after taking into account the issue price of any warrants issued, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation (for information purposes only, current regulations provide that the price shall be at least equal to the weighted average of the prices for the last three trading sessions preceding the start of the offering, possibly reduced by a maximum discount of 10%, it being specified that this price rule is not applicable to the offerings referred to in Article L. 411-2-1 of the French Monetary and Financial Code).
- 6) Resolves that if the subscriptions have not absorbed the entire issuance referred to in 1/, the Board of Directors may resort to the following:
- limit the issue to the amount of subscriptions, within the limits provided by the regulations if applicable;
 - Freely allocate all or part of the unsubscribed shares,
- 7) Resolves that the Board of Directors will have within the limits set above, the necessary powers, particularly to establish the terms of the issue(s), where applicable, observe the realization of the resulting capital increases, make the corresponding amendment to the bylaws, charge, at its sole initiative, the charges for capital increases to the amount of premiums related thereto, and deduct from that amount the monies necessary to bring the statutory reserve to one-tenth of the new share capital after each increase and, more generally, to do what is necessary in similar matters.
- 8) Resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's shares until the end of the offer period.
- 9) Acknowledges that this delegation of authority invalidates, starting from today, up to the unused portion, where applicable, any previous delegation of authority for the same purpose.

Twenty-first resolution — Delegation of authority given to the Board of Directors to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, with cancellation of preferential subscription rights, as consideration for securities tendered in connection with a public exchange offer

The Shareholders' General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, after reading the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the French Commercial Code and, particularly its Articles L. 225-129-2, L. 225-135, L. 22-10-54, and L. 228-92:

- 1) Terminates, with immediate effect, the unused portion of the delegation granted by the Shareholders' General Meeting of April 29, 2020, in its sixteenth resolution,
- 2) Delegates to the Board of Directors its authority to issue, on one or more occasions, in the proportions and at the times it deems appropriate, shares as consideration for securities tendered to a public tender offer with an exchange component initiated in France or abroad, in accordance with local rules, by the Company for securities of a company whose shares are admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code:
 - common shares of the Company,
 - and/or equity securities and/or debt securities.
- 3) Sets at twenty-six months the duration of validity of this delegation of authority, starting from the day of this Meeting.
- 4) The overall nominal value of the common shares that may be issued under this delegation of authority may not be greater than 20% of the share capital as of the day of this Meeting.

This cap will be, where applicable, in addition to the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other adjustment scenarios, the rights of the holders of rights or securities giving access to Company equity.

This amount is charged to the overall nominal value of the shares susceptible of being issued provided for by the thirtieth resolution of this Meeting.

The nominal value of the debt securities that may be issued by the Company under this delegation of authority may not be greater than €50,000,000.

This amount is charged to the nominal value cap on debt securities provided for in the thirtieth resolution of this Meeting.

- 5) Resolves to cancel the shareholders' preferential subscription rights to the common shares and equity securities and/or debt securities subject of this resolution.
- 6) Resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's shares until the end of the offer period.
- 7) Resolves that the Board of Directors shall have, under the conditions set forth in Article L.22-10-54 of the French Commercial Code and within the limits set forth above, the powers necessary to implement this resolution and in particular to:
 - determine the list and number of securities contributed to the exchange,
 - determine the dates, terms of issue — in particular the price and dividend date — of the new common shares, or, if applicable, of the securities giving immediate and/or future access to common shares of the Company,

- set the terms of issue, the exchange ratio and, if applicable, the amount of the cash balance to be paid, and determine the procedures for the issue,
- note the number of securities contributed to the exchange,
- make all adjustments required in accordance with legal and regulatory provisions, and where applicable, contractual stipulations providing for other adjustment scenarios, and set, if applicable, the arrangements for preserving the rights of holders of securities or other rights giving future access to the capital, record the difference between the issue price of the new common shares and their nominal value as a liability in the balance sheet in an "Additional paid-in capital" account, to which all shareholders will be entitled.

8) Resolves that the Board of Directors shall have the necessary powers, within the limits set above, in particular to set the terms of the issue(s) and, if applicable, to record the completion of the resulting capital increases,

- amend the bylaws accordingly,
- charge, at its sole initiative, the fees for capital increases to the amount of premiums related thereto, and deduct from that amount the monies necessary to bring the statutory reserve to one-tenth of the new share capital after each increase, and
- carry out all formalities and declarations and request all authorisations that may be necessary for the completion of these issues.

Twenty-second resolution — Delegation of authority given to the Board of Directors to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, with cancellation of preferential subscription rights, by means of an offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code

The Shareholders' General Meeting, after reading the Board of Directors' Report (Board or Manager) and the Statutory Auditor's Special Report, and in accordance with the provisions of the French Commercial Code and, particularly its Articles L. 225-129-2, L. 225-136, L. 22-10-51, L. 22-10-52, and L. 228-92:

- 1) Delegates to the Board of Directors its authority to issue, on one or more occasions, in the proportions and at the times it shall deem fit, on the French and/or international market, by means of offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, either in euros, or in foreign currencies, or in any other accounting unit established by reference to a set of currencies:
 - common shares,
 - and/or equity securities and/or debt securities.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to common shares to be issued by any company that directly or indirectly owns over half of its share capital or of which it directly or indirectly owns over half of the capital.

- 2) Sets at twenty-six months the duration of validity of this delegation of authority, starting from the day of this Meeting.
- 3) The overall par value of the common shares that may be issued under this delegation of authority may not be greater than 20% of the share capital as of the day of this Meeting.

This cap will be, where applicable, in addition to the capital increase needed to preserve, in

accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital.

This amount is charged to the overall nominal value of the shares susceptible of being issued provided for by the thirtieth resolution of this Meeting.

The par value of the debt securities in the company that may be issued under this delegation of authority may not be greater than €50,000,000.

This amount is charged to the nominal value cap on debt securities provided for in the thirtieth resolution of this Meeting.

- 4) Resolves to cancel the shareholders' preferential subscription rights to the common shares and equity securities and/or debt securities that are the subject of this resolution.
- 5) Resolves that the amount to be received by the Company for each common share issued under this delegation of authority, after taking into account the issue price of any warrants issued, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation (for information purposes only, current regulations provide that the price shall be at least equal to the weighted average of the prices for the last three trading sessions preceding the start of the offering, possibly reduced by a maximum discount of 10%, it being specified that this price rule is not applicable to the offerings referred to in Article L. 411-2-1 of the French Monetary and Financial Code).
- 6) Resolves that if the subscriptions have not absorbed the entire issuance referred to in 1/, the Board of Directors may resort to the following:
 - limit the issue to the amount of subscriptions, within the limits provided by the regulations if applicable;
 - Freely allocate all or part of the unsubscribed shares,
- 7) Resolves that the Board of Directors will have within the limits set above, the necessary powers, particularly to establish the terms of the issue(s), where applicable, observe the realization of the resulting capital increases, make the corresponding amendment to the bylaws, charge, at its sole initiative, the charges for capital increases to the amount of premiums related thereto, and deduct from that amount the monies necessary to bring the statutory reserve to one-tenth of the new share capital after each increase and, more generally, to do what is necessary in similar matters.
- 8) Resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's shares until the end of the offer period.
- 9) Acknowledges that this delegation of authority invalidates, starting from today, up to the unused portion, where applicable, any previous delegation of authority for the same purpose.

Twenty-third resolution — Authorisation, in the case of issuance with preferential subscription rights, to set, within the limit of 10% of capital per year, the issue price under the conditions determined at the Meeting,

The General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report and in accordance with the provisions of Article L. 22-10-52 (2) of the French Commercial Code, authorizes the Board of Directors, when it decides to issue common shares

or equity securities pursuant to the twentieth and twenty-second resolutions, subject to the provisions of Article L. 22-10-52 (1) of the French Commercial Code, to derogate, up to a limit of 10% of the share capital per year, from the conditions for setting the price provided for in the aforementioned resolutions, and to set the issue price of the equity securities to be issued as follows:

The price of equity securities to be issued immediately or by deferred issue may not be less than the weighted average over the last five trading sessions preceding the date the issue price is set, possibly reduced by a maximum discount of 15%.

Twenty-fourth resolution — Delegation of authority given to the Board of Directors to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, with cancellation of preferential subscription rights in favor of categories of persons with certain characteristics

The Shareholders' General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the Commercial Code and, particularly its Articles L. 225-129-2, L. 225-138, and L. 228-92 of the French Commercial Code:

- 1) Delegates to the Board of Directors its authority to issue, for free or for consideration, on one or more occasions, in the proportions and at the times it shall deem fit, on the French and/or international market, with the cancellation of the preferential subscription right in favor of categories of persons with certain characteristics defined hereinafter, the issue:
 - common shares,
 - and/or equity securities and/or debt securities

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to common shares to be issued by any company that directly or indirectly owns over half of its share capital or of which it directly or indirectly owns over half of the capital.

- 2) Sets at eighteen months the duration of validity of this delegation of authority, starting from the day of this meeting.
- 3) The overall maximum nominal value of the capital increases that may be conducted under this delegation of authority may not be greater than 60% of the share capital as of the day of this Meeting.

This cap will be, where applicable, in addition to the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital.

This amount is charged to the overall nominal value of the shares susceptible of being issued provided for by the thirtieth resolution.

The nominal value of the debt securities in the company that may be issued thus may not be greater than €50,000,000.

This amount is charged to the nominal value cap on debt securities provided for in the thirtieth resolution.

- 4) Resolves, pursuant to Article L. 225-138 of the French Commercial Code, that the Board of Directors will have all powers to establish the issue price of common shares or securities

issued on the basis of this resolution, with it being specified that the total that the Company will or should receive, for each:

a) of the shares issued under this delegation or authority, shall be at least equal to the volume-weighted average of the Company's share prices on the Euronext regulated market in Paris during the last five trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 15%,

b) of the securities, shall be such that the total that the Company will or should receive, for each of the securities issued under this delegation of authority, after taking into account, in the case of the issue of autonomous share purchase warrants, the issue price of such securities, for each common share issued in result of the issue of the securities, is at least equal to the amount referred to in paragraph "a)" above.

5) Resolves to cancel the shareholders' preferential subscription rights to the common shares and equity securities and/or debt securities in favor of the following categories of persons or one or more subcategories within these categories:

(i) natural persons or legal entities (including companies), investment firms, trusts, investment funds or other investment vehicles, regardless of their form, under French or foreign law, habitually investing in the pharmaceutical, biotech, or ophthalmological, sectors, neurodegenerative diseases, or medical technologies; and/or

(ii) companies, institutions, or entities, regardless of their form, French or foreign, conducting a significant portion of their business in such fields; and/or

(iii) French or foreign investment service providers having an equivalent status capable of guaranteeing the completion of a capital increase intended to be invested by the persons referred to in (i) and (ii) above and, in this context, to subscribe for the securities issued.

6) Resolves that if the subscriptions have not absorbed all of one issue referred to in 1), the Board of Directors may, at its choice, use one of the following options in the order that it determines:

- limit the issue to the amount of subscriptions, within the limits provided by the regulations if applicable;
- Freely allocate all or part of the unsubscribed shares, among the categories of persons defined above.

7) Resolves that the Board of Directors will have full competence to implement this delegation of authority, particularly for the purpose of:

- a) Deciding on the conditions of the issue(s);
- b) Deciding on the list of beneficiaries within the above-designated categories;
- c) Deciding on the number of shares to be issued to each of the beneficiaries;
- d) Deciding on the amount to be issued, the issue price, as well as the amount of the issue premium that may be demanded, where applicable;
- e) Determining the dates and methods of the issue, the type, form, and characteristics of the securities to be created which notably may take the form of subordinate shares or not, for a specific time period or not;
- f) Determining the method by which the shares and/or securities issued or to be issued will be paid up.

- g) Setting, where applicable, the methods for exercising the rights attached to the securities issued or to be issued and, notably, deciding on the date, even retroactively, starting from which the new shares shall entitle to dividends, as well as all other conditions and methods for the completion of the issue;
 - h) Potentially suspending the exercise of the rights attached to the shares issued for a maximum period of three months;
 - i) At its sole initiative, charge the fees for capital increases to the amount of premiums related thereto, and deduct from that amount the monies necessary to bring the statutory reserve to one tenth of the new share capital after each increase;
 - j) Noting the completion of each capital increase and making the corresponding amendments to the bylaws;
 - k) Making all required adjustments in compliance with the applicable legal provisions, and establishing the methods by which the rights of holders of equity securities will be preserved, where applicable;
 - l) Generally speaking, making any agreement, taking all measures and carrying out all formalities practical for the issue and financial servicing of such securities issued under this delegation of authority, and for the exercise of rights attached thereto, and more generally doing anything necessary in such matters.
- 8) Resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's shares until the end of the offer period.
- 9) Acknowledges the fact that the Board of Directors will report at the next Ordinary Shareholders' General Meeting, in accordance with the law and regulations, on the use of this delegation of authority granted under this resolution.
- 10) Acknowledges that this delegation of authority invalidates, starting from today, up to the unused portion, where applicable, any previous delegation of authority for the same purpose.

Twenty-fifth resolution — Authorisation to increase the amount of issues

The Shareholders' General Meeting, after reading the Board of Director's Report, resolves that, for each of the issues of common shares or equity securities decided upon in accordance with the twentieth, twenty-second, and twenty-fourth resolutions of this Meeting and the nineteenth resolution of the Meeting of April 29, 2021, the number of securities to be issued may be increased under the conditions provided for by Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, and within the limit of the caps established by the Meeting.

Twenty-sixth resolution — Delegation of authority given to the Board of Directors to increase capital by issuing common shares and/or securities giving access to capital in the limit of 10% of capital to remunerate contributions in kind of shares or equity securities

The Shareholders' General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-147, L. 22-10-53, and L. 228-92 of the French Commercial Code:

- 1) Authorizes the Board of Directors, on the basis of the Contributions Auditor's Report, to issue ordinary shares or securities giving access to ordinary shares as consideration for

contributions in kind granted to the company and consisting of equity securities or instruments, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.

- 2) Sets at thirty-six months the duration of validity of this delegation of authority, starting from the day of this Meeting.
- 3) Resolves that the overall nominal value of the common shares that may be issued under this resolution shall not exceed 10% of the share capital as of the day of this Meeting, not counting the nominal value of the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to Company equity.

This amount is charged to the overall nominal value of the shares susceptible of being issued provided for by the thirtieth extraordinary resolution of this Meeting.

- 4) Delegates full powers to the Board of Directors to approve the valuation of the contributions, to decide on the resulting capital increase, to record the completion thereof, to charge, where appropriate, all expenses and duties incurred by the capital increase to additional paid-in capital, to deduct from the additional paid-in capital the sums necessary to bring the legal reserve up to one-tenth of the new capital after each increase, and to amend the bylaws accordingly, and to do all that is necessary in such matters.
- 5) Resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's shares until the end of the offer period.
- 6) Acknowledges that this delegation of authority invalidates, starting from today, up to the unused portion, where applicable, any previous delegation of authority for the same purpose.

Twenty-seventh resolution — Delegation of authority to be given to the Board of Directors in order to issue share warrants (BSA), warrants for subscription and/or acquisition of new and/or existing shares (BSAANE) and/or warrants for subscription and/or acquisition of new and/or existing redeemable shares (BSAAR), with cancellation of the preemptive rights in favor of a category of persons

The Shareholders' General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-138, and L. 228-91 of the French Commercial Code:

- 1) Delegates to the Board of Directors its authority for the purpose of conducting, on one or more occasions, in the proportions and at the times it shall deem fit, both in France and abroad, the issue of share warrants (BSA), warrants for subscription and/or acquisition of new and/or existing shares (BSAANE) and/or warrants for subscription and/or acquisition of new and/or existing redeemable shares (BSAAR), with the cancellation of preferential subscription rights in favor of a category of persons defined hereinafter.
- 2) Sets at eighteen months the duration of validity of this delegation of authority, starting from the day of this Meeting.
- 3) Resolves that the overall nominal value of the common shares to which the warrants issued under this delegation of authority may entitle may not be greater than 2% of the share capital as of the day of this Meeting. This cap will be, where applicable, in addition to the capital

increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital. This cap is independent of all of the caps provided for by the other resolutions adopted in this Meeting.

This amount is charged to the overall nominal value of the shares susceptible of being issued provided for by the thirtieth extraordinary resolution of this Meeting.

- 4) Resolves that the subscription and/or acquisition price of the shares upon exercise of the warrants shall be set by the Board of Directors and shall be at least equal to the average closing price of the GENSIGHT BIOLOGICS stock for the 20 trading days its setting, minus the warrant's issue price.
- 5) Decides to eliminate the preemptive right of shareholders to the various categories of warrants to be issued, in favor of the following category of persons:
 - (i) Salaried executives, senior executives, or members of the Company's management team who are not corporate officers; or
 - (ii) members of any study committee, those serving as non-voting members within the Company's Board, or those having the status of independent director, whether or not serving as Chairman of the Board of Directors; or
 - (iii) consultants, officers, or partners of service providers of the Company or its subsidiaries having entered into a consulting or service agreement in force at the time of this delegation by the Board of Directors; or
 - (iv) other employees of the Company.
- 6) Notes that this delegation of authority involves the waiver by shareholders of their preemptive right to shares in the company susceptible of being issued upon the exercise of the warrants to the benefit of holders of the various categories of warrants.
- 7) Resolves that if the subscriptions have not absorbed the entire issuance of the various warrant categories, the Board of Directors may resort to the following:
 - limit the issue to the amount of subscriptions, within the limits provided by the regulations if applicable;
 - within the category of persons defined above, freely allocate all or part of the unsubscribed warrants.
- 8) Resolves that the Board of Directors will have all necessary powers, under the conditions provided for by law and provided for above, to conduct the issues of the various categories of warrants, and particularly to:
 - Establish the exact list of beneficiaries within the category of persons defined above, the type and number of warrants to be granted to each of them, the number of shares each warrant entitles the holder to, the issuance price of the warrants and the subscription and/or acquisition price of the shares the warrants entitle the holders to under the conditions provided for above, the subscription and exercise terms and conditions and deadlines, the methods of their adjustment, and more generally all of the terms and methods of the issue;
 - Prepare a supplemental report describing the final terms and conditions of the transaction;
 - Make the acquisitions necessary acquisitions of shares under the stock buyback program and allocate them to the award plan;

- Observe the realization of the capital increase that may result from the exercise of the various categories of warrants and make the corresponding amendment to the bylaws;
 - At its sole initiative, charge the fees for capital increases to the amount of premiums related thereto, and deduct from that amount the monies necessary to bring the statutory reserve to one tenth of the new share capital after each increase;
 - Delegate in turn to the Chief Executive Officer the powers necessary to perform the capital increase, as well as the power to suspend it within the limits and according to the methods that the Board of Directors may establish beforehand;
 - And more generally, do anything necessary in such matters.
- 9) Resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's shares until the end of the offer period.

The Shareholder's General Meeting acknowledges that this delegation of authority invalidates, starting from today, up to the unused portion, where applicable, any previous delegation of authority for the same purpose.

Twenty-eighth resolution — Delegation of authority to be given to the Board of Directors to increase the capital through the issue of common shares and/or equity securities with the cancellation of the preferential subscription right for members of a company savings plan in accordance with Articles L. 3332-18 *et seq.* of the French Labor Code

The Shareholders' General Meeting, after reading the Board of Directors' Report and the Statutory Auditors' Special Report, and deciding in accordance with Articles L. 225-129-6, L. 225-138-1, and L. 228-92 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labor Code:

- 1) Delegates its authority to the Board of Directors for the purpose, if it deems appropriate, on its sole decisions, of increasing the share capital on one or more occasions through the issue of common shares or equity securities of the Company in favor of members of one or more company or group savings plans established by the Company and/or the French or foreign companies linked to it under the terms and conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.
- 2) Eliminates in favor of such persons the preferential subscription right over shares and securities that may be issued under this delegation of authority.
- 3) Establishes the duration of the validity of this authorisation as twenty-six months starting from this Meeting.
- 4) Limits the maximum nominal amount of the capital increase(s) that may be carried out by the use of this authorisation to €2,500. This cap is charged to the overall nominal value of the shares that may be issued provided for by the thirtieth extraordinary resolution of this Meeting. This amount will be, where applicable, in addition to the capital increase needed to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of the holders of rights or securities giving access to the Company share capital;
- 5) Resolves that the price of the shares to be issued, in accordance with 1/ of this delegation of authority, may not be less than 30%, or 40% where the unavailability period provided for by the plan in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than ten years, of the average of the trading prices for the stock during the 20 trading

sessions preceding the decision establishing the subscription opening date, nor more than this average.

- 6) Resolves, in accordance with the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may plan for the award to the beneficiaries defined in the first paragraph above, free of charge, bonus shares to be issued or already issued or other securities giving access to Company capital to be issued or already issued, under (i) the additional amount that may be paid in accordance with the rules of the company or group savings plans, and/or (ii) the discount, if any, and may decide, in the event of the issue of new shares in respect of the discount and/or the additional amount paid, to incorporate in the capital the reserves, profits, or premiums necessary for the payment of the said shares.

The Board of Directors may or may not implement this delegation of authority, take all necessary measures, and carry out all necessary formalities.

Twenty-ninth resolution — Authorisation to be given to the Board of Directors to allocate free shares to salaried staff members and/or certain corporate officers

The General Meeting, having read the report of the Board of Directors and the special report of the auditors, authorises the Board of Directors, in accordance with Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, to proceed, on one or more occasions, with the allocation of ordinary shares of the company, either existing or to be issued, to the benefit of:

- salaried staff members of the company or of companies or economic interest groups that are directly or indirectly associated with it within the meaning of Article L. 225-197-2 of the French Commercial Code,
- and/or corporate officers who meet the conditions set out in Article L. 225-197-1 of the French Commercial Code

The total number of shares allocated free of charge under this authorisation may not exceed 5% of the share capital on the date of this Meeting, it being specified that this cap shall be deducted from the total nominal amount of the shares that may be issued as provided for by the thirtieth extraordinary resolution of this Meeting. Where applicable, the nominal amount of the capital increase necessary to preserve the rights of beneficiaries of free share allocations in the event of operations involving the Company's capital during the vesting period will be added to this cap.

The allocation of the shares to the beneficiaries shall be final at the end of a vesting period, the duration of which shall be determined by the Board of Directors, which may not be less than one year.

The beneficiaries must, where applicable, retain these shares for a period, set by the Board of Directors, at least equal to that required to ensure that the cumulative duration of the vesting and, where applicable, retention periods cannot be less than two years.

As an exception, the final allocation will take place before the end of the vesting period in the event of the beneficiary's disability corresponding to the classification in the second and third categories provided for in Article L. 341-4 of the Social Security Code.

Full authority is granted to the Board of Directors for the purpose of:

- determining the conditions and, if applicable, the criteria for the final allocation of shares;
- determining the identity of the beneficiaries and the number of shares allocated to each of them;

- where applicable:
- establishing the existence of sufficient reserves and, at the time of each allocation, transferring to an unavailable reserve account the sums necessary to pay up the new shares to be allocated,
- deciding, when the time comes, on the capital increase(s) by incorporation of reserves, premiums or profits correlative to the issue of the new free shares,
- purchasing the necessary shares within the framework of the share buyback programme and allocating them to the share allocation plan,
- determining the impact on the rights of beneficiaries of transactions that modify the capital or that may affect the value of the shares allocated and carried out during the vesting period and, consequently, modifying or adjusting, if necessary, the number of shares allocated to preserve the rights of the beneficiaries;
- determining the duration of the vesting period, deciding whether or not to impose an obligation to retain shares at the end of the vesting period and, if so, determining the duration and taking all necessary measures to ensure compliance by the beneficiaries, modifying the duration of the vesting and/or retention periods, if necessary;
- and, in general, doing all that is necessary under the applicable legislation to implement this authorisation.

This authorisation automatically entails the waiver by the shareholders of their preferential subscription rights to the new shares issued by incorporation of reserves, premiums and profits.

It is given for a period of thirty-eight months as from the date of this Meeting.

It supersedes, as from this day, any unused portion of any previous authorisation for the same purpose.

Thirtieth resolution — Overall cap limits on the delegations contemplated in the twentieth to twenty-second, twenty-fourth, and twenty-sixth to twenty-eighth resolutions of this Meeting and the twenty-fourth and twenty-fifth resolutions of the General Meeting of April 29, 2021

The Shareholders' General Meeting, after reading the report from the Board of Directors, resolves to set at:

- 75% of the existing share capital as of the day of this Meeting, the overall nominal value of the shares that may be issued, immediately or eventually, under the twentieth to twenty-second, twenty-fourth, and twenty-sixth to twenty-ninth resolutions of this Meeting and the twenty-fourth resolution of the General Meeting of April 29, 2021, with it being specified that this amount will be in addition to, where applicable, the nominal value of the capital increase necessary to preserve, in accordance with the law, and, where applicable, with the contractual stipulations providing for other preservation methods, the rights of holders of rights or securities giving access to Company equity.
- €50,000,000, the total nominal amount of debt securities issued by the Company pursuant to the twentieth to twenty-second and twenty-fourth resolutions of this Meeting.

Thirty first resolution — Powers to carry out formalities

The Shareholders' General Meeting grants all powers to the bearer of an original, a copy, or an extract of these minutes for carrying out all filing, publication and other formalities required by law.

The Board of Directors

GenSight Biologics

Société Anonyme (public limited company) with a share capital of 1,158,389.78 Euros

74, rue du Faubourg Saint Antoine 75012 Paris - France

751 164 757 RCS (Trade and Companies Registry) Paris

REPORT OF THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING OF MAY 25, 2022

1. Approval of company's financial statements and consolidated financial statement of the year ended 31 December 2021 *(first and second resolutions)*

We ask you to approve the company's financial statements for the year ended 31 December 2021, showing a loss of 25,171,690 euros, as well as the consolidated financial statements for the year ended 31 December 2021 as presented, showing a loss (group's share) of 28,616,838 euros.

2. Allocation of the profit/loss of the year *(third resolution)*

The allocation of the profit/loss of our company that we propose to you is in conformity with the law and our statutes.

We propose to allocate the entire loss of the year ended 31 December 2021, and namely the debit amount of (25,171,690) euros, to the carried forward account report, which thus increases its debit amount of (141,003,566) euros to a debit balance of (166,175,256) euros.

In accordance with the provisions of article 243 bis of the General Tax Code, we inform you that there was no dividend or income distribution during the last three fiscal years.

3. Statutory Auditors' Special Report on regulated agreements and ratification of a new agreement *(fourth resolution)*

As a preliminary note, we remind you that only the new agreement signed during the last financial year is submitted to this Meeting.

We ask you to approve the agreement signed in 2021 referred to in Article L. 225-38 of the Commercial Code authorized by the board of directors.

This agreement is the following:

Terms and conditions: On October 1, 2021, the Company concluded an Agreement with BrainEver, of which Mr. Bernard Gilly, director of the Company and Chief Executive Officer, is Chairman.

With: BrainEver S.A.S, of which Mr Bernard Gilly is Chairman

Person concerned: Mr. Bernard Gilly, director of the Company and Chief Executive Officer, is Chairman of BrainEver, with which an handover agreement of one employee has been signed.

Terms: The Company and BrainEver entered into a handover agreement concerning Ms. Caroline Denot, an employee of BrainEver, for a period of 9 months, from October 1, 2021, at 80% of her time at a total cost over the relevant period of €87,489 including social security charges for the Company.

The total cost of the handover agreement for the financial year ended December 31, 2021 amounts to €29,166.

Reason justifying the interest of this agreement for the company: This Agreement would enable the Company to have additional competence in carrying out an assessment of the appropriateness and preparation of pre-clinical work concerning the use of MTS technology in a new program.

This regulated agreement was authorized by the Board of Directors on September 21, 2021.

It is also included in Statutory Auditors' special report which will be presented to you at the Meeting.

It is specified that an agreement was concluded and authorized in the course of prior financial years and the execution of which continued during the last financial year.

4. Mandates of statutory and alternate auditors (fifth to sixth resolutions)

We remind you that the mandates of the statutory auditor BECOUZE and the alternate auditor Mr Guillaume SABY expire at the end of the next meeting of shareholders called upon to decide regarding the financial statements for the year ended 31 December 2021.

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes to renew the mandate of the statutory auditor BECOUZE, for a period of six years, or until the end of the ordinary annual general meeting to be held in 2028 and called upon to decide regarding the financial statements for the year ended 31 December 2027.

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes not to renew the mandate of the alternate auditor of Mr. Guillaume SABY, nor to replace him, in accordance with the law.

The Audit Committee has confirmed not having been influenced by any third party in its decision and that no contractual clause that would result in restricting its choice was imposed.

5. Mandates of directors (seventh to eleventh resolutions)

We remind you that the mandates of the members of the Board of Directors of Ms. Elsy Boglioli, Ms. Simone Seiter, Ms. Maritza McIntyre and of Sofinnova Partners SAS expire at the end of the next general meeting of shareholders.

Upon the recommendation of the Appointments Committee, we propose that you renew for a duration of three years each, or until the end of the meeting held in 2025 called upon to decide regarding the financial statements for the year elapse, the mandates of member of the board of:

- Ms. Elsy BOGLIOLI,
- Ms. Simone SEITER,
- Ms. Maritza McINTYRE,
- SOFINNOVA PARTNERS SAS

Upon the recommendation of the Nominations Committee, we also suggest that you ratify the appointment, made on a provisional basis by the Board of Directors at its meeting on April 29, 2021 (held after the 2021 annual general meeting), as director of Ms. Françoise DE CRAECKER, replacing Ms. Natalie MOUNT, who resigned. Consequently, Mrs. Françoise DE CRAECKER would exercise her functions for the duration of her predecessor's term of office still to run, i.e. until the end of the General Meeting held in 2023 called to rule on the accounts for the past financial year.

5.1 Independence and parity

We inform you that the Board of Directors, on the advice of the Nominations Committee, considers that Ms. Elsy BOGLIOLI, Ms. Simone SEITER, Ms. Maritza McINTYRE and Ms. Françoise DE CRAECKER can be qualified as independent in light of the criteria of independence of the Middlednext Code, retained by the Company as reference code relating to corporate governance.

In this regard, it is indicated in particular that Ms. Elsy BOGLIOLI, Ms. Simone SEITER, Ms. Maritza McINTYRE and Ms. Françoise DE CRAECKER do not have any business relationship with the Group.

This way, if all resolutions submitted to your approval, relating to mandates of Directors and ratification of an appointment are approved, the Board would be composed of 4 women and 4 men, in accordance with the legal rules.

5.2 Expertise, experience, competence

The information concerning the expertise and experience of the candidates, whose renewal is submitted to you, are detailed in the Universal Registration Document in paragraph 12.1.2.

6. SAY ON PAY *(twelfth to seventeenth resolution)*

6.1 Approval of the compensation policy attributable to the CEO and/or any other company officer *(twelfth resolution)*

Pursuant to Article L. 22-10-8 of the French Commercial Code, you are requested to approve the compensation policy of the Chief Executive Officer and / or any other executive corporate officer, as described in the report on the corporate governance included in the 2021 Universal Registration Document in paragraph 13.1.1 2.

6.2 Approval of the compensation policy attributable to the Chairman of the Board of Directors (*thirteen resolution*)

Pursuant to Article L. 22-10-8 of the French Commercial Code, we ask you to approve the compensation policy of the Chairman of the Board of Directors, as described in the report on corporate governance included in the 2021 Universal Registration Document in paragraph 13.1.1.1.

6.3 Approval of the compensation policy attributable to the members of the Board of Directors (*fourteen resolution*)

Pursuant to Article L. 22-10-8 of the French Commercial Code, we ask you to approve the remuneration policy for the members of the Board of Directors, as described in the report on corporate governance included in the 2021 Universal Registration Document in paragraph 13.1.1.4.

6.4 Approval of the information referred to in I of article L.22-10-9 of the French Commercial Code (*fifteenth resolution*)

Pursuant to Article L. 22-10-34 I of the Commercial Code, you are kindly asked to approve the information referred to in I of Article L.22-10-9 of the Commercial Code provided in the report on corporate governance set out in the 2021 Universal Registration Document, paragraphs 13.1.2 and seq.

6.5 Approval of the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid during the past financial year or allocated for the same financial year to Mr. Michael WYZGA, Chairman of the Board of Directors (*sixteenth resolution*)

Pursuant to article L. 22-10-34 II of the French Commercial Code, you are kindly asked to approve the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the past financial year or attributed for the same financial year to Mr. Michael WYZGA, Chairman of the Board of Directors presented below:

<i>Elements of remuneration submitted to voting</i>	<i>Amounts paid during fiscal year 2021</i>	<i>Amounts allocated for 2021 or accounting valuation</i>	<i>Presentation</i>
Fixed compensation	€120,000 <i>(amount attributed to 2021 and paid in 2021)</i>		<p>Amount set in accordance with the remuneration policy included in the 2020 Universal Registration Document, paragraph 13.1.1.1:</p> <p>The Chairman of the Board of Directors shall receive fixed remuneration, payable in 12 monthly instalments. This amount shall be revised each year on the basis of market practices observed in comparable companies, through recommendations of the specialist external consulting firm. It is determined upon the following criteria:</p> <ul style="list-style-type: none"> • responsibilities and assignments attached to this mandate, aiming in particular to ensure a proper governance and the correct functioning of the Company's corporate bodies; • skills, experience, expertise and background required for assuming this function; • market analyzes and studies on the remuneration of similar positions in comparable companies.
Allocation of share subscription warrants (BSA)		€20,662 <i>(accounting valuation)</i>	<p>20,000 BSA granted by the board of directors on December 14, 2021 using the authorisation of the General meeting of April 29, 2021 in its 22nd resolution.</p> <p>Subscription price : €0.48</p> <p>Exercise price : €5.47</p>

6.6 Approval of the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid during the past financial year or allocated for the same financial year to Mr. Bernard GILLY, Chief Executive Officer (*seventeenth resolution*)

Pursuant to Article L. 22-10-34 II of the French Commercial Code, you are kindly asked to approve the fixed, variable and components of the total remuneration and benefits of any kind paid during the past financial year or attributed for the same financial year to Mr. Bernard GILLY, Chief Executive Officer, presented below:

<i>Elements of remuneration submitted to voting</i>	<i>Amounts paid during fiscal year 2021</i>	<i>Amounts allocated for 2021 or accounting valuation</i>	<i>Presentation</i>
<i>Fixed compensation</i>	€365,000 <i>(amount attributed to 2021 and paid in 2021)</i>		<p>Amount set in accordance with the remuneration policy included in the 2020 Universal Registration Document, paragraph 13.1.1.1</p> <p>The Chief Executive Officer shall receive fixed remuneration, payable in 12 monthly instalments. This amount shall be revised each year on. The fixed compensation is determined upon the following criteria:</p> <ul style="list-style-type: none"> • level and complexity of the missions and responsibilities attached to this function, the Chief Executive Officer having the broadest powers to act in all circumstances on behalf of the Company and to represent it in its dealings with third parties; • skills, experience, expertise and background; • market analyzes and studies on the remuneration of similar positions in comparable companies.

<i>Elements of remuneration submitted to voting</i>	<i>Amounts paid during fiscal year 2021</i>	<i>Amounts allocated for 2021 or accounting valuation</i>	<i>Presentation</i>
Variable annual remuneration	<p>€182,500</p> <p><i>(amount allocated for 2020 and paid in 2021, it being specified that this amount was approved by the General Meeting of April 29, 2021 in its 15th resolution)</i></p>	<p>€91,250</p> <p><i>(amount allocated for the past financial year and payable in 2022, after the approval of the seventeenth resolution of the General Meeting of May 25, 2022)</i></p>	<p>Regarding the amount attributed to 2020 and paid in 2021:</p> <p>An achievement percentage of 110% of the objectives was noted, it being recalled that the objectives set for the year 2020 were composed for:</p> <p>70% Regulatory Strategic Objective 20% Corporate and Financial Objectives 10% Strategic Marketing Objective</p> <p>Regarding the amount allocated for 2021 which would be paid in 2022:</p> <p>An achievement percentage of 50% of the objectives was noted, it being recalled that the objectives set for the year 2021 were composed for:</p> <p>75% Manufacturing Strategic Objective 5% Clinical Objective 20% Corporate and Financial Objectives</p> <p>Mr. Gilly's variable compensation is capped at 50% of his fixed compensation, as described in the compensation policy in the 2020 Universal Registration Document, paragraph 13.1.1.2</p>

<i>Elements of remuneration submitted to voting</i>	<i>Amounts paid during fiscal year 2021</i>	<i>Amounts allocated for 2021 or accounting valuation</i>	<i>Presentation</i>
<i>Exceptional remuneration</i>	<p>€18,250</p> <p><i>(amount allocated for 2020 and paid in 2021, it being specified that this amount was approved by the General Meeting of April 29, 2021 in its 15th resolution)</i></p>	-	<p>Allocation of an exceptional remuneration in the amount of 18,250 Euros with regards to the achievements of the executive management during the fiscal year 2020, which in particular respected the schedule for filing MA application in Europe despite the Covid context, refinanced in a Company significantly, in particular through a non-dilutive PGE (state-guaranteed loan), a private placement with leading investors and revenues derived from the granting of Temporary Authorisations for Use (ATU) in France.</p>

<i>Elements of remuneration submitted to voting</i>	<i>Amounts paid during fiscal year 2021</i>	<i>Amounts allocated for 2021 or accounting valuation</i>	<i>Presentation</i>
Attribution of free shares (AGA)		<p>AGA= €1,774,000 Representing 50% of the accounting valuation of the free shares granted due to the cancellation of 50% of the free share plan on April 7, 2022</p> <p>For information, the amount of the initial accounting valuation was €3,548,000</p>	<p>Free allocation of 400,000 performance shares by the Board of Directors on February 25, 2021 based on the authorisation of the General Meeting of April 29, 2020 in its 24th resolution.</p> <p>The full acquisition was originally scheduled to happen before February 25, 2023, subject to a presence condition and the following performance conditions:</p> <p>the first commercial sale of LUMEVOQ® (Performance Condition 1);</p> <p>the end of recruitment of the extension cohort of the PIONEER Phase I/II trial of GS030 (Performance Condition 2).</p> <p><u>Following the publication of the press release of April 7, 2022</u> announcing a delay in the production of the validation batches (PPQ) of LUMEVOQ®, and a new potential commercial launch horizon scheduled for the end of 2023, <u>it was decided to cancel 50% of the 2021 plan on the same date.</u></p> <p>The vesting period would be followed by a one-year retention period.</p>
Benefits in kind	€51,842 <i>(Accounting valuation)</i>	€51,842 <i>(Accounting valuation)</i>	Company flat
Elements of remuneration in connection with the termination	No amount is submitted to voting		This commitment is described in paragraph 13.1.1.3 of the 2020 Universal Registration Document.
Elements of remuneration in connection with non-competition commitments	No amount is submitted to voting		This commitment is described in paragraph 13.1.1.3 of the 2020 Universal Registration Document.

7. Proposal to renew the authorisation concerning the implementation of the share buyback program (*eighteenth resolution*) and concerning the capital reduction by cancellation of self-held shares (*nineteenth resolution*)

We propose to you, under the terms of the eighteenth resolution, to grant to the Board of Directors, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. and L.225-210 et seq. of the French Commercial Code, the necessary powers to proceed with the purchase, in one or several tranches, at the times that it will determine, shares of the company in the limit of 5% of the number of shares comprising the share capital, adjusted where appropriate in order to take account of any operations of increase or reduction of capital that can occur during the duration of the program.

This authorisation would put an end to the authorisation given to the Board of Directors by the General Meeting of the 29th of April 2021 in its sixteenth resolution of ordinary nature.

The acquisitions could be carried out to:

- support the secondary market or the liquidity of the GENSIGHT BIOLOGICS share by means of an investment service provider through a liquidity contract in accordance with practices authorised by regulations, it being specified that in this context, the number of shares taken into account to calculate the aforementioned limit corresponds to the number of shares purchased, minus any shares resold,
- retain the shares purchased and subsequently tender them in exchange or as payment in the context of any external growth transactions,
- hedge stock option plans and/or plans for the free allocation of shares (or similar plans) benefiting group employees and/or corporate officers, as well as any share allocations under a company or group savings plan (or similar plan), under the company's profit-sharing scheme and/or all other forms of share allocation to group employees and/or corporate officers,
- hedge securities granting entitlement to company shares under current regulations,
- cancel any shares purchased, in accordance with the authorisation granted or to be granted by the Extraordinary General Meeting.

These purchases of shares could be operated by any means, including by way of acquisition of blocks of shares, and at times to be appreciated by the Board of Directors.

The Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation as from the filing by a third party of a draft public offer for the shares of the Company until the end of the offer period.

The company reserves the right to use optional mechanisms or derivative instruments within the framework of the applicable regulations.

We propose to you to set the maximum price of purchase at 25 euros per share and accordingly the maximum amount of the operation at 57,919,489 euros. In the event of a capital transaction, in particular a split or consolidation of shares or a free allocation of shares to shareholders, the above-mentioned amount would be adjusted in the same proportions (multiplier coefficient equal to the ratio between the number of shares making up the capital before the operation and the number of shares after the operation).

As a consequence of the cancellation objective, we recommend that you authorize the Board of Directors, under the terms of the seventeenth resolution, for a period of 24 months, to cancel, on its sole decisions, in one or several instalments, within the limit of 10% of the capital, calculated on the day of the cancellation decision, less any shares canceled during the last 24 months preceding, the shares that the company holds or may to hold as a result of the redemptions carried out in Article L. 22-10-62 of the French Commercial Code and to reduce the share capital accordingly in accordance with the legal and regulatory provisions in force.

The Board of Directors would then have the necessary powers to do whatever is necessary in such matters.

8. Financial delegations

The Board of Directors wishes to be able to have the delegations necessary to proceed, if it considers it useful, to all issuances that might prove to be necessary in the course of the development of the company's activities.

Therefore, you will be asked to renew the financial delegations arriving at maturity. Regarding the state of delegations in progress, the 2021 Universal Registration Document in paragraph 19.1.6 contains the table of delegations and authorisations granted by the General Meeting to the Board of Directors and the state of their use.

Moreover, considering the delegations that are likely to generate, in the long term, a capital increase in cash, you are asked to give a ruling on a delegation of competence to increase the capital for the benefit of members of a company savings plan, in accordance with the regulations in force.

8.1 Delegations of powers with a view to issue common shares and/or equity securities (of the Company or of a Group company) and/or debt securities, with retention with cancellation of the preferential subscription rights

The delegations of authority in the matter expire this year and have not been used.

We recommend that you renew the delegations of authority with a view to conducting the capital increases by cash contribution with cancellation of the preferential subscription rights.

These delegations have the purpose of granting full latitude to the Board of Directors to issue, at times of its choice, over a 26-month period (with the exception of the delegation concerning capital increase with cancellation of the preferential subscription right for the benefit of categories of persons, which has a duration of 18 months)

- ordinary shares;
- and/or securities giving rights to ordinary shares and/or debt securities.

Pursuant to article L. 228-93 of the Commercial Code, the securities to be issued could give rights to the ordinary shares to be issued by any company holding directly or indirectly more than half of its capital or of which it directly or indirectly holds more than half of the share capital.

Without prior authorisation of the general meeting, the Board cannot make use of this authorisation in a period of public offer initiated by a third party regarding the company shares, until the end of the offer period.

8.1.1 Delegation of powers with a view to issuing ordinary shares giving right, as the case may be, to ordinary shares or to the allocation of debt securities, and/or of securities giving right to ordinary shares with cancellation of the preferential subscription right through a public offering (excluding the offers referred to in 1 of article L.411-2 of the Monetary and Financial Code) (*twentieth resolution*)

Under this delegation, the issues would be carried out by public offering (excluding the offers referred to in 1 of article L.411-2 of the Monetary and Financial Code).

The preferential subscription right of the shareholders to the ordinary shares and/or to the securities giving right to the capital would be cancelled leaving the option to the Board of Directors to grant a priority subscription right to the shareholders; according to the regulations.

The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation, hereof may not be higher than 60 % of the share capital as at the date of this Meeting hereof.

To this cap would be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of rights or securities giving right to the capital of the Company, in accordance with the law and as the case with the contractual provisions providing for other cases of adjustment.

This amount would be imputed to the global cap provided for by the thirtieth resolution setting at 75% of the existing capital on the day of the Meeting, the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §10).

The nominal amount of the debt securities, which may be issued by the company by virtue of this delegation hereof could not be higher than 50,000,000 euros.

This amount would be imputed to the global cap provided for in the thirtieth resolution setting at 50,000,000 the maximum nominal amount of debt securities on the Company that may be issued pursuant to certain delegations (see §10).

The amount due, or to be returned, to the company for each of the ordinary shares issued under this delegation of authority, after consideration, in the event of the issue of autonomous share subscription warrants, of the issuance price of said warrants would be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation (i.e. for information purposes, the current regulations provide that the price is at least equal to the weighted average of the prices of the last three trading sessions preceding the start of the offer, possibly reduced by a maximum discount of 10%, being specified that this price rule is not applicable to the offers referred to in Article L. 411-2-1 of the Monetary and Financial Code).

In the event that the subscriptions have not absorbed the totality of the issue, the Board of Directors may make use of the following options:

- to limit the amount of the issue to the amount of the subscriptions, subject, as the case may be, to the limitations provided for by the regulations,
- to freely distribute all or part of the securities, which have not been subscribed for.

The Board of Directors would have, within the limits set above, the necessary powers, in particular to set the conditions for the issue(s), where applicable, to record the completion of the resulting capital increases, to make the correlative modification of the articles of association, charge, on its sole initiative, the costs of capital increases to the amount of the related premiums and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase and, more generally, do whatever is necessary in this regard.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

8.1.2 Delegation of powers to be given to the Board of Directors in order to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the company or a company of the group), and/or securities giving a right to ordinary shares (of the company or a company of the group) without preferential subscription rights as remuneration for the securities contributed in the context of a public exchange offering (*twenty-first resolution*)

Pursuant to this delegation, the issues would be carried out for the purpose of remunerating securities to be contributed to the company in the context of a public exchange offering pursuant to the conditions set out by article L. 22-10-54 of the Commercial Code.

The preferential right of subscription of the shareholders to the ordinary shares and/or to the debt securities, which are the subject of this resolution hereof would be cancelled.

The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation hereof may not be higher than 20 % of the share capital as at the date of this Meeting hereof.

To this cap would be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of securities giving right to the capital of the Company, in accordance with the law and as the case may be with the contractual provisions providing for other cases of adjustment.

This amount would be imputed to the global cap provided for by the thirtieth resolution setting at 75% of the existing capital on the day of the Meeting, the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §10).

The nominal amount of the debt securities, which may be issued by the company by virtue of this delegation hereof could not be higher than 50,000,000 euros.

This amount would be imputed to the global cap provided for in the thirtieth resolution setting at 50,000,000 the maximum nominal amount of debt securities on the Company that may be issued pursuant to certain delegations (see §10).

The Board of Directors would have, under the conditions set out in Article L. 22-10-54 of the French Commercial Code and within the limits set out above, the powers necessary to implement this resolution and in particular to stop the list of securities tendered for the exchange, to determine the dates, conditions of issue, in particular the price and the date of entitlement, of the new ordinary shares, or, where applicable, securities giving immediate access and/or term to ordinary shares of the Company; set the terms of issue, the exchange parity as well as, where applicable, the amount of the cash balance to be paid, and determine the terms of issue, to note the number of securities contributed to the exchange; to make any adjustments required in accordance with the legal and regulatory provisions, and, where applicable, the contractual stipulations providing for other cases of adjustment, and to set the terms according to which, where applicable, the preservation of the rights of the holders of transferable securities or other rights giving future access to the capital, to enter on the liabilities side of the balance sheet in a "share premium" account, to which the rights of all the shareholders will relate, the difference between the issue price of the new ordinary shares and their par value.

The Board of Directors would have, within the limits set above, the required powers to set out the list of securities contributed to the exchange, to fix the conditions of issuance, exchange parity as well as, if applicable, the amount of the cash balance to be paid, and determine the terms of issue. The Board of Directors would have, within the limits set above, the powers necessary in particular to fix the conditions of the issue (s), if necessary, note the realization of the resulting capital increases, proceed with the corresponding modification of the articles of association, charge, on its own initiative, the costs of the capital increases to the amount of the premiums relating thereto and deduct from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each increase, and proceed with all formalities and declarations and require all authorisations which prove necessary for the realization of these issuance.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

8.1.3 Delegation of powers with a view to issue ordinary shares giving right, as the case may be, to ordinary shares or the allocation of debt securities (of the Company or of a Group Company) and/or securities giving a right to ordinary shares without preferential subscription rights by private placement by means of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code (twenty-second resolution)

Pursuant to this delegation, the issues would be carried out by way of an offer referred to at section II of article L. 411-2 of the Monetary and Financial Code.

The preferential right of subscription of the shareholders to the ordinary shares and/or to securities giving right to the capital would be cancelled.

The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation hereof may not be higher than 20 % of the share capital as at the date of this Meeting hereof.

To this cap would be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of securities giving right to the capital of the Company, in accordance with the law and as the case may be with the contractual provisions providing for other cases of adjustment.

This amount would be imputed to the global cap provided for by the thirtieth resolution setting at 75% of the existing capital on the day of the Meeting, the maximum nominal amount of shares that may be issued pursuant to certain delegations (see §10).

The maximum nominal amount of the debt securities over the Company, which may be issued by virtue of this delegation hereof could not be higher than 50,000,000 euros.

This amount would be imputed to the global cap provided for in the thirtieth resolution setting at 50,000,000 the maximum nominal amount of debt securities on the Company that may be issued pursuant to certain delegations (see §10).

The amount due, or to be returned, to the company for each of the ordinary shares issued pursuant to this delegation of authority, after consideration, in the event of the issue of autonomous share subscription warrants, of the price of issue of said warrants would be determined in accordance with the legal and regulatory provisions applicable at the time when the Board of Directors implements the delegation (i.e. for information purposes, the current regulations provide that the price is at least equal to the weighted average of the prices of the last three trading sessions preceding the start of the offer, possibly reduced by a maximum discount of 10%, being specified that this price rule is not applicable to the offers referred to in Article L. 411-2-1 of the Monetary and Financial Code).

In the event that the subscriptions have not absorbed the totality of the issue, the Board of Directors may make use of the following options:

- to limit the amount of the issue to the amount of the subscriptions, subject, as the case may be, to the limitations provided for by the regulations,
- to freely distribute all or part of the securities, which have not been subscribed for.

The Board of Directors would have, within the limits set above, the required powers notably to fix the conditions of the issue (s), if necessary, note the realization of the resulting capital increases, proceed with the corresponding modification of the articles of association, charge, on its own initiative, the costs of the capital increases to the amount of the premiums relating thereto and deduct from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each increase, and proceed with all formalities and declarations and require all authorisations which prove necessary for the realization of these issuance.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

8.1.4 Authorisation to determine the issue price pursuant to the conditions determined by the meeting in the event of an issue with cancellation of the preferential subscription rights, subject to an annual limitation of 10 % of the capital (*twenty-third resolution*)

We recommend, in accordance with the provisions of article L. 22-10-52 paragraph 2 of the Commercial Code, to authorize the Board of Directors, which decides on an issue of ordinary shares or securities giving access to the capital with cancellation of the preferential subscription right by public offer, including an offer referred to in III of I article L.411-2 of the Monetary and Financial Code (private placement) (*twentieth* and *twenty-second resolutions*), subject to the provisions of article L. 22-10-52 paragraph 2 of the French Commercial Code, to be waived in the limit of 10% of the share capital per year, subject to the conditions for fixing the price provided for according to the aforementioned terms and to fixing the issue price of assimilable capital securities to be issued according to the following terms:

The issue price of the ordinary shares would at least be equal to the average of 5 consecutive listed prices of the company share on the Euronext Paris regulated market chosen amongst the thirty trading sessions preceding the date the issue price is set, which may be decreased by a maximum discount of 15 %.

The purpose of this derogatory price rule is to allow the Board of Directors to have some flexibility in determining the amount of the discount when setting the issue price depending on the transaction and the market situation, and in the average of the reference prices.

8.1.5 Delegation of authority to be given to the Board of Directors to issue ordinary shares giving access, where applicable, to ordinary shares or to the issuance of debt securities (in the company or in a group company), and/or securities giving access to ordinary shares (in the company or in a group company), with cancellation of the preferential subscription right benefiting categories of persons meeting specified characteristics (*twenty-fourth resolution*)

Pursuant to this delegation, the issues would be carried out in favor of categories of persons, in particular in accordance with the provisions of the article L. 225-138 of the Commercial Code.

The term of validity of this delegation hereof, would be set at 18 months, starting as from the date of this meeting.

The maximum global nominal amount of the increases in capital, which may be carried out by virtue of this delegation hereof may not be higher than 60 % of the share capital as at the date of the General Meeting.

To this cap would be added, as the case may be, the nominal amount of the increase in capital necessary to preserve the rights of the holders of rights or securities giving right to the capital of the Company, in accordance with the law and as the case may be with the contractual provisions providing for other cases of adjustment.

This amount would be attributed the global nominal amount of shares to be issued set in the twenty-sixth resolution of extraordinary nature of this General Meeting at 75% of the existing capital as of the date of this Meeting (nominal amount) (see §10).

The nominal amount of the debt securities, which may thereby be issued by the company, may not be higher than 50,000,000 Euros.

This amount would be imputed to the global cap provided for in the thirtieth resolution setting at 50,000,000 the maximum nominal amount of debt securities on the Company that may be issued pursuant to certain delegations (see §10).

In accordance with the provisions of article L. 225-138 of the Commercial Code, the Board of Directors would have all powers to set the issue price of the ordinary shares or the securities issued on the basis of this resolution hereof, it being specified that the amount reverting or to be reverted to the Company for each:

- a) of the shares issued in the context of this delegation hereof would at least be equal to the average weighted by the volumes of the price of the Company's shares on the Euronext Paris regulated market for the last 5 trading sessions preceding the date the issue price is set, such average may be decreased as the case may be by a maximum discount of 15%;
- b) of the securities would be such that the amount reverting or to be subsequently reverted to the company for each of the securities issued in the context of this delegation of powers hereof, after taking into account, in the event of the issue of autonomous share subscription warrants, of the issue price of the said warrants, is for each ordinary share issued as a consequence of the issue of these securities at least equal to the amount referred to in the above paragraph "a)".

The preferential subscription right of the shareholders to the ordinary shares and other securities giving right to the capital to be issued by virtue of article L. 228-91 of the Commercial Code, would be cancelled in favor of the following categories of persons:

- (i) natural persons or legal entities (including companies), investment companies, trusts, investment funds, or other investment vehicles of any form whatsoever, whether French or foreign generally investing in the pharmaceutical, biotechnological, ophthalmological, neurodegenerative diseases or medical technologies sectors; and/or

- (ii) companies, institutions or entities of any form whatsoever, whether French or foreign conducting a significant part of their business in those sectors; and/or
- (iii) investment service providers, being French or foreign with an equivalent status, capable of guaranteeing that an increase in capital will be successfully placed with the persons referred to in (i) and (ii) hereabove and, in this context, subscribing to the issued securities

In the event that the subscriptions have not absorbed the totality of an issue, the Board of Directors may make use of the following options:

- limiting the amount of the issue to the amount of the subscriptions, subject to the limitations provided for by the regulations, as the case may be,
- freely distributing all or part of the securities, which have not been subscribed for amongst the categories of persons referred to hereabove.

The Board of Directors would thereby have full powers, with the right of subdelegation under the conditions provided by the law, to implement this delegation hereof and would report at the next Ordinary General Meeting, pursuant to the law and regulations, on the use of this delegation granted by this resolution.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

8.1.6 Authorisation to increase the amount of the issues (*twenty-fifth resolution*)

We recommend, within the context of the delegations with cancellation of the preferential subscription right described above in the twentieth, twenty-second and twenty-fourth resolutions of this Meeting (delegations with cancellation of the preferential subscription right by public offer, private placement and category of persons), and within the context of the delegation with maintenance of the preferential subscription right subject to the nineteenth resolution of the General Meeting of April 29, 2021, that you grant the power to the Board of Directors to increase the number of securities provided in the initial issue, under the conditions provided by the articles L 225-135- 1 and R 225-118 of the Commercial Code, and subject to the limit of the caps set by the Meeting.

In this way, the number of securities could be increased within 30 days of closing of the subscription within the limit of 15 % of the initial issue and at the same price as the initial issue, within the limit of the caps set by the Meeting.

8.2 Delegation of authority given to the Board of Directors to increase capital by issuing common shares and/or equity securities within the limit of 10% of capital as consideration for contributions in kind of shares or equity securities (*twenty-sixth resolution*)

In order to facilitate external growth transactions, we recommend that you grant to the Board of Directors a delegation for increasing the share capital by issuing ordinary shares or securities giving right to the share capital, with a view to remunerating any contributions in kind granted to the company and consisting of equity securities or securities giving right to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable.

This delegation would be granted for a 26-month period.

The global nominal amount of the ordinary shares, which may be issued by virtue of this delegation may not exceed 10 % of the share capital as at the date of the Meeting, not taking into account the amount of the increase in capital necessary in order to preserve the rights of the holders of securities giving right to the capital of the Company in accordance with the law and as the case may be the contractual provisions providing for other cases of adjustment.

This amount would be attributed the global nominal amount of shares to be issued set in the twenty-sixth resolution of extraordinary nature of this General Meeting at 75% of the existing capital as of the date of this Meeting (nominal amount) (see §10).

The Board of Directors would have full powers for the purposes of approving the valuation of the contributions, deciding on the resulting capital increase, recording its completion, deducting, if necessary, from the premium the contribution of all the costs and duties occasioned by the capital increase, to deduct from the contribution premium the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase and to proceed with the correlative modification of the articles of association , and to do the necessary in such matters.

8.3 Delegation to be given to the board of directors with a view to issuing BSA, BSAANE and/or BSAAR rights in favor of categories of persons (*twenty-seventh resolution*)

We propose you to delegate to the Board of Directors your competence, for a period of eighteen months, in order to proceed with the issue of BSA, BSAANE and/or BSAAR for the benefit of categories of persons indicated below.

This delegation would have the following characteristics:

It would allow the issuance of:

- stock warrants (BSA),
- warrants for the subscription and/or acquisition of new and/or existing shares (BSAANE),
- redeemable subscription and/or purchase warrants for new and/or existing shares (BSAAR).

The BSAs, BSAANEs and/or BSAARs could be issued in one or more installments, in the proportions and at the times determined by the Board of Directors, both in France and abroad, and would give the right to subscribe and/or buy GENSIGHT BIOLOGICS shares at a price set by the Board of Directors when deciding to issue according to the price setting procedures defined below.

The subscription and/or acquisition price of the shares to which the warrants would give entitlement will be set by the Board of Directors and will be at least equal to the average closing price of the GENSIGHT BIOLOGICS share during the 20 trading sessions preceding its fixing, after deducting any issue price of the warrant.

With this in mind, we suggest that you decide to cancel your preferential subscription right to the BSAs, BSAANEs, BSAARs to be issued for the benefit of the following categories of persons:

- i) Executive employees or members of the management team of the Company not having the quality of a company officer, or

- ii) Members of any study committee or persons exercising the functions of a non-voting board member within the Company or director who has the quality of independent director, exercising or not the functions of the Chairman of the Board of Directors, or
- iii) Consultants, executives or associates of companies providing services to the Company, having concluded an agreement for the provision of advice or service with the Company, valid at the time of the use of this delegation by the Board of Directors, or
- iv) Company employees.

The nominal global amount of shares, to which the warrants issuable under this delegation would give rights, could not be higher than 2% of the share capital as of the date of the present Meeting. If applicable, this cap would be added to the nominal amount of capital increase necessary to preserve the rights of holders of securities or rights giving access to the capital of the Company, in accordance with the law and, where appropriate, contractual stipulations providing for other preservation modalities.

This amount would be attributed the global nominal amount of shares to be issued set in the twenty-sixth resolution of extraordinary nature of this General Meeting at 75% of the existing capital as of the date of this Meeting (nominal amount) (see §10).

This delegation would entail the waiver by shareholders of their preferential subscription rights to the company's shares likely to be issued on exercise of warrants for the benefit of holders of BSA, BSAANE and / or BSAAR.

If the subscriptions have not absorbed all of the emission of BSA, BSAANE and/or BSAAR, the Board of Directors could use the following faculties:

- Limit the emission amount to the amount of subscriptions, where appropriate within the limits laid down by the regulation,
- Distribute freely all or part of non-subscribed BSA, BSAANE and/or BSAAR within the categories of persons defined above.

Hence, the Board of Directors would have all the necessary powers, in the conditions laid down by law and as provided for above, to issue BSA, BSAANE, and / or BSAAR and notably:

- set the precise list of beneficiaries within the category of persons defined above, the nature and number of warrants to be allocated to each of them, the number of shares to which each warrant will give entitlement, the issue price of the warrants and the subscription and/or acquisition price of the shares to which the warrants will give entitlement under the conditions set out above, the conditions and deadlines for subscription and exercise of the warrants, their adjustment methods, and more generally all the terms and conditions of the issue;
- draw up an additional report describing the final terms of the operation;
- acquire the shares required under the share buyback program and allocate them to the allocation plan;
- note the completion of the capital increase that may result from the exercise of the BSA, BSAANE and/or BSAAR and proceed with the corresponding modification of the bylaws;
- at its sole initiative, charge the costs of the capital increases to the amount of the related

premiums and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;

- personally delegate to the Chief Executive Officer the powers necessary to carry out the capital increase, as well as the power to suspend it within the limits and according to the procedures that the Board of Directors may set beforehand;
- and more generally do all that is necessary in such matters.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

The Chairman of the Board of Directors will not take part in the vote on this resolution.

9 Authorisations and delegation in terms of employee shareholding

To enable the pursuit of an incentive-based employee shareholding policy likely to consolidate the development of the company, we suggest that you renew the authorisations and delegation in such matter.

In addition, you are asked to agree on the early renewal of the authorisation for the allocation of free shares because it has been used and the available cap has become insufficient (on the status of delegations and authorisations in progress, you will find a summary table in the report on corporate governance, included in the 2021 Universal Registration Document, paragraph 19.1.6).

These authorisations allow us to attract talents and experts from the biotechnology and pharmaceutical industry sectors, and to interest all of our employees in the capital in order to align their interests with those of the shareholders, and to remain attractive in a particularly competitive sector.

9.1 Delegation of authority in order to increase capital by issuing common shares and/or equity securities with cancellation of the preferential subscription right for members of a company savings plan (*twenty-eighth resolution*)

We submit this resolution hereof to your vote, in order to comply with the provisions of articles L. 225-129-6 of the Commercial Code, pursuant to the terms of which, the Extraordinary General Meeting, being called upon to decide on delegations likely to generate cash capital increases, must also rule on a delegation in favor of the members of a company savings plan.

Within the context of this delegation, we recommend that you authorize the Board of Directors to increase the share capital in one or several instalments through the issue of ordinary shares or securities giving right to the capital of the Company in favor of members of one or several company or group savings schemes set up by the Company and/or the French or overseas companies, which are related to it pursuant to the conditions of article L.225-180 of the Commercial Code and article L.3344-1 of the Labor Code.

Pursuant to the application of the provisions of article L.3332-21 of the Employment Code, the Board of Directors may provide for the allocation to the beneficiaries on a free of charge basis, of shares to be issued or already issued or other securities giving right to the capital of the

Company to be issued or already issued, in respect (i) of the employers' contribution, which may be paid pursuant to the application of the regulations of the company or group savings schemes and/or (ii) as the case may be, of the discount and could decide, in the event of the issue of new shares under the discount and/or employer's contribution, to incorporate into the capital the reserves, profits or premiums necessary for the payment of said shares.

In accordance with the law, the General Meeting would cancel the preferential subscription rights of the shareholders.

The maximum nominal amount of the increases in capital, which may be carried through the use of this delegation hereof would be of 2 500 Euros. To this amount would be added as the case may be the nominal amount of the increase in capital necessary in order to preserve, in accordance with the law and as the case may be with any contractual provisions providing for other cases of adjustment, the rights of holders of securities giving right to equity securities of the Company.

This amount would be attributed the global nominal amount of shares to be issued set in the twenty-sixth resolution of extraordinary nature of this General Meeting at 75% of the existing capital as of the date of this Meeting (nominal amount) (see §10).

This delegation would have a term of 26 months.

It is specified that, in accordance with article L. 3332-19 of the Employment Code, the price of the shares to be issued, may not be more than 30 % or 40 % where the lock-up period provided for by the scheme pursuant to the application of articles L. 3332-25 and L. 3332-26 of the Employment Code is higher or equal to ten years below the average of the first listed prices of the shares at the time of the 20 trading sessions preceding the decision of the Board of Directors relating to the increase in capital and to the corresponding issue of shares or higher than this average.

The Board of Directors may or may not implement this delegation, take all measures and carry out all necessary formalities in such cases.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

However, insofar as such delegation does not seem either relevant or opportune to us, we would recommend that you reject it.

9.2 Authorisation to be given to the Board of Directors to grant share subscription and/or purchase options to salaried staff members and/or certain corporate officers (*twenty-ninth resolution*)

You are asked to renew the authorisation to allocate free shares to salaried staff members of the company and companies or economic interest groups linked to it and/or some corporate officers.

Thus, we recommend that you authorize the Board of Directors, for a 38-month period, to grant, on one or more instalments, in accordance with Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, to the allocation free of charge of new shares resulting from a capital increase by incorporation of reserves, premiums or profits, or of existing shares.

The beneficiaries of these allocations could be:

- salaried staff members of the company or companies or Economic Interest Group directly or indirectly linked to it within the meaning of Article L. 225-197-2 of the French Commercial Code,
- and/or corporate officers who meet the conditions of Article L. 225-197-1 of the French Commercial Code.

The total number of options, which may be granted by the Board of Directors pursuant to this authorisation hereof may not give right to the subscription or the purchase of a number of shares higher than 5 % of the existing share capital as at the date of this Meeting, it being specified that this cap shall be imputed to the global cap set in the twenty-sixth resolution of extraordinary nature of this General Meeting at 75% of the existing capital as of the date of this Meeting (nominal amount) (see §10). To this amount would be added as the case may be the nominal amount of the increase in capital necessary in order to preserve, in accordance with the law and as the case may be with any contractual provisions providing for other cases of adjustment, the rights of holders of securities giving right to equity securities of the Company.

The allocation of shares to beneficiaries would be definitive at the end of a vesting period, the duration of which would be set by the Board of Directors, which could not be less than one year.

Beneficiaries should, where applicable, retain these shares for a period, set by the Board of Directors, at least equal to that necessary for the cumulative duration of the vesting periods and, where applicable, holding periods not to be less than two years.

As an exception, the final allocation would take place before the end of the vesting period in the event of disability of the beneficiary corresponding to the classification in the second or third of the categories provided for in Article L. 341-4 of the Social Security Code.

This authorisation would automatically entail the waiver of your preferential subscription right to new shares issued by incorporation of reserves, premiums and profits.

Thus, the Board of Directors would have full powers to set the conditions and, where applicable, the criteria for the definitive allocation of shares; determine the identity of the beneficiaries as well as the number of shares allocated to each of them; where applicable, note the existence of sufficient reserves and, at the time of each allocation, transfer to an unavailable reserve account the sums necessary to pay up the new shares to be allocated, decide, when the time comes, on the capital increase(s) by incorporation of reserves, premiums or profits correlative to the issue of new shares allocated free of charge, acquire the necessary shares within the framework of the share buyback program and allocate them to the allocation plan, determine the impact on the rights of the beneficiaries, transactions modifying the capital or likely to affect the value of the shares allocated and carried out during the vesting period and, consequently, modifying or adjusting, if necessary, the number of shares allocated to preserve the rights of the beneficiaries; set the duration of the vesting period and decide whether or not to set a holding obligation at the end of the vesting period and, where applicable, determine its duration and take all necessary measures to ensure compliance by the beneficiaries, modify the durations of the

vesting and/or holding periods if necessary; and, generally, do within the framework of the legislation in force all that the implementation of this authorisation will make necessary.

This delegation would cancel out the effects of any previous delegation having the same purpose as regards the part, which has not been used, as the case may be.

10 Overall limitation of the caps of the delegations and authorisations provided for in the 20th to 22nd, 24th, 26th to 29th resolutions of this Meeting, as well as in the 24th resolution of the General Meeting of 29 April 2021 (*thirtieth resolution*)

We propose that you set at 75% of the existing capital on the day of this Meeting, the maximum overall nominal amount of ordinary shares that may be issued, immediately or in the future, pursuant to the twentieth to twenty-second, twenty-fourth, twenty-sixth to twenty-ninth resolutions of this Meeting and the twenty-fourth resolution of the Combined General Meeting of April 29, 2021, namely:

- Delegation to carry out issues with cancellation of the Preferential Subscription Right (DPS) by public offering;
- The delegation with a view to carrying out issues with cancellation of the DPS in consideration for securities contributed as part of a public exchange offer;
- Delegation to proceed with issues with cancellation of the DPS by private placement;
- Delegation to carry out issues with cancellation of the DPS for the benefit of categories of persons;
- Delegation to carry out issues in order to remunerate contributions in kind;
- Delegation to proceed with the issue of BSA, BSANNE, BSAAR with cancellation of the DPS for the benefit of categories of persons;
- Delegation to carry out issues with cancellation of the DPS for the benefit of employees who are members of a PEE;
- Authorisation to proceed with the allocation of free shares;
- Authorisation to proceed with the allocation of stock options.

it being specified that to this amount shall be added, if applicable, the nominal amount of the capital increase required to preserve, in accordance with the law and, if applicable, with the contractual provisions providing for other methods of preservation, the rights of the holders of rights or securities giving access to the Company's capital.

In addition, we suggest that you set the nominal amount of debt securities on the Company that may be issued under the twentieth to twenty-second and twenty-fourth resolutions of the Meeting at €50,000,000, namely:

- Delegation to carry out issues with cancellation of DPS by public offer;
- Delegation to proceed with issues with cancellation of DPS by private placement;
- Delegation with a view to carrying out issues with the cancellation of DPS for the benefit of categories of persons.

The Board of Directors invites you to approve through your vote the text of the resolutions submitted to your approval, except for the 28th resolution (delegation in favor of members of a company savings plan), which it recommends to reject.

THE BOARD OF DIRECTORS

PARTICIPATE IN THE GENERAL MEETING

WARNING

Depending on health and/or legal requirements, the organizational arrangements of the Shareholders' General Meeting could change. Shareholders are therefore invited to regularly consult the Company's website (www.gensight-biologics.com) which could be updated to specify, where applicable, the final terms and conditions for participation in this General Meeting according to health and /or regulations.

Rules for “participation” to the General Meeting

All the shareholders whatever the number of shares they hold can participate to the General Meeting.

The only shareholders who will be eligible to participate in the General Meeting will be those who can prove the registration of shares in their name or in that of the intermediary registered on their behalf on the second business day prior to the general meeting, namely **May 23, 2022** at 00.00, Paris time:

- either in the registered share accounts kept by the company,
- or in the bearer share accounts kept by the authorized intermediary.

Any shareholder who has already cast his vote remotely, sent a proxy or requested his admission card or a participation certificate (under the conditions specified below) may at any time sell all or part of his shares. However, if the transfer of ownership takes place before **May 23, 2022** at midnight, Paris time, the company will invalidate or modify accordingly, as the case may be, the vote cast remotely, the proxy, the admission card or the certificate of participation. To this end, its intermediary will notify the transfer of ownership to the company or its agent and will provide it with the necessary information. No transfer of ownership made after **May 23, 2022** at midnight, Paris time, regardless of the means used, will be notified by the intermediary or taken into consideration by the company, notwithstanding any agreement to the contrary.

information regarding attendance and voting rights

For the holders of registered shares, registration in an account in accordance with the above-mentioned terms and conditions is sufficient to enable them to participate in the General Meeting.

For the holders of bearer shares, recording of the shares in the bearer share accounts is evidenced by a certificate of participation (*attestation de participation*) issued by the financial institution that holds the shares. In order to be able to participate in the general meeting, this certificate of participation must be sent by the institution holding the shares to BNP PARIBAS Securities Services - CTO Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex with a view to obtaining an admission card or presented on the date of the general meeting by a shareholder who has not received an admission card.

This admission card is sufficient to physically participate in the meeting.

Nevertheless, in the event that the holder of bearer shares has lost or has not received this admission card in time, he may request a certificate of participation from his account holder.

If shareholders cannot attend the general meeting in person, they may choose one of the following three possibilities:

- a) Giving a proxy to the person of their choice under the conditions of Articles L. 225-106 and L.22-10-39 of the French Commercial Code (*Code de commerce*);
- b) Sending a proxy to the company without a specific proxy representative;
- c) Postal voting.

The single postal voting or proxy form is available online on the company's website (www.gensight-biologics.com) and is attached to this brochure.

Holders of bearer shares can ask BNP PARIBAS Securities Services - CTO Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex in writing to send them this form. This will be done for requests received no later than six days prior to the date of the general meeting.

This form must be sent together with their certificate of participation for holders of bearer shares.

The postal voting form must be received by BNP PARIBAS Securities Services – CTO Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex, by **May 21, 2022** at the latest.

Where a shareholder appoints a proxy representative, he/she can notify such appointment by sending the signed, scanned form by electronic transmission, together with a photocopy of both sides of his/her identity card and, where applicable, of his/her certificate of participation, to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. The proxy given in this manner is revocable in the same forms.

Participation of shareholders in the general meeting by electronic means.

- For the holders of registered shares: Holders of registered shares who wish to vote or give a proxy by Internet will access the VOTACCESS site via the Planetshares secure site by copying the link: <https://planetshares.bnpparibas.com> into your web browser.

After logging in, the holder of registered shares must follow the instructions given on the screen in order to access the VOTACCESS site and vote or give a proxy.

- For the holders of bearer shares: Holders of bearer shares are responsible for finding out whether or not their account-holding institution is connected to the VOTACCESS site and, where applicable, whether this access is subject to special conditions of use.

If the shareholder's account-holder is connected to the VOTACCESS site, the shareholder must identify himself on the internet portal of his account-holder with his usual access codes. He must then click on the icon that appears on the line corresponding to his GENSIGHT BIOLOGICS shares and follow the instructions given on the screen in order to access the VOTACCESS site and vote or give a proxy.

The VOTACCESS site will be accessible from May 9, 2022 at 9.00 a.m. (Paris time).

You will be able to vote electronically until May 24th, 2022 at 3:00 p.m. (Paris time).

However, in order to avoid any possible congestion of the VOTACCESS site, we recommend that shareholders do not wait until the day before the meeting to vote.

Request the inclusion of points or draft resolutions and ask a question to the General Meeting

Shareholders who have requested the inclusion of points or draft resolutions on the agenda must send to the following address ir@gensight-biologics.com, a new certificate justifying the inclusion of the shares in the same accounts, on the second working day preceding the Meeting at midnight, Paris time.

Shareholders' information

The preparatory documents for the general meeting provided for by Article R. 22-10-23 of the French Commercial Code are available online on the company's website (www.gensight-biologics.com).

It is specified that the full text of the documents intended to be presented to the meeting in accordance in particular with Articles L. 225-115 and R. 225-83 of the Commercial Code will be made available at the head office.

From the date of the convocation and until the fifth day inclusive before the meeting, any shareholder may ask the company to send him the documents and information mentioned in Articles R. 225-81 and R. 225-83 of the Commercial Code, until " on the fifth day inclusive before the meeting, preferably by email to the following address: ir@gensight-biologics.com. Bearer shareholders must justify this status by sending an account registration certificate.

Written questions

In accordance with Article R. 225-84 of the French Commercial Code, any shareholder may send the company's Chairman of the Board of Directors written questions up to the fourth business day prior to the date of the general meeting, namely May 19, 2022. These written questions must be sent by electronic transmission to the following address: ir@gensight-biologics.com or by registered letter with return receipt requested to the registered office. They shall be accompanied by a shareholding certificate.

The Board of Directors

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

GENSIGHT BIOLOGICS

A French Société Anonyme (corporation)

with share capital of 1,158,389.78 Euros

74, rue du Faubourg Saint Antoine 75012 Paris

751 164 757 Paris Trade and Companies Registry

The undersigned

LAST NAME AND FIRST NAME

EMAIL ADDRESS _____

(in case of lack of email address) POSTAL ADDRESS : _____

Zip Code --- City

Holding _____ shares of GENSIGHT BIOLOGICS in the form of:

- registered shares
- bearer shares in the books of (*):

kindly asks **GENSIGHT BIOLOGICS** to send him/her the documents and information provided for in article R.225-81 and article R.225-83 of the French Commercial Code, in view of the Combined General Meeting of May 25, 2022.

In _____, Date: / / 2022

Signature

PLEASE NOTE: As per paragraph 3 of article R.225-88 of the French Commercial Code, the holders of registered shares may obtain from the Company, by a single request, the documents provided for in Article R.225-83 of such Code for each subsequent General Meeting. In the event that the shareholder wishes to benefit from this option, mention must be made on this request, specifying the methods of sending (postal or email), as well as, where applicable, the email address. In this respect, it is specified that sending by electronic means may be used for all the formalities provided for in Articles R. 225-68 (convening notice), R. 225-74, R. 225-88 and R. 236-3 of the Trade code. Shareholders who have consented to the

use of electronic means may request the return to a postage thirty-five days at least before the date of the insertion of the notice of meeting referred to in Article R. 225-67 , either by post or electronically.

(*) Details of the bank, financial institution or online broker that holds the shares (the bearer shareholder must prove that he/she is a shareholder by sending a shareholding certificate issued by the duly authorized financial intermediary).

Request to be returned preferably by email to the following email address : [ir@gensight-](mailto:ir@gensight-biologics.com)

biologics.com, or by postal mail to

BNP Paribas Securities Services

C.T.O – Assemblées – 9 rue du Débarcadère – 93751 Pantin Cedex