



### **Genfit**

a French corporation with a Board of Directors with a share capital of €12,499,046.25  
Registered office: 885, avenue Eugène Avinée, 59120 Loos, France  
424 341 907 R.C.S. Lille Métropole  
LEI (*Legal Entity Identifier*): 969500XPWN2DMZQA5X73  
(the "**Company**")

---

### **CONVENING NOTICE**

to the holders of the initially issued  
€179,999,997.60 3.50 per cent. bonds due 16 October 2025 convertible into new Shares and/or  
exchangeable for existing Shares of the Company  
of which €56,319,860.80 are currently outstanding  
(ISIN Code: FR FR0013286903)  
(the "**Bonds**")

The Chief Executive Officer of the Company has decided to convene the holders of the Bonds to a general meeting, on **10 March 2025 at 2.30 p.m. (Paris (France) time), at 2 rue Ancelle, 92200 Neuilly-sur-Seine, France** (the "**Bondholders' Meeting**"), in order to deliberate on the following agenda:

### **AGENDA**

1. Authorisation to grant a security interest in the context of the implementation of a royalty financing transaction to the benefit of the Company
2. Authorisation to pay a consent fee to the Bondholders
3. Right of the Company to withdraw all resolutions passed at the General Meeting
4. Filing of documents relating to the General Meeting
5. Powers to accomplish formalities

Unless the context otherwise requires, terms and expressions used but not defined herein shall have the respective meanings given to them in the terms and conditions of the Bonds dated 11 October 2017 (as amended following the general meeting of the Bondholders held on 25 January 2021) (the "**Conditions**").

This notice was prepared by the Company on 21 February 2025.

***Expected timetable***

***Announcement of the Consent Solicitation and publication of the Notices***

Publication of this notice on Euroclear France, the *Bulletin d'annonces légales obligatoires*, La Voix du Nord, the French *Journal d'annonces légales* and the website of the Company ([www.genfit.fr](http://www.genfit.fr)) 21 February 2025

Consent Solicitation Memorandum and report of the Company's Chief Executive Officer to the Bondholders' Meeting available at the registered office of the Company and at the specified office of the Centralising Agent (copies of which are obtainable, upon request, free of charge) and on the website of the Company ([www.genfit.fr](http://www.genfit.fr)) 21 February 2025

***Account Holder Certificates Deadline***

Account Holder Certificates shall be dated as of ("Account Holder Certificates Deadline") 6 March 2025 at 12.00 a.m. (midnight) Paris (France) time

***Voting Documents Deadline***

Latest time and date for receipt by the Centralising Agent of Voting Documents ("Voting Documents Deadline") 7 March 2025 at 12:00 a.m. (midnight) Paris (France) time

***Bondholders' Meeting***

Time and date of the Bondholders' Meeting 2.30 p.m. Paris (France) time on 10 March 2025

***Publication of the results of Bondholders' Meeting***

Publication of the results of Bondholders' Meeting, via a press release, on Euroclear France and on the website of the Company ([www.genfit.fr](http://www.genfit.fr)) As soon as reasonably practicable after the Bondholders' Meeting

***Documents on display***

Each Bondholder or the representative thereof will have the right, during the fifteen (15) day period preceding the holding of the Bondholders' Meeting, to consult or make a copy of (i) the text of the resolutions which will be proposed at the Bondholders' Meeting (the "**Resolutions**"), the English translation of which is also attached to this notice, (ii) the report of the Company's Chief Executive Officer to the Bondholders' Meeting (in French), to which is attached the consolidated version of the Conditions in appendix, (iii) the consent solicitation memorandum dated 21 February 2024 (the "**Consent Solicitation Memorandum**") and (iv) the voting documents, which are also attached to this notice (the "**Voting Documents**"), which will be available for inspection by the Bondholders at the registered office of the Company and at the specified office of Uptevia, La Défense – Cœur Défense Tour A – 90-110 Esplanade du Général de Gaulle – 92400 Courbevoie – France, Email: [ct-assemblies@uptevia.com](mailto:ct-assemblies@uptevia.com) (the "**Centralising Agent**") and on the website of the Company ([www.genfit.fr](http://www.genfit.fr)).

## ***General***

Bondholders must pay particular attention to the quorum requirements for the Bondholders' Meeting as set out below. Bondholders are encouraged to vote early and in accordance with the instructions as further described below in order to participate in the Bondholders' Meeting by mail or by proxy.

### ***Quorum and Majority***

In accordance with Article L.228-103 of the French *Code de commerce* and Article 12 of the Conditions, the Bondholders' Meeting may deliberate validly only if Bondholders present or represented hold at least a quarter of the Bonds then outstanding. Decisions at the Bondholders' Meeting shall be taken by a two third (2/3) majority of votes cast by Bondholders present or represented thereat.

### ***Voting procedures***

Bondholders that wish to vote at the Bondholders' Meeting can either (i) vote by proxy or (ii) vote by mail by following the procedure and deadlines as set out below.

1. A Bondholder can give proxy in writing to a person (the "**Proxy Holder**") for the purpose of representing it at the Bondholders' Meeting, subject to the provisions of Articles L.228-62 and L.228-63 of the French *Code de commerce*, that prohibit (i) directors, auditors and employees of the Company and (ii) persons to whom the exercise of the profession of banker is prohibited or who are deprived of the right to run, administer or manage any type of company, from representing Bondholders. For so long as the proxy is in force, the Proxy Holder will be deemed to be the Bondholder in all respects in relation to the Bondholders' Meeting and the principal will be deemed not to be the Bondholder.

Bondholders wishing to vote at the Bondholders' Meeting by proxy must provide duly completed and signed proxy, together with a duly executed (the "**Account Holder Certificate**"), to the Centralising Agent, the contact details for which appear in Section 5 "Contact details" of the Consent Solicitation Memorandum, within the Voting Documents Deadline, it being specified that the Account Holder Certificate sent with the Voting Documents shall be dated as of the Account Holder Certificates Deadline.

If a Bondholder wishes to vote on the Resolutions and such Bondholder holds its Bonds via an intermediary such as a custodian, a broker, an investment services provider, a commercial bank, a trustee or a nominee, such Bondholder shall give instruction to such intermediary to exercise the voting rights attached to its Bonds on its behalf, in accordance with the procedures implemented by such intermediary.

Attention of the Bondholders is drawn to the fact that the Company will not take into account the proxies received after 7 March 2025 at 12:00 a.m. (midnight), Paris (France) time.

2. If a Bondholder wishes to vote on the Resolutions without participating in person to the Bondholders' Meeting or appointing a Proxy Holder pursuant to (1) above, it will be possible to vote by mail.

Bondholders wishing to vote at the Bondholders' Meeting by mail must provide duly completed and signed voting forms, together with a duly executed Account Holder Certificate, to the Centralising Agent, the contact details for which appear in Section 5 "Contact details" of the Consent Solicitation Memorandum, within the Voting Documents Deadline, it being specified that the Account Holder Certificate sent with the Voting Document shall be dated as of the Account Holder Certificates Deadline.

Attention of the Bondholders is drawn to the fact that the Company will not take into account the voting forms received after 7 March 2025 at 12:00 a.m. (midnight), Paris (France) time.

Proxy forms and voting forms will be delivered on demand to the Centralising Agent (details of which are set out above).

### ***Conditions for voting***

In accordance with Article R.228-71 of the French *Code de commerce*, the rights of each Bondholder to participate in the Bondholders' Meeting will be evidenced by the entries in the books of the relevant Account Holder of the name of such Bondholder on the second business day in Paris preceding the date set for the Bondholders' Meeting, *i.e.* 6 March 2025 at 12.00 a.m. (midnight) Paris (France) time).

In order for them to evidence their right, Bondholders must submit a proof of entry dated as of such date.

In accordance with Article R.228-71 of the French *Code de commerce*, a Bondholder having already voted by mail or sent a proxy will however have the right to transfer the ownership of all or part of its Bonds, it being specified that if such transfer of ownership is made before the second Business Day preceding the Bondholders' Meeting at 12.00 a.m. (midnight), Paris (France) time (i) the relevant Account Holder shall notify such transfer to the Centralising Agent with all necessary information and (ii) the Centralising Agent shall invalidate or modify accordingly such vote or proxy as may have been exercised by the Bondholder.

In accordance with Article 5 of the Conditions and for the purposes of this conveying notice, an "**Account Holder**" shall mean any intermediary institution entitled to hold accounts, directly or indirectly, with Euroclear France, and includes Euroclear Bank SA/NV and the depositary bank for Clearstream Banking, S.A.

### ***Expenses***

In accordance with Article L.228-71 of the French *Code de commerce* and Article 12 of the Conditions, the Company is responsible for the compensation of the Representative of the Masse and the expenses for calling and holding general meetings of the Bondholders, the costs related to publishing the decisions thereof, as well as any fees related to the appointment of the Representative of the Masse under Article L.228-50 of the French *Code de commerce*, and, more generally, all duly incurred and justified administrative and operational expenses of the Masse.

### ***Attachments***

- Resolutions
- Form of request for information
- Proxy form
- Voting form

## RESOLUTIONS

The following resolutions are a free non-binding translation, for information purposes only, of the French language resolutions set out in the report of the Company's Chief Executive Officer to the Bondholders' Meeting. In the event of any ambiguity or conflict between corresponding statements or other items contained in the French language resolutions set out in the report of the Company's Chief Executive Officer to the Bondholders' Meeting and the following resolutions, the relevant statements or other items contained in the French language resolutions set out in the report of the Company's Chief Executive Officer to the Bondholders' Meeting shall prevail.

**First resolution** (*Authorisation to grant a security interest in the context of the implementation of a royalty financing transaction to the benefit of the Company*)

The Bondholders' Meeting, deciding under the quorum and majority requirements for bondholders' general meetings,

**approves**, the amendments to Condition 7.2.2 of the terms and conditions of the Bonds dated 11 October 2017 (as amended following the general meeting of the Bondholders held on 25 January 2021) (the "**Conditions**") as follows (such amendments appear in track changes):

"[...]"

**"Permitted Security"** means:

- (a) *any Security created by the Company or any Material Subsidiary:*
  - (i) *in existence as at the Issue Date of the Bonds;*
  - (ii) *over or affecting any asset acquired by a member of the Group after the Issue Date of the Bonds created in contemplation of the acquisition of that asset by that member of the Group, if the Security is created in order to secure the financing of the acquisition of that asset;*
  - (iii) *over or affecting any asset of any company which becomes a member of the Group after the Issue Date of the Bonds, where the Security is created prior to the date on which that company becomes a member of the Group;*
  - (iv) *arising as a consequence of any present or future finance or capital lease contracted in the course of the Company's ordinary course of business;*
  - (v) *arising under any retention of title, hire purchase or conditional sale arrangement or arrangements having similar effect in respect of goods supplied to a member of the Group in the ordinary course of trading and on the supplier's standard or usual terms and not arising as a result of any default or omission by any member of the Group;*
  - (vi) *any lien arising by operation of law and in the ordinary course of trading;*
  - (vii) *which result from the operation of provisions under standard business terms of banks or saving banks; or*
  - (viii) *securing indebtedness the principal amount of which (when aggregated with the principal amount of any other indebtedness which has the benefit of Security given by any member of the Group other than any permitted under paragraphs (i) to (vii) above) does not exceed € 25,000,000 (or its equivalent in another currency or currencies), and*
- (b) *the French law trust (fiducie-sûreté) to which the Company would contribute Royalty Interests (as defined below) for the benefit of the holders of the Royalty Financing Bonds (as defined below) as a security for its payment and repayment*

obligations under the documentation relating to such Royalty Financing Bonds (the "Fiducie").

"Agreement" means the agreement pursuant to which the Company entered into a long-term strategic partnership for global collaboration with Ipsen Pharma SAS ("Ipsen") in December 2021, as amended and restated in July 2023 and December 2024.

"Royalty Financing Bonds" means the royalty financing to be granted to the Company based on royalty interests payable by Ipsen to the Company under the Agreement from and after 1 October 2024 on net sales of Iqirvo® in countries where Ipsen holds the exclusive worldwide license (excluding China, Hong Kong, Taiwan and Macau for which Terns Pharmaceuticals, Inc. was licensed prior to the Agreement) to develop, manufacture and commercialize Iqirvo® (the "Royalty Interests"); it being specified that such financing will take the form of French law governed bonds to be issued by the Company in up to three instalments and subscribed by one or more investment vehicles managed by HealthCare Royalty Management (the "Subscriber") for a maximum aggregate subscription price of €185,000,000 (comprising a subscription premium of a maximum aggregate amount of €175,750,000 over the maximum aggregate nominal value of €9,250,000)."

**approves**, as a consequence, the consolidated version of the Conditions attached in Appendix to these minutes; and

**authorises**, as a consequence, the granting of the *Fiducie* defined in this resolution.

***Second resolution (Authorisation to pay a consent fee to the Bondholders)***

The Bondholders' Meeting, deciding under the quorum and majority requirements for bondholders' general meetings,

**approves**, subject to (a) the approval of all resolutions submitted to the Bondholders' Meeting, (b) the issuance of (and the payment of the first instalment due under) the Royalty Financing Bonds defined in the first resolution, and (c) the right of withdrawal mentioned in the third resolution, the payment of a consent fee in respect of each Bond held by the relevant Bondholder on the close of business two Business Days prior to the date of payment of such consent fee ;

**decides** that the consent fee is equal to €0.90 per Bond, representing 3.04% of the nominal amount of each Bond in respect of which it is paid; and

**decides** that the date of payment of the consent fee shall be 14 April 2025.

***Third resolution (Right of the Company to withdraw all resolutions passed at the General Meeting)***

The Bondholders' Meeting, deciding under the quorum and majority requirements for bondholders' general meetings,

**decides** that the Company may, at any time before the issuance of (and the payment of the first instalment due under) the Royalty Financing Bonds defined in the first resolution, at its sole discretion, withdraw the approval of all resolutions submitted to the Bondholders' Meeting, in which case the consent fee mentioned in the second resolution will not be paid even if such resolutions have been approved.

***Fourth resolution (Filing of documents relating to the General Meeting)***

In order to enable any successive holder of the Bonds to exercise its communication right as granted by law, the Bondholders' Meeting, deciding under the quorum and majority requirements for bondholders' general meetings, decides that all documents presented or used in connection with the approval of the resolutions submitted to the Bondholders' Meeting will be made available at the registered office of the Company.

***Fifth resolution (Powers to accomplish formalities)***

The Bondholders' Meeting, deciding under the quorum and majority requirements for bondholders' general meetings, grants full powers to the holder of an original, a copy or an extract of the minutes of this General Meeting to carry out all formalities which may be necessary.



**Genfit**

a French corporation with a Board of Directors with a share capital of €12,499,046.25  
Registered office: 885, avenue Eugène Avinée, 59120 Loos, France  
424 341 907 R.C.S. Lille Métropole  
LEI (*Legal Entity Identifier*): 969500XPWN2DMZQA5X73  
(the "**Company**")

---

**FORM OF REQUEST FOR INFORMATION**

relating to the general meeting of the holders of the initially issued  
€179,999,997.60 3.50 per cent. bonds due 16 October 2025 convertible into new Shares and/or  
exchangeable for existing Shares of the Company  
of which €56,319,860.80 are currently outstanding  
(ISIN Code: FR FR0013286903)  
(the "**Bonds**")

(Uptevia, La Défense – Cœur Défense Tour A – 90-110 Esplanade du Général de Gaulle – 92400  
Courbevoie – France)

*To be sent to the Account Holder*

I, the undersigned,

Name: \_\_\_\_\_

First name: \_\_\_\_\_

Address: \_\_\_\_\_

request that the documents and information referred to in Article 12 of the terms and conditions of the Bonds dated 11 October 2017 (as amended following the general meeting of the Bondholders held on 25 January 2021) (the "**Conditions**") in relation to the general meeting of the Bondholders convened on 10 March 2025 being sent to me.

Unless the context otherwise requires, terms and expressions used but not defined herein shall have the respective meanings given to them in the Conditions.

Executed in \_\_\_\_\_, on \_\_\_\_\_.

By: \_\_\_\_\_



**Genfit**

a French corporation with a Board of Directors with a share capital of €12,499,046.25  
Registered office: 885, avenue Eugène Avinée, 59120 Loos, France  
424 341 907 R.C.S. Lille Métropole  
LEI (*Legal Entity Identifier*): 969500XPWN2DMZQA5X73  
(the "**Company**")

---

**PROXY**

relating to the general meeting of the holders of the initially issued  
€179,999,997.60 3.50 per cent. bonds due 16 October 2025 convertible into new Shares and/or  
exchangeable for existing Shares of the Company  
of which €56,319,860.80 are currently outstanding  
(ISIN Code: FR FR0013286903)  
(the "**Bonds**")

I, the undersigned

First name and family name or \_\_\_\_\_  
legal name: \_\_\_\_\_

Address or registered office: \_\_\_\_\_  
\_\_\_\_\_

Represented by<sup>1</sup>: \_\_\_\_\_  
\_\_\_\_\_

Number of Bond(s) held: \_\_\_\_\_  
\_\_\_\_\_

Account holder's name: \_\_\_\_\_  
\_\_\_\_\_

acting as holder of Bonds, hereby appoint the person named hereafter as my agent, without a right  
of substitution<sup>1</sup>,

---

to represent me at the general meeting of the Bondholders convened on 10 March 2025 at 2.30 p.m.  
(Paris (France) time), at 2 rue Ancelle, 92200 Neuilly-sur-Seine, France (the "**Bondholders'**  
**Meeting**") in order to deliberate on the following agenda:

---

<sup>1</sup> If the proxy's signatory is not the bondholder or if the bondholder is a legal person, insert the first name, family name, address and capacity of the person who represents.

## AGENDA

1. Authorisation to grant a security interest in the context of the implementation of a royalty financing transaction to the benefit of the Company
2. Authorisation to pay a consent fee to the Bondholders
3. Right of the Company to withdraw all resolutions passed at the General Meeting
4. Filing of documents relating to the General Meeting
5. Powers to accomplish formalities

to that effect, attend the Bondholders' Meeting, sign attendance sheet and any other document, participate to all deliberations, abstain or vote on any matter and generally, take any necessary action.

This proxy shall remain in effect for any successive general meeting convened with the same agenda as the Bondholders' Meeting, for lack of a quorum or any other reason.

Unless the context otherwise requires, terms and expressions used but not defined herein shall have the respective meanings given to them in the terms and conditions of the Bonds dated 11 October 2017 (as amended following the general meeting of the Bondholders held on 25 January 2021) (the "**Conditions**").

Executed in \_\_\_\_\_, on \_\_\_\_\_.

By: \_\_\_\_\_

## IMPORTANT NOTICE

Bondholders shall obtain and join an account holder certificate from their financial intermediary acting as account holder. Such account holder certificate shall be dated 6 March 2025, 12:00 a.m. (midnight), Paris (France) time.

Proxy are taken into account only if the present form is received, duly completed and signed, together with a duly executed account holder certificate, by Uptevia (details below) on 7 March 2025 at 12:00 a.m. (midnight), Paris (France) time.

A Bondholder cannot both vote by correspondence and appoint a proxy. However, in the case where Uptevia receives both a voting form and a proxy, only the proxy will be taken into account.

Please send this proxy, together with a duly executed account holder certificate, to:

### **Uptevia**

La Défense – Cœur Défense Tour A  
90-110 Esplanade du Général de Gaulle  
92400 Courbevoie – France  
Email: ct-assemblies@uptevia.com

*In accordance with the provisions of Article L.228-61 of the French Code de commerce:*

- *the votes cast do not include those attached to Bonds in respect of which the Bondholder did not take part in the vote, abstained or cast a blank or invalid vote; and*
- *a company which holds at least 10% of the Company's share capital shall not vote with the Bond if it holds at the Bondholders' Meeting.*

*In accordance with the provisions of Article L.228-62 of the French Code de commerce, managing partners, members of the executive board and of the supervisory board, chief executive officers, auditors or employees of the debtor company or companies acting as guarantor for all or part of the commitments of said company, and their ancestors, descendants and spouses, may not represent Bondholders at the Bondholders' Meeting and that in accordance with Article L.228-63 of the French Code de commerce, the representation of a bondholder may not be entrusted to persons to whom the exercise of the profession of banker is prohibited or who are deprived of the right to run, administer or manage any type of company.*

Please note that the text of the resolutions proposed to the General Meetings is included in the convening notice.



**Genfit**

a French corporation with a Board of Directors with a share capital of €12,499,046.25

Registered office: 885, avenue Eugène Avinée, 59120 Loos, France

424 341 907 R.C.S. Lille Métropole

LEI (*Legal Entity Identifier*): 969500XPWN2DMZQA5X73

(the "**Company**")

---

**VOTING FORM**

relating to the general meeting of the holders of the initially issued  
€179,999,997.60 3.50 per cent. bonds due 16 October 2025 convertible into new Shares and/or  
exchangeable for existing Shares of the Company  
of which €56,319,860.80 are currently outstanding  
(ISIN Code: FR FR0013286903)  
(the "**Bonds**")

I, the undersigned

First name and family name or \_\_\_\_\_  
legal name:

Address or registered office: \_\_\_\_\_

Represented by<sup>1</sup>: \_\_\_\_\_

Number of Bond(s) held: \_\_\_\_\_

Account holder's name: \_\_\_\_\_

acting as holder of Bonds, after having read the resolutions proposed to the general meeting of the Bondholders convened on 10 March 2025 at 2.30 p.m. (Paris (France) time), at 2 rue Ancelle, 92200 Neuilly-sur-Seine, France (the "**Bondholders' Meeting**") and in accordance with Article L.228-61 of the French *Code de commerce*, hereby votes as follows on such resolutions:

*(Please tick the corresponding boxes)*

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>POWER TO THE CHAIRMAN</b>
<b>Resolution 1</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

---

<sup>1</sup> If the voting form's signatory is not the bondholder or if the bondholder is a legal person, insert the first name, family name, address and capacity of the person who represents.

<b>Resolution 3</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If amendments to the proposed resolutions are presented during the Bondholders' Meeting, choose to:

*(Please tick the corresponding boxes)*

	<b>ABSTAIN</b>	<b>GIVE POWER TO THE CHAIRMAN</b>	<b>GIVE POWER TO A NAMED PERSON</b>
<b>Amendments presented at the Bondholders' Meeting</b>	<input type="checkbox"/>	<input type="checkbox"/>	I give proxy to <sup>2</sup> : _____ to vote on my behalf

This voting form shall remain in effect for any successive general meeting convened with the same agenda as the Bondholders' Meeting, for lack of a quorum or any other reason.

Unless the context otherwise requires, terms and expressions used but not defined herein shall have the respective meanings given to them in the terms and conditions of the Bonds dated 11 October 2017 (as amended following the general meeting of the Bondholders held on 25 January 2021) (the "**Conditions**").

Executed in \_\_\_\_\_, on \_\_\_\_\_.

By: \_\_\_\_\_

### **IMPORTANT NOTICE**

Bondholders shall obtain and join an account holder certificate from their financial intermediary acting as account holder. Such account holder certificate shall be dated 6 March 2025, 12:00 a.m. (midnight), Paris (France) time.

Voting forms are taken into account only if the present form is received, duly completed and signed, together with a duly executed account holder certificate, by Uptevia (details below) on 7 March 2025 at 12:00 a.m. (midnight), Paris (France) time at the latest.

A Bondholder cannot both vote by correspondence and appoint a proxy. However, in the case where Uptevia receives both a voting form and a proxy, only the proxy will be taken into account.

Please send this voting form, together with a duly executed account holder certificate, to:

#### **Uptevia**

La Défense – Cœur Défense Tour A  
90-110 Esplanade du Général de Gaulle  
92400 Courbevoie – France

<sup>2</sup> If the proxy holder is a legal person, insert its legal name and registered office address. Otherwise, insert the first name, family name and address of the proxy holder.

Email: ct-assemblies@uptevia.com

*In accordance with the provisions of Article L.228-61 of the French Code de commerce:*

- *the votes cast do not include those attached to Bonds in respect of which the Bondholder did not take part in the vote, abstained or cast a blank or invalid vote; and*
- *a company which holds at least 10% of the Company's share capital shall not vote with the Bonds it holds at the Bondholders' Meeting.*

*In accordance with the provisions of Article L.228-62 of the French Code de commerce, managing partners, members of the executive board and of the supervisory board, chief executive officers, auditors or employees of the debtor company or companies acting as guarantor for all or part of the commitments of said company, and their ancestors, descendants and spouses, may not represent Bondholders at the Bondholders' Meeting and that in accordance with Article L.228-63 of the French Code de commerce, the representation of a bondholder may not be entrusted to persons to whom the exercise of the profession of banker is prohibited or who are deprived of the right to run, administer or manage any type of company.*

Please note that the text of the resolutions proposed to the General Meeting is included in the convening notice.