

## **AMPLITUDE SURGICAL**

A French *société anonyme* with a share capital of € 478.048,41  
Registered office: 11, Cours Jacques Offenbach, 26000 Valence  
533 149 688 R.C.S Romans

### **AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 20 DECEMBER 2018**

#### **I Resolutions submitted to the Ordinary Shareholders' Meeting**

- Reading of the management report of the Board of Directors on the annual financial statements and the consolidated financial statements for the financial year ended 30 June 2018, including the report on corporate governance;
- Reading of the report of the Board of Directors to the Ordinary Shareholders' Meeting;
- Reading of the report of the Board of Directors on the allocations of free shares;
- Reading of the general reports of the Statutory Auditors on the annual financial statements and the consolidated financial statements for the year ended 30 June 2018, of the special report of the Statutory Auditors on the agreements governed by Articles L.225-38 and seq. of the French Commercial Code;
- Approval of the annual financial statements for the financial year ended 30 June 2018;
- Approval of the consolidated financial statements for the financial year ended 30 June 2018;
- Allocation of profit for the financial year ended 30 June 2018;
- Authorization of related-party agreements referred to in articles L.225-38 and seq. of the French Commercial Code;
- Approval of the principles and criteria for determination, breakdown and allocation of the fixed, variable and exceptional elements of the total compensation and benefits of any kind attributable to the Chairman and the Chief Executive Officer for financial year 2018/2019;
- Approval of the fixed, variable and exceptional elements of the total compensation and benefits of any kind due or granted to Mr. Olivier Jallabert, Chairman and Chief Executive Officer, for financial year 2017/2018;
- Approval of the commitment referred to in Article L. 225-42-1 of the French Commercial Code relating to the termination indemnity of Mr Olivier Jallabert, in his capacity of Chairman and Chief Executive Officer;
- Approval of the party-related agreements establishing the basic pension plan (known as "Article 83") and the additional pension plan with contributions of Mr Olivier Jallabert, in his capacity as Chairman and Chief Executive Officer;
- Renewal of the term of office of Mr. Olivier Jallabert as a director;
- Renewal of the term of office of Apax Partners as a director;
- Renewal of the term of office of Mr. Bertrand Pivin as a director;
- Renewal of the term of office of Mr. Daniel Caille as a director;
- Authorization to be granted to the Board of Directors to carry out transactions on the Company's shares;

## **II. Resolutions submitted to the Extraordinary Shareholders' Meeting**

- Reading of the report of the Board of Directors to the Extraordinary Shareholders' Meeting;
- Reading of the special reports of the Statutory Auditors;
- Authorization to be granted to the Board of Directors to carry out a share capital decrease by cancellation of shares;
- Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with upholding of the shareholders' preferential subscription right, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued;
- Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right, by way of a public offering, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued;
- Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right, by way of an offering as defined in article L. 411-2 II of the French Monetary and Financial Code, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued;
- Delegation of authority to be granted to the Board of Directors to increase the amount of issuances, with upholding or cancellation of the shareholders' preferential subscription right, pursuant to the fifteenth, sixteenth and seventeenth resolutions;
- Authorization to be granted to the Board of Directors to determine the price of issuances of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, by way of public offering as defined in article L. 411-2 II of the French Monetary and Financial Code, with cancellation of the shareholders' preferential subscription right, within the limit of 10% of share capital per year;
- Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right to the benefit of natural or legal persons, including industrial or commercial companies, or French or foreign investment funds, which regularly invest in the field of the medical, biotechnological, pharmaceutical technologies sectors or to French or foreign investment service providers, or any foreign institution with an equivalent status, capable of guaranteeing the completion of such an operation and, in this context, to subscribe to the securities issued, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued;
- Delegation of powers to be granted to the Board of Directors to decide to issue ordinary shares or securities giving access to the share capital of the Company within the limit of 10% of the share capital, with cancellation of the shareholders' preferential subscription rights, in consideration for contributions in kind granted to the Company;
- Authorization to be granted to the Board of Directors to increase the share capital through the issuance of equity securities or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, with cancellation of the shareholders' preferential subscription right to the benefit of members of a company savings plan;
- Authorization to be granted to the Board of Directors to grant free performance shares to the employees and to the corporate officers of the Company and its subsidiaries;

- Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized;
- Update of the articles of association to take into account provisions that have become redundant and editorial amendment - corresponding amendment to Articles 18, 19, 29, 32 and 41 of the Articles of Association;
- Powers to carry out legal formalities.