

**AMPLITUDE SURGICAL**

A French *société anonyme* with a share capital of EUR 469,298.52  
Registered office: 11, Cours Jacques Offenbach, 26000 Valence  
533 149 688 R.C.S Romans

**REPORT OF THE PRESIDENT OF THE BOARD OF DIRECTORS ON THE CORPORATE GOVERNANCE, ON THE OPERATING OF THE BOARD OF DIRECTORS AND ON INTERNAL CONTROL PROCEDURES TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS MEETING ON 14 DECEMBER 2016**

To the Shareholders,

I will relate the composition, the management, the remuneration of the Board of Directors of the Company and the internal control and risk management procedures implemented by the Company.

This report was prepared in accordance with article L.225-37 of the French commercial Code, in order to reflect the conditions of preparation and organization of the work of the Board of Directors and the internal control procedures put in place by the Company within the Group.

I have drawn up this report as president of the Board of Directors based on the work carried out by the Group during the financial year ended 30 June 2016 regarding internal control and risk management procedures, it being specified that the Company was converted into a public limited company (a French *société anonyme*) with a Board of Directors on 10 June 2015 for the purpose of the initial public offering of the Company.

This report was reviewed by the Audit Committee on 5 October 2016 in the presence of representatives of the Company's statutory auditors, and was approved by the Board of Directors on 5 October 2016 in the presence of representatives of the Company's statutory auditors.

## 1. Board of Directors

### 1.1. Composition of the Board of Directors

The by-laws provide that the Board of Directors includes between 3 and 18 members. Up to date, the Board of Directors consists of 4 members.

The table below presents the composition of the Board of Directors:

<b>Mr Olivier JALLABERT</b> (49 years)	<b>PROFESSIONAL ADDRESS:</b> 11, Cours Jacques Offenbach, Valence (26000)	<b>NUMBER OF SECURITIES HELD:</b> 15 000 shares
<b>EXPERIENCE AND EXPERTISE</b>		
<b>Chairman and Chief Executive Officer, member of the Board of Directors</b>		
Olivier Jallabert founded the Amplitude Group in 1997, formerly he worked for major American groups (notably Biomet as the Europe R&D Manager). He has more than 25 years' experience in the orthopaedics industry.		
<b>TERM IN OFFICE</b>		
First appointment: 10 June 2015		
Current term: four years from the date of signature by the <i>Autorité des marchés financiers</i> of the prospective for admission of the Company's shares to trading on the Paris Euronext regulated market		
<b>LIST OF MANDATES AND OTHER FUNCTIONS IN FRENCH AND FOREIGN COMPANIES DURING THE LAST FIVE BUSINESS YEARS</b>		
<b>Mandates and functions at the Group</b>		<b>Mandates and functions outside the Group</b>
<u>Current:</u>		<u>Current:</u>
<i>In France</i>		<i>In France</i>
Amplitude Surgical (Chairman and CEO)		- Olisa (Manager)
Amplitude SAS (Chairman)		
Novastep SAS (Director)		
SCI Les Tilleuls (Manager)		
<i>Abroad</i>		<i>Abroad</i>
Amplitude Benelux (Manager)		N/A
Amplitude GmbH (Chairman)		
Amplitude India Pvt Ltd (Chairman)		
Amplitude Australia (Director)		
Amplitude Suisse (Chairman)		
Amplitude Matsumoto (Director)		
Novastep Inc. (Director)		
Joint Research Ltd. (Director)		
<u>During the last five financial years:</u>		<u>During the last five financial years:</u>
<i>In France</i>		<i>In France</i>
- OrthoFin I (Permanent representative of Olisa, Chairman)		- Olisa (Manager)
- OrthoFin II (Permanent representative of Olisa, Chairman)		
- Amplitude Group (Permanent representative of Olisa, Chairman)		
- Amplitude SAS (Chairman)		

<ul style="list-style-type: none"> <li>- AEM Medical (Permanent representative of Olisa, Chairman)</li> <li>- Novastep SAS (Director)</li> <li>- OrthoManagement (Chairman)</li> <li>- SCI Les Tilleuls (Manager)</li> </ul> <p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- Amplitude GmbH (Chairman)</li> </ul>	<p><i>Abroad</i></p> <p>N/A</p>	
<p><b>APAX Partners MidMarket</b></p> <p>Represented by Mr Vincent COLOMB (31 years)</p>	<p><b>PROFESSIONAL ADDRESS:</b></p> <p>1, rue Paul Cézanne, Paris (75008)</p>	<p><b>NUMBER OF SECURITIES HELD: -</b></p>
<p><b>EXPERIENCE AND EXPERTISE</b></p>		
<p><b>Director, member of the Board of Directors, member of the Audit Committee, member of the Appointments Committee, member of the Remunerations Committee</b></p>		
<p>Vincent Colomb joined Apax Partners in 2014 in the Corporate Services and Health &amp; Financial Services team.</p> <p>Vincent Colomb began his career in 2009 as an Analyst then as an Associate at the Investment Banking Division of Morgan Stanley in London and Paris. He worked in the Media and Telecom sectors in Europe before joining the team responsible for following up major French groups where he was involved in several merger-acquisition, LBO and initial public offering-type operations. Vincent is a graduate of HEC.</p>		
<p><b>TERM IN OFFICE</b></p>		
<p>First appointment: 10 June 2015</p> <p>Current mandate: four years from the date of signature by the <i>Autorité des marchés financiers</i> of the prospectus for admission of the Company's shares for trading on the Paris Euronext regulated markets</p>		

LIST OF MANDATES AND OTHER FUNCTIONS IN FRENCH AND FOREIGN COMPANIES DURING THE LAST FIVE FINANCIAL YEARS		
<b>Appointments and functions in the Group</b> <u>Current:</u> <i>In France</i> <ul style="list-style-type: none"> <li>– Amplitude Surgical (Director, Permanent representative of Apax Partners MidMarket SAS)</li> </ul> <i>Abroad</i> <ul style="list-style-type: none"> <li>– N/A</li> </ul> <u>During the last five financial years:</u> <i>In France</i> <ul style="list-style-type: none"> <li>– OrthoFin I (Permanent representative of Apax Partners MidMarket SAS, Director)</li> <li>– OrthoFin II (Permanent representative of Apax Partners MidMarket SAS, Director)</li> </ul> <i>Abroad</i> <ul style="list-style-type: none"> <li>– N/A</li> </ul>		<b>Appointments and functions in the Group</b> <u>Current:</u> <i>In France</i> <ul style="list-style-type: none"> <li>– N/A</li> </ul> <i>Abroad</i> <ul style="list-style-type: none"> <li>– N/A</li> </ul> <u>During the last five financial years</u> <i>In France</i> <ul style="list-style-type: none"> <li>– N/A</li> </ul> <i>Abroad</i> <ul style="list-style-type: none"> <li>– N/A</li> </ul>
<b>Mr Bertrand PIVIN</b> <b>(56 years)</b>	<b>PROFESSIONAL ADDRESS:</b> 1, rue Paul Cézanne, Paris (75008)	<b>NUMBER OF SECURITIES HELD: 1</b>
EXPERIENCE AND EXPERTISE		
<b>Director, member of the Board of Directors, member of the Audit Committee, member of the Appointments Committee, member of the Remunerations Committee</b>  Bertrand Pivin joined Apax Partners in 1993. He is the investment manager in the Corporate Services and Financial & Heal Services sectors. He began his career as an R&D Engineer at Alcatel in France, then went to the United States to supervise R&D projects for North American Telecoms operators. Bertrand is the Partner responsible for our responsible investment policy. He is a graduate of the école Polytechnique, of Telecom ParisTech and holds an MBA from Harvard Business School.		
TERM IN OFFICE		
First appointment: 10 June 2015  Current mandate: four years from the date of signature by the <i>Autorité des marchés financiers</i> of the prospectus for admission of the Company's shares to trading on the Paris Euronext regulated markets		
LIST OF MANDATES AND OTHER FUNCTIONS IN FRENCH AND FOREIGN COMPANIES DURING THE LAST FIVE FINANCIAL YEARS		
<b>Mandates and functions at the Group</b> <u>Current:</u> <i>In France</i> <ul style="list-style-type: none"> <li>– Amplitude Surgical (Director, member of the Audit Committee, Member of the Appointments Committee and member of the Remuneration Committee)</li> </ul>		<b>Mandates and functions outside the Group</b> <u>Current:</u> <i>In France</i> <ul style="list-style-type: none"> <li>– Apax Partners MidMarket SAS (Director)</li> <li>– Financière MidMarket SAS (Director)</li> </ul>

<p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul>	<ul style="list-style-type: none"> <li>- INSEEC Association (Member of the Supervisory Board)</li> <li>- Insignis SAS (Chairman of the Board of Directors and Director)</li> <li>- Insignis Management SAS (Chairman)</li> <li>- Société Civile Haydée (Partner Manager)</li> <li>- SCI La Princesse (Partner Manager)</li> <li>- SCI La Caravelle (Partner Manager)</li> </ul> <p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- Hephaestus III B.V.(Non-Executive Director and Chairman of the Board)</li> <li>- Hephaestus IV Cooperatief UA (Managing Director)</li> <li>- European Education Centre Ltd. (Director)</li> <li>- Ygeia Equity AB (Director of the Board)</li> <li>- Ygeia TopHolding AB (Director of the Board)</li> <li>- Unilabs Holding AB (Director of the Board)</li> <li>- Mobsat Gérance Sàrl (Manager)</li> <li>- International University of Monaco SAM (Director)</li> <li>- Chrysaor S.à.r.l (Class A Manager)</li> <li>- Dantes (Chairman of the Board of Directors and Director)</li> <li>- Toruk AS (Chairman of the Board and Sole Board Member)</li> <li>- Makto Sarl (Manager)</li> <li>- Ikran Sarl (Class A Manager)</li> <li>- Ikran 2 SA (Class A Director)</li> </ul>
<p><u>During the last five financial years:</u></p> <p><i>In France</i></p> <ul style="list-style-type: none"> <li>- OrthoFin I SAS (Director)</li> <li>- OrthoFin II SAS (Director)</li> </ul> <p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul>	<p><u>During the last five financial years:</u></p> <p><i>In France</i></p> <ul style="list-style-type: none"> <li>- Centre d'Etudes Européen pour l'Enseignement Supérieur (Chairman)</li> <li>- Insignis SAS (Chairman)</li> </ul> <p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- Capio Holding AB (Director of the Board)</li> <li>- Capio AB (Director of the Board)</li> <li>- Captolia Gérance SàRL (representative of Captor)</li> <li>- Captor SA (President of the Board of Directors and Director)</li> <li>- Hephaestus B.V (Managing Director)</li> <li>- Hephaestus II Ltd (Director)</li> <li>- Hephaestus III B.V (Managing Director)</li> <li>- IEE Holding 1 SA (Chairman of the Board and Member of the</li> </ul>

		<ul style="list-style-type: none"> <li>Remuneration Committee)</li> <li>– Mobsat Group Holding Sarl (Representative of Apax Partners SA, Class A Manager)</li> <li>– Mobsat Holding Norway AS (Board Member)</li> <li>– Mobsat Holding US Corp (Member of the Board of Directors)</li> <li>– Vizada AS (Member of the Board of Directors)</li> </ul>
<b>Mr Daniel CAILLE</b> (65 years)	<b>PROFESSIONAL ADDRESS:</b> 61, Avenue Victor Hugo, 75116 Paris	<b>NUMBER OF SECURITIES HELD:</b>
<b>EXPERIENCE AND EXPERTISE</b>		
<p><b>Director, member of the Board of Directors, member of the Audit Committee, member of the Appointments Committee, member of the Remunerations Committee</b></p> <p>Daniel Caille was in turn the deputy CEO of Vivendi Universal, the CEO of La Poste, the chairman and founder of Générale de Santé and currently, is an independent director, a member of ad hoc committees and a consultant on behalf of French and foreign companies in the environment, health, home care services, service employment checks, home services and care home sectors. Moreover, in France, he has notably been the chairman of Vivalto since 2006, chairman of Vivalto Santé SAS since December 2009, chairman of ivalto Santé Holding and the chairman and chief executive officer of Vivalto Santé SA since November 2015, chairman of Vivalto Vie SAS since December 2014 and chairman of Vivalrec since 2013.</p>		
<b>TERM IN OFFICE</b>		
<p>First appointment: 10 June 2015</p> <p>Current mandate: four years from the date of signature by the <i>Autorité des marchés financiers</i> of the prospectus for admission of the Company's shares to trading on the Paris Euronext regulated markets</p>		
<b>LIST OF MANDATES AND OTHER FUNCTIONS IN FRENCH AND FOREIGN COMPANIES DURING THE LAST FIVE BUSINESS YEARS</b>		
<p><b>Mandates and functions at the Group</b></p> <p><u>Current:</u></p> <p><i>In France</i></p> <ul style="list-style-type: none"> <li>– Amplitude Surgical (Director, member of the Audit Committee, Member of the Appointments Committee and member of the Remuneration Committee)</li> </ul>	<p><b>Mandates and functions outside the Group</b></p> <p><u>Current:</u></p> <p><i>In France</i></p> <ul style="list-style-type: none"> <li>– 5 Santé (member of the Supervisory Board)</li> <li>– Centre Hospitalier Privé St Grégoire (Chairman of the Board of Directors and Director)</li> <li>– Chp Sainte Marie (Director)</li> <li>– Clinique de l'Europe (Chairman)</li> <li>– Clinique Past Lanroze (Director)</li> <li>– Clinique Sourdille (Chairman)</li> <li>– Domco 2 (Deputy Chairman of the Supervisory Board and member of the Supervisory Board)</li> <li>– Domiserve Holding (Chairman and Member of the Strategic Committee)</li> <li>– Essart Grand Couronne (Chairman)</li> <li>– Europe Santé Gestion (Director)</li> <li>– FIDES (Chairman)</li> <li>– Flex Industrie (Chairman)</li> <li>– Foncière Vivalto Santé (Chairman and CEO and Director)</li> </ul>	

- GIE Robotique Medical Vivalto Santé (Director)
- GIE Vivalto Santé Services Partagés (Chairman of the Board of Directors and Director)
- Institut Vivalto Santé pour la Recherche Clinique, l’Innovation et la Formation Médicale (Chairman of the Board of Directors and Director)
- Keraudren Grand Large (Director)
- La Clé Immobilière (Manager)
- Laurad Management (Manager)
- New Sourdille (Chairman, Chairman of the Board of Directors and Director)
- PastParticipations (Director)
- PMG Holding (Member of the Strategic Committee)
- Sarl Château de Beaumel (Manager)
- SCI Château Beaumel (Manager)
- SCI Clotibeo (Manager Partner)
- SCI du Domaine de Saint Pry (Manager)
- SCI Du Fief (Manager)
- SCI Du Petit Essart (Manager)
- SCI du Val d’Or (Manager Partner)
- SCI Juliette Drouet (Manager Partner)
- SCI Laugier (Manager)
- SCI Les Feuillantines (Manager)
- SCI Mabrisa (Manager Partner)
- SCI Provenza (Manager)
- SCI Résidence Bellevue (Manager)
- SCI Villa Lerins (Manager Partner)
- Services Immobiliers Participations (Chairman)
- SIS Holding (Chairman)
- UFFI Participations SAS (Chairman)
- Urbania Adyal Development (Chairman);
- Vivalrec (Chairman and Chairman of the Monitoring Committee)
- Vivalto (Chairman)
- Vivalto Dom (Chairman)
- Vivalto Partenaires (Chairman)
- Vivalto Santé Holding (Chairman and Member of the Strategic Committee)
- Vivalto Santé International (Chairman)

*Abroad*

- N/A

During the last five financial years:

*In France*

- N/A

- Vicalto Santé Investissement (Chairman)
- Vivalto Santé SA (Chairman and CEO and Director)
- Vivalto VIE (Chairman and member of the Supervisory Board)
- Zur Ile de France Sud Est (Chairman)
- Zur Sud Est (Chairman)

*Abroad*

- DS Care SA (Chairman of the Board of Directors, Director and Deputy Chairman)
- Laurad Groupe Holding SARL (Manager)
- Sinequanon Health Care SA (Chairman of the Board of Directors and Director)
- Sinequanon Invest SARL (Manager)
- Sinequanon Partners SA (Chairman of the Board of Directors and Director)
- Vivalto Ambiente SGPS SA (Director)
- Vivalto BEL (Chairman of the Board of Directors, Director and Deputy Chairman)
- Vivalto Home (Chairman of the Board of Directors and Director)
- Vivalto Home Partners (Director)
- Vivalto International SARL (Manager)

During the last five financial years:

*In France*

- Amor Vision (Chairman)
- Centre Hospitalier Privé de l'Europe (Director)
- Clinique Générale (Chairman)
- Clinique Pasteur Lanroze (Director)
- Cliniques Privées Associées (Chairman and CEO and Director)
- Domiserve (Director)
- Domiserve+ (Director)
- Europe Santé Gestion (Chairman and CEO)
- Financial Asset Management Entreprise "FAME" (Chairman)
- GIE Vivalto Saint Management (Chairman of the Board of Directors)
- GIE Vivalto Santé Management (Chairman of the Board of Directors and Director)
- Immobilière Laffitte (Chairman)
- Khéops (Manager)
- La Breteche (Chairman and CEO, Manager and Director)
- La Clé de Sol (Manager)

- La Picaudrie (Manager)
- La Réverie (Manager)
- La Roseraie (Manager)
- Laurad Management – Zur Centre Ouest (Chairman)
- Laurad Management – Zur Grand Lyon (Chairman)
- Laurad Management – Zur Ile de France Nord Ouest (Chairman)
- Laurad Management – Zur Lyon Rhone (Chairman)
- Laurad Management – Zur Montagne (Chairman)
- Laurad Management – Zur Nord (Chairman)
- Laurad Management – Zur Sud Ouest (Chairman)
- Les Feuillants (Manager)
- Les Hyades (Manager)
- Les Jardins de Montplaisir (Manager)
- Maison de retraite des Tamisiers (Manager)
- Polyclinique de Kerio (Manager)
- Polyclinique de la Baie (Director)
- Polyclinique du Pays de Rance (Director)
- Polyclinique Lyon-Nord (Director)
- Résidence Bellevue (Manager)
- Résidence Le Bocage SARL (Manager)
- Rillieux Santé (Chairman and Director)
- SCI Cigogne (Manager Partner)
- SCI Clorbeau (Manager Partner)
- SCI de la Baie du Mont St Michel (Manager Partner)
- SCI Polyclinique de la Baie (Director)
- SCI Polyclinique de la Baie (Manager Partner)
- St Vincent Participations (Manager)
- Uffi SAS (Chairman)
- Vivalto Santé Groupe (Chairman and Member of the Supervisory Board)
- Vivalto Santé Ile de France (Chairman)
- Vivalto Santé SAS (Chairman and Chairman of the Board of Directors)
- Vivalto Sport (Chairman)
- Immobilière Laffitte (Chairman)
- Zur Centre Est (Chairman)

<p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul>	<p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- DC Lux SARL (Manager)</li> <li>- DS Care Italia (Director)</li> <li>- Laurad Management Participation SARL (Manager)</li> <li>- Olympe Management SA (Chairman of the Board of Directors and Director)</li> <li>- Participations Services Investissements Immobiliers (PS21) (Chairman)</li> <li>- Sinequanon Capital Partner Belgium (Director and Deputy Chairman)</li> <li>- Sinequanon General Partner Luxembourg SA (Director)</li> <li>- Sinequanon Real Estate Services General Partner SA (Chairman of the Board of Directors and Director)</li> <li>- Sinequanon Real Estate Services SCA (Commissaire)</li> <li>- UFFI Real Estate Asset Management (Director)</li> <li>- Vivalto Home (Chairman of the Board of Directors and Director)</li> </ul>
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In a letter sent to the Company on 10 October 2016, Apax Partners MidMarket decided to replace its permanent representative on the Company's Board of Directors. Hence Ms Annick Bitoun replaced Mr Vincent Colomb as permanent representative.

This appointment allows the Company to include 25% women directors on the Board of Directors.

Information on Ms Annick Bitoun is summarised in the following table:

<b>APAX Partners MidMarket</b> Represented by Ms Annick BITOUN (46 years)	<b>PROFESSIONAL ADDRESS:</b> 1, rue Paul Cézanne, Paris (75008)	<b>NUMBER OF SECURITIES HELD: -</b>
<b>EXPERIENCE AND EXPERTISE</b>		
<p><b>Director, member of the Board of Directors, member of the Audit Committee, member of the Appointments Committee and member of the Remunerations Committee</b></p> <p>Annick Bitoun joined Apax Partners in September 2014 as Debt Manager. She began her career at Crédit Lyonnais then, after the merger, Crédit Agricole CIBas Director in the Leverage Finance France department. More recently, Annick practiced at the Directors Judiciaires Valliot-Le Guernevé-Abitbol where she managed the restructuring of enterprises in difficulties, listed or otherwise, through amicable ad hoc mandate and/or conciliation proceedings.</p> <p>Annick is a graduate of Dauphine.</p>		
<b>LIST OF MANDATES AND OTHER FUNCTIONS IN FRENCH OR FOREIGN COMPANIES DURING THE LAST FIVE BUSINESS YEARS</b>		
<p><b>Mandates and functions in the Group</b></p> <p><u>Current:</u></p> <p><i>In France</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul> <p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul> <p><u>During the last five business years:</u></p> <p><i>In France</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul> <p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul>	<p><b>Mandates and functions outside the Group</b></p> <p><u>Current:</u></p> <p><i>In France</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul> <p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul> <p><u>During the last five business years:</u></p> <p><i>In France</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul> <p><i>Abroad</i></p> <ul style="list-style-type: none"> <li>- N/A</li> </ul>	

For the purposes of their corporate mandates, members of the Board of Directors shall have their address for service at the Company's registered office.

#### ***Nationality of members of the Board of Directors***

No director is currently of foreign nationality.

#### ***Gender balance***

During its Initial Public Offering in the financial year ended 30 June 2015, the Company undertook to submit to the shareholders, at the latest at the shareholder's meeting approving the financial statements for the financial year ended 30 June 2016, the appointment of three women as independent directors.

The Company is not yet in a position to identify three profiles meeting its requirements. The Company intends to appoint at least three new independent women directors as soon as possible.

### ***Departure, appointment and reappointment of members of the Board of Directors***

From the time of conversion of the company into a public limited company on 10 June 2015, there have been no departures, appointments or reappointments to the Board of Directors.

Apax Partners MidMarket decided to replace its permanent representative on the Company's Board of Directors. Hence Ms Annick Bitoun replaced Mr Vincent Colomb as permanent representative.

### ***Combination of mandates***

Regarding the combination of mandates, the Company intends to comply with the recommendations in the AFEP-MEDEF Code.

### ***Independent members***

Pursuant to the corporate governance principles and good practices set out in its internal regulations, the Board of Directors and each of its committees include independent members elected or co-opted as such.

During its Initial Public Offering in the financial year ended 30 June 2015, the Company undertook to submit to the shareholders, at the latest at the shareholder's meeting approving the financial statements for the financial year ended 30 June 2016, the appointment of three women as independent directors. On the date of the Registration Document for the financial year ended 30 June 2016, a member of the Board of Directors of the Company is an independent director.

The Company is not yet in a position to identify three profiles meeting its requirements. The Company intends to appoint at least three new independent women directors as soon as possible.

#### ***1.2. Declarations concerning members of the Board of Directors***

To the knowledge of the Company, there are no family ties between members of the Board of Directors of the Company identified above.

During the last five years, no member of the Company's Board of Directors identified above:

- has been sentenced for fraud or convicted or the subject of an official public penalty pronounced against him by the statutory or regulatory authorities;
- has been implicated in bankruptcy, receivership or liquidation proceedings as a director or corporate representative; nor
- have they been prevented by a court from acting in the capacity as member of an administration, management or supervisory body, or participating in the management or conduct of an issuer's business.

#### ***1.3. Senior management***

Oliver Jallabert is the Chief Executive Officer of the Company.

The wish to combine the positions of Chairman of the Board of Directors and of Chief Executive Officer by appointing Olivier Jallabert as Chairman & Chief Executive Officer given his substantial contribution and the results achieved under his leadership at the head to the Group reflects both the desire to streamline the decision-making process and foster cohesive management and administrative powers, thus facilitating deployment of Group strategy.

#### ***1.4. The Board of Directors***

The functioning of the Company's Board of Directors is determined by the statutory and regulatory provisions, the Company's articles of association and the internal regulations of the Board of Directors.

The articles of association and the internal regulations of the Board of Directors described in the Registration Document for the financial year ended 30 June 2016 are those in force for the Company.

The internal regulations described in the Registration Document for the financial year ended 30 June 2016 are those of the Company for the financial year ended 30 June 2016.

#### 1.4.1. Powers of the Board of Directors

The Board of Directors determines the priorities for Company business and monitors their implementation. Subject to powers expressly reserved to the shareholders' meetings and in the limit of the corporate purpose, all issues regarding the satisfactory performance of the Company and its business affairs are resolved by decisions of the Board of Directors. In addition it conducts all the checks and inspections it deems appropriate.

In the framework of its mission but non-exhaustively, the following matters fall within the purview of the Board of Directors:

- i. Adoption of annual budget and strategic plan;
- ii. Appointment, dismissal of key executives and establishing the remuneration policy;
- iii. Adoption of significant changes in accounting policies;
- iv. Distribution (notably of dividends or reserves) to shareholders;
- v. Issue of shares and securities giving entitlement to Company capital or that of a company of which it owns directly or indirectly more than one half of the shareholders' equity;
- vi. Award of share subscription or purchase options, gratuitous award of shares or other plans for the benefit of employees of the Company or of its subsidiaries;
- vii. Share buyback programmes;
- viii. Acquisition and assignment of business divisions, of equity interests, assets and all investment expenditure, up to a value threshold fixed by the Board of Directors;
- ix. Creation of a business division or subsidiary, investment in or acquisition of an equity interest in a country in which the Company does not conduct any business;
- x. Borrowing or assumption of liabilities up to a value threshold fixed by the Board of Directors;
- xi. Merger, spin-off or partial transfer of assets;
- xii. Any transactions causing a significant change in the scope of the business of the Company and of its subsidiaries; and
- xiii. Any settlement or compromise, up to a value threshold fixed by the Board of Directors, in relation to any dispute.

#### 1.4.2. Operating procedures of the Board of Directors

Board Meetings are called by the Chairman or any of its members by any means, including orally. The party calling the meeting shall indicate the agenda.

The Board shall meet as frequently as required in the interests of the Company. Members of the Board of Directors may participate in Board of Directors meetings by videoconference or using any other means of telecommunications guaranteeing their identification and actual participation under the conditions provided by the applicable laws and regulations.

A proposed schedule of Board of Directors meetings is prepared several months in advance to facilitate Directors' attendance at the meetings.

Attendance at Board of Directors meetings is recorded in an attendance register and its business in minutes according to the legal and regulatory conditions.

#### 1.4.3. Works of the Board of Directors during the fiscal year ended 30 June 2016

During the fiscal year ended 30 June 2016 the Board of Directors met five times.

The Board of Directors reached a decision on:

- Approval of a financial leasing agreement for acquisition of a plot of land and construction of a new logistics building
- Examination of the company and consolidated financial statements for the financial year ended 30 June 2015
- Examination and approval of draft management documents
- Examination and approval of the proposal for allocating the result for the financial year ended 30 June 2015
- Examination and approval of the management report for the financial year ended 30 June 2015
- Examination and approval of the Chairman's report
- Examination and approval of the list of regulated agreements
- Examination of work of the Board of Directors' Committees
- Amount of directors' fees
- Preparation and convening the mixed shareholder's meeting of 9 December 2015
- Updating of the internal rules of the Board of Directors
- Financial communication; and
- Self-assessment works by the Board of Directors.

The Board of Directors moreover was informed of changes in the main structural projects conducted by subsidiaries of the Amplitude Group.

The directors' fees for Board of Director's meetings and of specialised committees were as follows:

Directors	Board of Directors		Audit Committee		Remuneration Committee		Appointments Committee	
	Number of meetings	Percentage attendance	Number of meetings	Percentage attendance	Number of meetings	Percentage attendance	Number of meetings	Percentage attendance
Olivier Jallabert	5	100 %	2	100 %	0	-	0	-
Apax	5	100 %	2	100 %	0	-	0	-
Bertrand Pivin	5	100 %	2	100 %	0	-	0	-
Daniel Caille	5	100 %	2	100 %	0	-	0	-
<b>Average Rate</b>			<b>100 %</b>				<b>100 %</b>	

#### 1.4.4. Information on service agreements binding members of the Board of Directors to the Company or one of its subsidiaries

There are no service agreements binding members of the Board of Directors to the Company or one of its subsidiaries.

#### 1.5. Board of Directors committees

Up to date, the Company is constituted in the form a public limited company, with a Board of Directors; it has also established Audit Committee, a Remuneration Committee and an Appointments Committee.

The internal regulations of these Committees, of which the main provisions are given below, have been adopted following the fixing of the Initial Public Offering Price on the Regulated market of Euronext.

##### 1.5.1. Audit Committee

#### Composition (Article 2 of the internal regulations of the Audit Committee)

The Audit Committee comprises three members of which one is appointed from among the independent members of the Board of Directors. The composition of the Audit Committee may be amended by the Board of Directors at the request of its Chairman, and in any event, it will be modified in the event of any change in the general composition of the Board of Directors.

Notably, pursuant to the applicable legal provisions, members of the Committee must possess specific skills in finance and/or accounting.

All members of the Committee when appointed will be provided with details on specific aspects of the Company's special accounting, financial and operational methods.

The term in office of members of the Audit Committee coincides with that of their term in office as member of the Board of Directors. This term may be renewed at the same time as the latter.

The Chairman of the Audit Committee is appointed, after a specific examination by the Board of Directors, on a proposal of the Appointments Committee from among the independent members. The Audit Committee shall not include any executive directors.

The Audit Committee comprises at least three members of which one is appointed from among the independent members of the Board of Directors pursuant to applicable regulations. The Audit Committee will seek to include a number of independent directors according to the recommendations in the AFEP-MEDEF Code. The composition of the Audit Committee may be amended by the Board of Directors acting at the request of its Chairman, and in any event its amendment is mandatory in the event of a change in the general composition of the Board of Directors (Article 2 of the internal regulations of the Audit Committee).

The secretariat services for the Committee's work will be provided by any person appointed by the Chairman of the Committee or with the latter's agreement.

#### Responsibilities (Article 1 of the internal regulations of the Audit Committee)

The mission of the Audit Committee is to follow up questions on preparation and auditing of accounting and financial information and to ensure effectiveness of the system for monitoring risks and operational internal controls, in order to facilitate the fulfilment by the Board of Directors of its associated missions of control and verification.

In this framework, the Audit Committee shall notably carry out the following main missions:

- monitoring the processes for preparing financial information;
- monitoring the effectiveness of internal control and audit systems and for risk management having regard to the financial and accounting information;
- monitoring independent auditing of the corporate and consolidated financial statements by the Company's Statutory Auditors; and
- monitoring the independence of the Statutory Auditors.

#### Operating (Article 3 of the internal regulations of the Audit Committee)

The Audit Committee may validly resolve, either during a meeting or by telephone or videoconference, under the same conditions as the Board, when convened by the Chairman or the secretary of the Committee provided at least one half of members participate in the work of the Committee.

Notices of meetings shall include an agenda and may be sent orally or by any other means.

The Audit Committee shall adopt decisions by majority vote of members attending the meeting, each member holding one vote. In the event of a tied vote, the Chairman shall have a casting vote.

The Audit Committee shall meet whenever necessary and in any event, at least twice a year when preparing the annual and half yearly financial statements and, if possibly, quarterly.

Meetings will be held before Board of Directors meeting and, insofar as possible, at least two days prior to said meeting when the agenda for the Audit Committee includes examining the half yearly and annual financial statements prior to their examination by the Board of Directors.

During the financial year ended 30 June 2016 the Audit Committee met on 2 occasions.

#### 1.5.2. Remuneration Committee

##### Composition (Article 2 of the internal regulations of the Remuneration Committee)

The Remuneration Committee comprises three members of which one is appointed from among the independent members of the Board of Directors. He/she is appointed by the latter from among its members having regard notably to his/her independence and competence in the selection or remuneration of executive directors of listed companies. The Remuneration Committee shall not include any executive directors.

The composition of the Committee may be amended by the Board of Directors at the request of its Chairman, and in any event, it will be modified in the event of any change in the general composition of the Board of Directors.

The term in office of members of the Remuneration Committee coincides with that of their term in office as member of the Board of Directors. This term may be renewed at the same time as the latter.

The Chairman of the Remuneration Committee is appointed from among the independent members of the Board of Directors.

The Remuneration Committee comprises at least three members, of which one is an independent member of the Board of Directors. They are appointed by the latter from among its members considering notably their independence and competence in the matter of selection or remuneration of executive directors of listed companies. The Remuneration Committee will seek to include a number of independent directors according to the formulations in the AFEP-MEDEF code. The Remuneration Committee shall not include any executive directors (Article 2 of the internal regulations of the Remuneration Committee).

The secretariat services for the Committee's work will be provided by any person appointed by the Chairman of the Committee or with the latter's agreement.

##### Responsibilities (Article 1 of the internal regulations of the Remuneration Committee)

The Remuneration Committee is a specialist Committee of the Board of Directors with, as its main mission, assisting the latter in determining and regularly assessing all remuneration and benefits for executive directors or senior managers of the Group, including all deferred benefits and/or all severance indemnities for voluntary or forced departure from the Group.

In this framework, the Remuneration Committee shall notably carry out the following main missions:

- examination and proposal to the Board of Directors on all aspects and conditions for remuneration of the Group's key executives;
- examination and proposals to the Board of Directors on the method of distributing directors' fees; and
- extraordinary missions concerning all extraordinary remuneration for special missions entrusted, if applicable, by the Board of Directors to some of its members.

##### Operating (Article 3 of the internal regulations of the Remuneration Committee)

The Remuneration Committee may validly resolve, either during a meeting or by telephone or videoconference, under the same conditions as the Board, when convened by the Chairman or the secretary of the Committee provided at least one half of members participate in the work of the Committee. Notices of meetings shall include an agenda and may be sent orally or by any other means.

The Remuneration Committee adopts decisions by a majority of members attending the meeting, each member being entitled to one vote. The Committee shall make recommendations to the Board of Directors indicated the number of favourable votes obtained for said recommendations.

The Audit Committee shall meet whenever necessary and in any event, at least once a year, prior to the Board of Directors meeting pronouncing on the situation of members of the Board of Directors having regard to the independence criteria adopted by the Company and, in any event, prior to any meeting of the Board of Directors pronouncing on the fixing of remuneration of the members or Senior Management or the distribution of directors' fees.

During the financial year ended 30 June 2016, the Remunerations Committee did not meet.

### 1.5.3. Appointments Committee

#### Composition (Article 2 of the internal regulations of the Appointments Committee)

The Appointments Committee comprises three members of which one appointed from among the independent members of the Board of Directors. He/she appointed by the latter from among its members having regard notably to his/her independence and competence in the selection or remuneration of executive directors of listed companies. The Appointments Committee shall not include any executive directors.

The composition of the Committee may be amended by the Board of Directors at the request of its Chairman, and in any event, it will be modified in the event of any change in the general composition of the Board of Directors.

The term in office of members of the Appointments Committee coincides with that of their term in office as member of the Board of Directors. This term may be renewed at the same time as the latter.

The Chairman of the Appointments Committee is appointed from among the independent members of the Board of Directors.

The composition of the Appointments Committee that will take up its responsibilities following admission of the Company's shares to trading on the Regulated market of Euronext Paris will be presented in an operating note to be prepared for the purposes of the Company's initial public offering.

The Appointments Committee comprises at least three members, of which one is an independent member of the Board of Directors. They are appointed by the latter from among its members considering notably their independence and competence in the matter of selection or remuneration of executive directors of listed companies. The Appointments Committee will seek to include a number of independent directors according to the formulations in the AFEP-MEDEF code. The Appointments Committee shall not include any executive directors (Article 2 of the internal regulations of the Appointments Committee).

The secretariat services for the Committee's work will be provided by any person appointed by the Chairman of the Committee or with the latter's agreement.

#### Responsibilities (Article 1 of the internal regulations of the Appointments Committee)

The Appointments Committee is a specialist Committee of the Board of Directors with, as its main mission, assisting the latter in determining the composition of management bodies of the Company and the Group.

In this framework, the Committee shall notably carry out the following main missions:

- proposals on appointing members of the Board of Directors, Senior Management and the Advisory Committees; and
- annual evaluations of independence of members of the Board of Directors.

#### Operating (Article 3 of the internal regulations of the Appointments Committee)

The Appointments Committee may validly resolve, either during a meeting or by telephone or videoconference, under the same conditions as the Board, when convened by the Chairman or the secretary of the Committee provided at least one half of members participate in the work of the Committee. Notices of meetings shall include an agenda and may be sent orally or by any other means.

The Appointments Committee adopts decisions by a majority of members attending the meeting, each member being entitled to one vote.

The Appointments Committee shall meet whenever necessary and in any event, at least once a year, prior to the Board of Directors meeting pronouncing on the situation of members of the Board of Directors having regard to the independence criteria adopted by the Company.

During the financial year ended 30 June 2016, the Remunerations Committee did not meet.

#### ***1.6. Declarations on the Corporate Governance***

The Company will refer to the recommendations in the Code of Governance for Listed Companies of the *Association Française des Entreprises Privées* (AFEP being the French acronym - French Association for Private Enterprises) and of the *Mouvement des Entreprises de France* (MEDEF being the French acronym - French Enterprise Movement), (the “**AFEP-MEDEF Code**”) in particular for preparing the report of the Board of Directors provided by Article L. 225-37 of the French Commercial Code on the composition of the Board on application of the principle of gender balance on the Board, the conditions for preparing and organising the work of the Board and the internal control and risk management procedures established by the Company.

The Company intends notably to guarantee the presence of independent members on the Board of Directors and to confer on the specialised Committees responsible for making recommendations on the strategy for auditing the financial statements and the remuneration of executives and the prior approval of the Board of Directors of the implementation of a number of decisions which may have significant consequences on the Group business or that of a Group Company, their assets or results.

The AFEP-MEDEF Code to which the Company refers may be consulted on Internet at the following address: <http://www.medef.com>. The Company shall permanently keep copies of the Code available to members of its corporate bodies.

For aspects of its corporate governance known on the date of the Registration Document for the financial year ended 30 June 2016, the Company complies with most of the recommendations in the AFEP-MEDEF Code, in so far as the principles established are compatible with the Company’s organisation, size and resources,

The table below features the AFEP-MEDEF recommendations with which the Group does not comply.

AFEP-MEDEF Code	Position of the Company
<b>Composition of the Board of Directors</b>	
<p>Concerning gender balance the objective for each Board is to recruit and retain a percentage of women members of at least 20% within three years and of at least 40% within six years, from admission of the Company's shares to trading on the regulated market.</p>	<p>On the Initial Public Offering in the financial year ended 30 June 2015, the Company undertook to submit for approval of the shareholders, at the latest at the shareholder's meeting approving the financial statements for the financial year ended 30 June 2016, the appointment of 3 women as independent directors.</p> <p>As of today, the Company is not yet in a position to identify candidates meeting the Company's criteria.</p> <p>Nevertheless, Apax Partners MidMarket has decided to change its permanent representative on the Board of Directors of the Company. Mr Vincent Colomb has been replaced as a director by Ms Annick Bitoun. This appointment increases the proportion of women Board of Directors members to 25%.</p> <p>Moreover, the Company intends to appoint three new independent women directors as soon as possible.</p>
<b>Independent directors</b>	
<p>The proportion of independent directors must be at least half of the members of Board of Companies with a widely-spread share capital without any controlling shareholder. In controlled companies (pursuant to Article L.233-3 of the French Commercial Code), the proportion of independent directors must be at least a third.</p>	<p>On the Initial Public Offering in the financial year ended 30 June 2015, the Company undertook to submit for approval of the shareholders, at the latest at the shareholder's meeting approving the financial statements for the financial year ended 30 June 2016, the appointment of 3 women as independent directors.</p> <p>As of today, the Company is not in a position to identify 3 new independent directors. Nevertheless, the Company intends to comply with the recommendations of the AFEP-Medef Code and appoint 3 women independent directors as soon as possible.</p> <p>As of today, 1 member of the Board of Directors of the Company is an independent director.</p>

<b>Board Committee</b>	
<p><b><u>Audit Committee</u></b></p> <p>The proportion of independent directors on the audit committee (excluding directors representing employee shareholders and directors representing employees who are not counted for the present purposes) must be at least two thirds and the Committee must not include any executive directors.</p>	<p>On the Initial Public Offering in the financial year ended 30 June 2015, the Company undertook to submit for approval of the shareholders, at the latest at the shareholder's meeting approving the financial statements for the financial year ended 30 June 2016, the appointment of 3 women as independent directors.</p> <p>As of today, the Company is not in a position to identify 3 new independent directors. Nevertheless, the Company intends to appoint 3 women independent directors as soon as possible.</p> <p>As of today, 1 member of the Board of Directors of the Company is an independent director.</p>
<p><b><u>Appointments Committee</u></b></p> <p>The appointments committee must be composed by a majority of independent directors. It must be chaired by an independent director.</p>	<p>On the Initial Public Offering in the financial year ended 30 June 2015, the Company undertook to submit for approval of the shareholders, at the latest at the shareholder's meeting approving the financial statements for the financial year ended 30 June 2016, the appointment of 3 women as independent directors. The Company thus intended to expand the composition of the Appointments Committee so that at least half would be made up of independent members.</p> <p>As of today, the Company is not in a position to identify 3 new independent directors. Nevertheless, the Company intends to appoint 3 women independent directors as soon as possible.</p> <p>As of today, 1 member of the Board of Directors of the Company is an independent director.</p>
<p><b><u>Remuneration Committee</u></b></p> <p>The Remuneration Committee must be composed by a majority of independent directors. It must be chaired by an independent director.</p>	<p>On the Initial Public Offering in the financial year ended 30 June 2015, the Company undertook to submit for approval of the shareholders, at the latest at the shareholder's meeting approving the financial statements for the financial year ended 30 June 2016, the appointment of 3 women as independent directors. The Company thus intended to expand the composition of the Remuneration Committee so that at least half would be made up of independent members.</p> <p>As of today, the Company is not in a position to identify 3 new independent directors. Nevertheless, the Company intends to appoint 3 women independent directors as soon as possible.</p> <p>As of today, 1 member of the Board of Directors of the Company is an independent director.</p>

<b>Holding of a share in the Company by members of the Board of Directors</b>	
<p>The articles of association or the internal regulations establish a minimum number of shares in the company concerned which each director must hold personally, shown in the annual report and/or the brochure or the notice of the meeting sent to shareholders.</p>	<p>As of today the Board of Directors is not yet fully appointed, the internal regulations of the Company's Board of Directors do not require that directors should hold other than a minimum of one share in the Company, which must be registered to them until the end of their mandate.</p> <p>The internal rules of the Company will, if applicable, be reviewed to provide for an obligation to hold a significant number of shares when the Board of Directors is fully constituted.</p>
<b>Remuneration of executive corporate officers and award of share options and performance shares</b>	
<p><b><u>Performance shares</u></b></p> <p>The award of share options and performance shares does not benefit all employees; hence an alternative plan to ensure other staff benefit from the Company's performance is required (incentive scheme, special profit sharing agreement, award of free shares, etc.).</p> <p>Ensure that the share options and performance shares are evaluated according to IFRS standards and do not represent a disproportionate percentage of all remunerations, options and shares awarded to each corporate executive.</p> <p>To avoid an excessive focussing on awards to management and executive directors</p>	<p>Staff incentive schemes were put in place at Amplitude Surgical and its subsidiaries from 1 July 2016.</p> <p>The Company's Board of Directors undertook at in the Company's Initial Public Offering to establish a plan for the award of free shares for the benefit of the Chairman and Chief Executive Officer and incentive schemes and profit sharing agreements have been put in place by the Group for the benefit of employees.</p>

**2. Remuneration and benefits of any form awarded to corporate executive directors and members of the administration, management and supervisory bodies during the fiscal years ended 30 June 2015 and 30 June 2016**

The Company's remuneration policy is to award fixed annual remuneration, of which the amount is determined both according to criteria specific to the person concerned (experience, length of service, responsibilities) and criteria linked to the sector of activity. In addition, employees may receive variable remuneration of which the purpose is to correlate their remuneration and the results for Group business. The variable remuneration is calculated depending on the achievement or otherwise of individual or Group-related targets. The individual targets are quantitative targets determined according to the person concerned, the functions exercised in the Group and the missions entrusted to the employee. The Group-related targets are quantitative targets based on Group results and aggregates used in the framework of analysing its financial situation.

Remuneration of the Chief Executive Officer is set by the Board of Directors after hearing the opinion of the Appointments and Remuneration Committee. The remuneration includes a fixed element and a variable element. It is reviewed periodically with other remuneration and the performance of the Group's executives.

The Chief Executive Officer may also be awarded bonuses of which the granting and amount depend on constraints linked to exercise of his functions and the performance of exceptional missions or works.

The Chief Executive Officer may also be awarded benefits in kind resulting from functions exercised in the Group.

Olivier Jallabert was appointed as Chief Executive Officer on 10 June 2015 in the context of the Company's Initial Public Offering.

Finally, in order to foster the involvement of and serve as an incentive to executives and staff regarding expansion of the Group and improved results, the Company may award free shares.

OLISA, a limited liability company 100% owned by Olivier Jallabert and his family of which Olivier Jallabert is the manager, was the Chairman of the Company until 10 June 2015 during the period it was a simplified joint stock company. From 10 June and conversion of the company to a public limited company with a Board of Directors, Olivier Jallabert was appointed as Chief Executive Officer. In consequence, the following paragraphs detail the remuneration paid to Olivier Jallabert and OLISA for the financial years ended 30 June 2015 and 30 June 2016. The remuneration paid to Olivier Jallabert and to OLISA for the financial year ended 30 June 2015 was calculated *pro-rata temporis* according to the time spend in the capacity of Chairman and Chief Executive Officer.

### 2.1. Remuneration and benefits of any form awarded to corporate executive directors

The components of Olivier Jallabert's remuneration as the Chief Executive Officer of the Company were fixed by the Board of Directors on 10 June 2015:

- i. fixed gross annual remuneration of €275,000; and
- ii. variable gross remuneration of €100,000 subject to performance conditions (quantitative criteria based on the Group's revenue and EBITDA as well as qualitative criteria).

Quantitative objectives: the quantitative objectives govern payment of 80% of the variable remuneration and are calculated as follows:

Criterion	Target at least equal to 110%	Target equal to 90%	Target between 110% and 90%
Amount of bonus based on sales	€52,000	€28,000	Amount determined by linear interpolation between the two limits of the target (110% / 90%)
Amount of bonus based on EBITDA	€52,000	€28,000	Amount determined by linear interpolation between the two limits of the target (110% / 90%)

Qualitative objectives: development and marketing of new products, the registration of new products in key territories, expansion of the Group's geographical locations and development of the extremities business.

If 100% of the qualitative objectives are achieved, the entire 20% of the amount of variable remuneration will be due.

- a benefit in kind by the making available of a company car; and
- a defined contributions supplementary pension scheme for the benefit of the Company's Chief Executive Officer of a maximum amount equal to eight times the social security cap (that is approximately €22,625 per annum).

No remuneration in any form has been granted by any Group Companies to any other corporate executives, directors or other members of the Company's administration bodies for the financial years ended 30 June 2016, 30 June 2015 and 30 June 2014. However, it should be noted that all members of the holding OrthoManagement are beneficiaries of the defined contributions supplementary pension scheme.

**Table 1 – Summary table of remuneration, options and shares awarded to each executive director**

(In euros)	Financial year ended 30 June 2015	Financial year ended 30 June 2016
Olivier Jallabert		

Remuneration due for the financial year ( <i>detailed in table 2</i> )	0	€275,000
Value of long-term variable remuneration awarded during the financial year	0	€20,163
Valuation of options awarded during the financial year ( <i>detailed in table 4</i> )	0	0
Valuation of options awarded gratuitously ( <i>detailed in table 6</i> )	0	0
<b>TOTAL</b>	<b>0</b>	<b>€295,163</b>

**Table 1 – Summary table of remuneration, options and shares awarded to each executive director**

(In euros)	Financial year ended 30 June 2015	Financial year ended 30 June 2016
OLISA		
Remuneration due for the financial year ( <i>detailed in table 2</i> )	€314,000	-
Value of long-term variable remuneration awarded during the financial year	0	-
Valuation of options awarded during the financial year ( <i>detailed in table 4</i> )	0	-
Valuation of options awarded gratuitously ( <i>detailed in table 6</i> )	0	-
<b>TOTAL</b>	<b>€314,000</b>	<b>-</b>

**Table 2 – Summary table of remuneration of each executive director**

Olivier Jallabert	Financial year ended 30 June 2015		Financial year ended 30 June 2016	
	Amounts due	Amounts paid	Amounts due	Amounts paid
Fixed remuneration	€4,583	0	€275,000	€275,000
Variable annual remuneration	0	0	€103,889	€20,163
Variable long-term remuneration	0	0	0	0
Extraordinary remuneration	540,000 <sup>1</sup>	0	0	0
Directors' fees	0	0	0	0
Benefits in kind	€247	€247	€12,959	€12,959
<b>TOTAL</b>	<b>€544,830</b>	<b>€247</b>	<b>€391,848</b>	<b>€308,122</b>

<sup>1</sup> In the context of admission to trading of the Company's shares on the Euronext regulated market in Paris, a decision was made to grant Olivier Jallabert an exceptional bonus, in his capacity as the Company's Chairman and CEO, on account of the listing of the Company. A sum of €540,000 has thus been deducted from the gross amount of the capital increase.

**Table 2a – Summary table of remuneration of executive director**

OLISA	Financial year ended 30 June 2015		Financial year ended 30 June 2016	
	Amounts due	Amounts paid	Amounts due	Amounts paid
Fixed remuneration	€314,000	€314,000	-	-
Variable annual remuneration	0	0	-	-
Variable long-term remuneration	0	0	-	-
Extraordinary remuneration	0	0	-	-
Directors' fees	0	0	-	-
Benefits in kind	0	0	-	-
<b>TOTAL</b>	<b>€314,000</b>	<b>€314,000</b>	<b>0</b>	<b>0</b>

## *2.2. Remuneration and benefits of any form awarded to non-executive directors*

For the fiscal years ended 30 June 2015 and 30 June 2016:

- no directors' fees or other remuneration was received by non-executive directors of the Company;
- no option for share subscriptions or share purchase was awarded whether gratuitously or for consideration to the executive director of the Company;
- no option for share subscriptions or share purchase was exercised by the executive director of the Company;
- no shares were awarded gratuitously to the executive director of the Company;
- no shares awarded gratuitously were made available to the executive directors of the Company;
- No award of share subscriptions or share purchasing occurred;
- no option for share subscriptions or share purchase was awarded to the first ten employees who were not executive directors and the latter did not exercise any options; and
- No shares were awarded gratuitously to corporate employees or executives.

On 27 July 2016, the Board of Directors made an award of free shares under the conditions described in paragraph 8.2.1.1 the Registration Document for the financial year ended 30 June 2016.

At its meeting of 16 October 2015, the Board of Directors decided that from the 2015/2016 financial year, independent directors would receive fees of a maximum amount of €15,000 per independent director per annum, calculated according to actual attendance of independent directors at Board of Directors meetings.

## *2.3. Elements of remuneration, indemnities or benefits due or which may be due given the acceptance, cessation or change of functions of the Company's chief executive officer*

On 10 June 2015 the Company's Board of Directors resolved to grant Olivier Jallabert, in his capacity of Chief Executive Officer, a severance indemnity in the event of involuntary departure decided by the Company's Board of Directors equivalent to 24 months' salary (currently the amount of €550,000) subject to performance conditions (quantitative criteria based on Group revenue and EBITDA).

## *2.4. Amounts provisioned by the group for payment of allowances, pensions or other benefits to executives*

The Company has not provisioned any amounts for payment of allowances, pensions or similar other benefits to executives, including Olivier Jallabert.

#### 2.5. Loans and guarantees granted to executives

N/A

#### 2.6. Consultation on the individual remuneration of Company executive directors

Pursuant to paragraph 24.3 of the AFEP-MEDEF Code, the tables below present the remuneration of each executive director for the fiscal year ending 30 June 2016 submitted for consultation of shareholders during the shareholders' meeting:

<b>Olivier Jallabert (Chairman and Chief Executive Officer)</b>		
<b>Remuneration items due or granted in respect of the financial year ended 2016</b>	<b>Amount or accounting valuation submitted to a vote</b>	<b>Description</b>
Fixed annual remuneration	€€275,000	Olivier Jallabert was appointed as Chief Executive Officer of Amplitude Surgical on 10 June 2015. The Board of Directors Meeting held on 10 June 2015 fixed his fixed gross annual remuneration as €275,000.
Variable annual remuneration	€75,000	See paragraph 15.1 of the Registration Document for the financial year ended 30 June 2016.
Deferred variable compensation	Not applicable	Not applicable
Multiannual variable compensation	Not applicable	Not applicable
Share subscription or purchase options	Not applicable	Not applicable
Free share allotment	Not applicable	Not applicable
Other long term compensation items	Not applicable	Not applicable
Directors' fees	No payment	No payment
Valuation of benefits of any kind	€15,000	See paragraph 3.2.8 of the Registration Document for the financial year ended 30 June 2016.
Severance payments	No payment	On 10 June 2015, the Board of Directors decided to grant Olivier Jallabert, as Chairman and Chief Executive Officer of the Company, a gross severance payment in an amount equal to 24 monthly salary payments (i.e. currently €550,000) subject to performance conditions (criteria based on the level of turnover and EBITDA of the Amplitude Group). See paragraph 3.2.8 of the Registration Document for the financial year ended 30 June 2016.
Non-competition indemnity	Not applicable	Not applicable
Additional retirement scheme	No payment	Olivier Jallabert benefits from an additional contribution-based retirement scheme limited to the annual social security threshold multiplied by eight

		(approximately €22,625 per annum). See paragraph 3.2.8 of the Registration Document for the financial year ended 30 June 2016.
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### 3. *Internal control*

The Group views internal control and risk management as a set of policies intended to provide a reasonable degree of assurance that the operating objectives will be achieved, that financial information is reliable and also, that there will be compliance with the laws and regulations in force. These functions are supported by:

- the organisation and functioning of the corporate management bodies as described above;
- a “quality” system implementing controls, with indicators and risk assessments; and
- procedures and an organisational structure for the preparation of accounting and financial information.

Internal Control is under the responsibility of the Administration and Finance Director. He supervises the analysis, upgrading and evaluation of the risk control systems in place within the Group. Reporting to the Chief Executive Officer with direct access to the Board of Directors, he co-ordinates his mission with the operating and functional top management in the scope of all Group business. With his teams he also co-ordinates deployment of the Ethics Charter and reinforces actions to prevent the risk of fraud.

#### 3.1. *The Amplitude Surgical “quality” system*

The Company implements its quality initiatives pursuant to the legislation governing medical devices, notably to meet the challenges of regular reinforcement of the regulations applicable to manufacturing and the sale of its products, whether in Europe, Brazil, Australia or the United States.

The Group, through all its subsidiaries, is committed to a continuous improvement process which seeks to foster individual responsibility to:

- safeguard the health and safety of men and women contributing to its business;
- guarantee the safety of its establishments and reduce their impact on the environment, to protect the natural world;
- comply, wherever it conducts its business, with the applicable quality, safety and environmental laws; and
- maintain relationships based on transparency and dialogue with all stakeholders.

All divisional Directors (Vice-Chairmen) or Directors of subsidiaries are responsible for the establishment and follow-up of the quality, safety and environment programmes within their respective remits and for ensuring the information and active contribution of all staff.

The Company’s quality system guarantees:

- formalising of activities in a documentary system defining the methods and responsibilities;
- regular staff training;
- upstream and downstream traceability of all product batches;
- the conducting of internal audits; and
- implementation of corrective actions to remedy non-conformities detected and to meet needs for improvements to activities. The quality system is regularly inspected by ANSM (French National Agency for Medicines and Health Products Safety) and by its foreign equivalents in countries where the Company’s products are marketed.

### ***3.2. Internal control procedures regarding preparation and processing of financial and accounting information***

Internal control procedures regarding preparation and processing of financial and accounting information seek to ensure that within the Group, all financial and accounting information complies with the laws and regulations. Internal control also aims to ensure implementation of the instructions and priorities decided by top management.

The activities of the Group's top management, finance management and management control executive bodies are centralised at Amplitude Surgical. Some Group subsidiaries have administrative and finance departments or outsource their accounts management.

Solely the Company has capacity to enter into undertakings on deposits and guarantees or market instruments; these are reviewed periodically by the recently-established Audit Committee and regular reports are made to the Board of Directors.

The Group top finance management has established an accounting plan and procedures applicable for all French entities of the Group and uses standard local accounting plans in countries in which the Group is located.

The procedures cover budget control and information feedback.

Furthermore, Group subsidiaries are committed to applying the main general procedures (notably, the Group financial policy) through charters they conclude with the parent company.

The Group's consolidated accounts are prepared by teams at the parent company. A consolidation bundle adjusted to comply with Group standards is prepared for each consolidated subsidiary on the basis of accounting data sourced from local information systems.

Finally the Group organises internal audits to validate the degree of compliance with the policies and procedures in force.

### ***3.3. Risk Management***

Risks to which the Company is exposed are identified, assessed and ranked.

Each process, project and business area regularly analyses its risks to allow putting in place prevention and risk exposure level reduction measures.

The actions put in place are followed up in the continuous improvement plans.

The Group's safety and environmental policy is founded on two main priorities:

- preserving health and safety at Group subsidiaries; and
- controlling the impacts of our activities on the environment.

The Administration and Finance Manager, responsible for fostering and developing risk management skills, in coordination with the Quality Manager disseminates his know-how and expertise while providing methodological support for operational management. He also ensures optimising of the costs of risks by taking out appropriate insurance policies.

## ***4. Others factors likely to have an impact in the event of a public offering.***

These factors likely to have an impact in the event of a public offering are described in section 8.4 of the Registration Document for the financial year ended 30 June 2016.

Made in Valence  
16 October 2015  
The President of the Board of Directors