



POXEL

Joint stock company (société anonyme) with a share capital of €390,624.56
Registered office: 259/261, Avenue Jean Jaurès, Immeuble le Sunway
69007 Lyon (France)
Lyon Trade and Companies Registry no. 510 970 817

Convening notice for the combined General Meeting.

Ladies and gentlemen, as shareholders of the company, you are hereby convened to the combined General Meeting to be held on **30 June 2016 at 2:00 p.m.**, at **Espaces Part Dieu, Le Terra Mundi, 2 place de Francfort, 69003 Lyon (France)** (and not at 9:00 a.m. in Paris), in order to deliberate on the following agenda:

Agenda.

Resolutions to be resolved upon by the ordinary general shareholders' meeting:

- Board of Directors' reports,
- Statutory auditors' reports,
- Approval of the Company's financial statements for the financial year ended December 31, 2015 (1st resolution),
- Allocation of the loss for the financial year ended December 31, 2015 (2nd resolution),
- Approval of the agreements listed in Articles L. 225-38 et seq. of the French Commercial Code (3rd and 4th resolutions),
- Authorization to the Board of Directors to trade in the Company's shares (5th resolution),

Resolutions to be resolved upon by the extraordinary general shareholders' meeting:

- Authorization to the Board of Directors to reduce share capital by cancelling treasury shares (6th resolution),
- Powers for formalities (7th resolution).

Text of the draft resolutions

Resolutions submitted to the ordinary general shareholders' meeting

1ST RÉSOLUTION

APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
DECEMBER 31, 2015

The general shareholders' meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditors' report,
Approves the financial statements, i.e. the balance sheet, income statement and notes to the financial statements for the year ended 31 December 2015, as presented to it, as well as the transactions set forth in these financial statements and summarized in these reports,
Notes that none of the expenses referred to in Article 39-4 of the French Tax Code, were recorded in the financial statements for the year,
Consequently, gives discharge to the Board of Directors and the Chief Executive Officer for the performance of their functions for the year ended 31 December 2015.

SECOND RESOLUTION

ALLOCATION OF THE LOSS FOR THE FINANCIAL YEAR ENDED DECEMBER 31,2015

The general shareholders' meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditors' report,

Approves the proposal of the Board of Directors and after acknowledging that the accounts show a loss of €15,366,355, decides to allocate this amount in the following manner:

- Loss for the year €(15,366,355)

In full to the "Retained earnings" account.

The general shareholders' meeting notes that no dividend distribution has been carried out with respect to the past three fiscal years.

THIRD RESOLUTION

APPROVAL OF THE AGREEMENTS LISTED IN ARTICLE L. 225-38 *ET SEQ.* OF THE FRENCH COMMERCIAL CODE

The general shareholders' meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the statutory auditors' special report on the agreements listed in Articles L. 225-38 *et seq.* of the French Commercial Code, and ruling on this report,

Approves the terms of this report and each of the new agreements referred to therein, as follows:

- Indemnification agreement in favor of Mr. Rich Kender;
- Indemnification agreement in favor of Mr. Pierre Legault;
- Indemnification agreement in favor of Mrs. Janice Bourque.

FOURTH RESOLUTION

APPROVAL OF THE AGREEMENT LISTED IN ARTICLE L. 225-38 *ET SEQ.* OF THE FRENCH COMMERCIAL CODE

The general shareholders' meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the statutory auditors' special report on the agreements listed in Articles L. 225-38 *et seq.* of the French Commercial Code, and ruling on this report,

Approves and ratifies, in accordance with Article L. 225-42 of the French Commercial Code, the agreement referred to therein and not pre-authorized by the Board of Directors regarding:

- Indemnification agreement in favor of Mr. Khoso Baluch.

FIFTH RESOLUTION

AUTHORIZATION TO THE BOARD OF DIRECTORS TO TRADE IN THE COMPANY'S SHARES

The general shareholders' meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the Board of Directors' report,

In accordance with Article L. 225-209 *et seq.* of the French Commercial Code,

Delegates its authority to the Board of Directors, with powers to sub-delegate to the Chief Executive Officer, in order to carry out (or have carried out) the acquisition of a number of shares of the Company, that may not exceed 10% of the total number of shares making up the share capital as at the date of repurchase by the Company, provided that for the calculation of the 10% limit, account will be taken of the number of shares sold during the period of the delegation, and the acquisitions made by the Company can, under no circumstances, increase the Company's holding, whether directly or indirectly, to more than 10% of its share capital;

Resolves that the acquisition of these shares may be carried out by any means, including on the stock exchange or over the counter, by blocks of shares or by means of derivative or optional financial instruments and at any time the Board of Directors deems necessary, and that shares acquired may be sold or transferred by any means in accordance with the legal provisions;

Resolves that the maximum purchase price per share may not exceed € 19.98 (excluding fees and commission), subject to adjustments to take into account the impact of new transactions in the capital of the Company, in particular a change in the par value of the share, increase in share capital by capitalization of reserves, issue of free shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital, or any other transaction affecting shareholders' equity, subject to a total maximum amount that could be paid by the Company under this authorization equal to €10,000,000;

Resolves that the authorization to trade in the Company's shares can be used to:

- stimulate the market and ensure the liquidity of the Company's shares through the intermediary of an investment service provider acting independently under a market liquidity agreement in compliance with the code of ethics recognized by the French Financial Market Authorities; and/or
- meet its obligations relating to stock option programs, issues of free shares, employee savings or other allocations of shares to employees and officers of the Company or the companies that are related to it, including (i) the implementation of any stock option programs as provided in the 12th resolution of the minutes of the general meeting of 29 January 2016, (ii) the allocation of shares to employees as part of their participation in the company's profit-sharing and the implementation of any company savings plan as provided by law, in particular Articles L. 3332-1 to L. 3332-8 *et seq.* of the French Labor Code, or (iii) the issue of free shares as provided for in the 15th resolution of the minutes of the general meeting of 29 January 2016; and/or
- deliver shares upon the exercise of rights attached to securities conferring access to the capital by redemption, conversion, exchange, presentation of a warrant or any other manner in accordance with applicable regulations; and/or

- purchase shares to retain and subsequently deliver further to an exchange or as consideration in connexion with a possible merger, demerger, asset for share exchange or external growth transaction in accordance with applicable regulations; and/or
- cancel all or some of the shares repurchased, subject to adoption of the 6th resolution below, and then, in the terms indicated therein.

Resolves that the number of shares acquired by the Company with a view to their retention and future delivery as payment or in exchange in connection with a merger, demerger or asset-for-share exchange may not exceed 5% of its share capital;

Resolves that these transactions may be carried out at any time, including during the period of a tender offer or a standing market offer for the Company's shares;

Resolves that this authorization shall be valid for a period of eighteen (18) months as from the date of this meeting;

Resolves that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate, in full or in part, to the Chief Executive Officer, subject to the aforementioned limits and terms, for the purpose of deciding and implementing this authorization and to set the terms, to execute the sale repurchase program, and in particular to adjust the aforementioned purchase price in case of transactions that impact shareholders' equity, share capital or the par value of the shares, determine the terms and conditions according to which, if any, the preservation of rights of holders of securities or beneficiaries of stock purchase or subscription options or allocations of free shares, in accordance with the legal, regulatory and contractual provisions, place all stock market orders, enter into all agreements, make all declarations and perform all formalities and, generally, do whatever is necessary;

Resolves that this authorization supersedes, to the extent of the unused portion, any previous authorization given to the Board of Directors to trade in the Company's shares.

<i>Resolutions to be considered by the extraordinary shareholders' meeting</i>
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SIXTH RESOLUTION

AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE SHARE CAPITAL BY CANCELLING TREASURY SHARES

The general shareholders' meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the special statutory auditors' report,

In accordance with Article L. 225-209 *et seq.* of the French Commercial Code,

Delegates its authority to the Board of Directors to cancel, on one or more occasions, the shares in the Company that it holds pursuant to the implementation of the share buyback plans decided by the Company in accordance with Article L. 225-209 of the French Commercial Code, up to the limit of 10% of the total number of shares that comprise the share capital (if applicable, as adjusted to reflect capital transactions after the date of this general meeting) per twenty-four (24) month period, and to reduce the share capital accordingly by allocating the difference between the purchase price of the shares canceled and their par value to premiums and available reserves, including, for 10% of the canceled capital, to the legal reserve;

Consequently, grants all powers to the Board of Directors, with the right to sub-delegate to the Chief Executive Officer, to implement this delegation of authority, in particular to certify completion of the capital decreases(s), to amend the articles of incorporation and carry out all necessary formalities;

Resolves that these transactions may be carried out at any time, including during the period of a tender offer or a standing market offer for the Company's shares;

Resolves that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this general meeting and supersedes any other delegation having the same purpose.

SEVENTH RESOLUTION

POWERS TO CARRY OUT FORMALITIES

The general shareholders' meeting,

Grants all powers to the bearer of an original, a copy or an excerpt of these minutes for the purpose of carrying out all necessary legal publication and other formalities.

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A – Participation in the general shareholders' meeting

- **Formalities to perform to participate in the general meeting:**

Any shareholder, whatever the number of shares he owns, may personally participate in the general meeting:

- either by attending physically,
- or by voting by correspondence,
- or by assigning proxy to their spouse, a partner with whom a French civil solidarity pact has been signed, another shareholder or any other person of their choice as per legal and regulatory conditions in force.

Pursuant to the provisions of Article R. 225-85 of the French Commercial Code, shareholders entitled to participate in the general meeting shall be those shareholders able to provide evidence of shares registered in their name or in the name of the financial intermediary holding such shares in their account, two working days prior to the meeting, at zero hour, Paris time, either in the records of the Company, for the registered shareholders, or in the bearer share accounts held on their behalf by their approved financial intermediaries.

The entry of shares in the bearer share accounts held by a financial intermediary shall be ascertained by a shareholding certificate issued thereby, attached to:

- a postal voting form;
- a proxy form ;
- a request for an admittance card prepared in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

As the general meeting is to be held on Thursday 30 June 2016, the deadline which is the second business day prior the general meeting, will be Tuesday 28 June 2016 at zero hour, Paris time

- **Method of participation in the general meeting:**

Shareholders wishing to physically attend the meeting must:

- **for the registered shareholders**: request an admission card from Société Générale, general meeting services, 32 rue du Champ de Tir – CS 30812, 44308 Nantes Cedex 3 (France), and go on the day of the general meeting directly to the admission desk specially provided for this purpose

- **for the bearer shareholders**: ask the authorized intermediary who manages their bearer share account to send them an admission card, and go on the day of the general meeting directly to the admission desk specially provided for this purpose.

Shareholders not attending the general meeting personally and wishing to vote by mail or be represented must:

- **for the registered shareholders**: complete the single distance voting or proxy form that will be sent to them with the invitation to the meeting. This form must be sent to the following address: Société Générale, General Meeting Services, 32 rue du Champ de Tir - CS 30812, 44308 Nantes Cedex 3 (France);
- **for the bearer shareholders**: obtain the single distance voting or proxy form from the authorized intermediary who manages their securities account. The single distance voting or proxy form must be accompanied by a shareholding certificate issued by the authorized intermediary and sent to the following address: Société Générale, General Meeting Services, 32 rue du Champ de Tir - CS 30812, 44308 Nantes Cedex 3 (France);

Applications for voting forms must reach Société Générale, through the authorized intermediary, at the address indicated above, at least six days prior the scheduled date of the meeting, namely by 24 June 2016 at the latest.

To be taken into account, distance voting or proxy forms, duly completed and signed, must be received by Société Générale, General Meeting Services, at least three days prior to the general meeting, namely by 27 June 2016 at the latest.

When a shareholder has already cast his vote by mail, sent a proxy or requested an admission card or a shareholder certificate, he cannot choose another mode of participation in the general meeting.

A shareholder may not attend the Meeting in person, vote at the Meeting for some of his shares, and simultaneously appoint a proxy to vote in respect of the balance of his shares; a shareholder who personally attends the meeting cannot use another technique than voting himself for all of his shares.

A shareholder who has already cast his vote by mail, sent a proxy or requested an admission card or a shareholder certificate under the conditions described above, may at any time, transfer all or part of his shares:

- if the transfer takes place before the second business day prior to the general meeting at zero hour, Paris time, the Company shall, as the case may be, invalidate or amend the postal vote, proxy, admission card or shareholding certificate accordingly. In this respect, the authorized intermediary that holds the accounts shall inform the Company or its authorized representative of the transfer and provide them with the requisite information.
- if the transfer or any other transaction occurs after the second business day prior to the general meeting at zero hour, Paris time, regardless of the method used, it will not be notified by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

It will not be possible to vote or to attend the meeting through electronic telecommunications means and, accordingly, no site referred to in Article R. 225-61 of the French Commercial Code will be set up for this purpose.

B – Request for the inclusion of items or draft resolutions on the agenda

One or more shareholders representing at least the percentage of capital required by applicable laws and regulations, may require, no later than the 25th day prior the date of this meeting (but no more than 20 days after the date of this meeting notice), the inclusion of points or draft resolutions on the agenda in accordance with Articles L. 225-105 and R. 225-71 to R. 225-73 of the French Commercial Code.

Requests for the inclusion of items or draft resolutions on the agenda by the shareholders fulfilling the conditions set out in Article R. 225-71 of the French Commercial Code, must be received at the registered office of the Company (259/261, Avenue Jean Jaurès, Immeuble Le Sunway, 69007 Lyon, France) for the

attention of the Chairman of the Board of Directors by registered letter with acknowledgment of receipt or by email to investors@poxelpharma.com by 3 June 2016. The request must also include:

- the item to be included on the agenda as well as the reasons therefor, or
- the text of draft resolutions, which can be accompanied by a brief explanatory statement and, where appropriate the information provided for in Article R. 225- 71 paragraph 5 of the French Commercial Code, and
- a certificate of entry in an account that evidences the possession or representation by the persons making the request of the percentage of capital required by the aforementioned Article R. 225-71 of the French Commercial Code.

In addition, the review by the general meeting of the items on the agenda or draft resolutions submitted by shareholders is subject to the transmission, by the persons concerned, of a new certificate justifying the registration of shares under the same conditions on the second business day prior to the General Meeting at zero hour, Paris time.

C – Written questions

Pursuant to Article R. 225-84 of the French Commercial Code, any shareholder wishing to submit written questions to the Board of Directors must send them to the registered office of the Company (259/261, Avenue Jean Jaurès, Immeuble Le Sunway, 69007 Lyon, France) for the attention of Chairman of the Board of Directors by registered letter with acknowledgment of receipt or by email to investors@poxelpharma.com no later than the fourth business day preceding the date of the General Meeting, namely by 24 June 2016. They must be accompanied by a certificate of registration in an account.

D – Documents available to shareholders

All the documents and information provided for in Article R. 225-73-1 of the French Commercial Code is available on the Company's website at: www.poxel.com as from the twenty-first day prior to the meeting, namely 9 June 2016.

This notice serves as an invitation to attend the meeting, on the condition that no changes are made to the meeting agenda or to the draft resolutions.

The Board of Directors