

AMPLITUDE SURGICAL
A French *société anonyme* with a share capital of EUR 478,048.41
Registered office: 11, Cours Jacques Offenbach, 26000 Valence
533 149 688 R.C.S Romans

**REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY AND
EXTRAORDINARY SHAREHOLDERS' MEETING OF 20 DECEMBER 2018**

To the Shareholders,

The ordinary and extraordinary meeting of the shareholders of Amplitude Surgical, a French *société anonyme*, having its registered office located at 11, Cours Jacques Offenbach (“**Amplitude Surgical**” or the “**Company**”) has been convened by the Board of Directors on 20 December 2018 at 9 a.m at the registered office of the Company, in order to resolve upon the draft resolutions presented herein.

We are presenting in this report, the motivations for each resolution that are submitted to your vote during the Shareholders' Meeting.

1. Course of business

The Company's course of business and financial condition for the financial year ended 30 June 2018 are described in the *document de référence* of the Company for the year ended 30 June 2018.

2. Resolutions submitted to the Ordinary Shareholders' Meeting

2.1. Approval of the annual and consolidated financial statements (first and second resolutions)

The first and second resolutions present the Company's annual and consolidated financial statements for the financial year ended 30 June 2017, as approved by the Board of Directors for shareholders' approval.

The annual financial statements show a loss of EUR 4,896,946.67.

The consolidated financial statements show a loss of EUR 9,592 thousands.

The Company has not incurred any expenses as defined in article 223 quinquies of the French General Tax Code.

We ask that you approve these resolutions.

2.2. Allocation of income (third resolution)

Subject to the annual and consolidated financial statements as presented by the Board of Directors being approved by the shareholders, the third resolution presents the following allocation of income for the financial year ended 30 June 2018 for shareholders' approval:

Origin of the amounts to be allocated:

Profits from the financial year 2018 (loss)	- EUR 4,896,946.67
Previous carry forward at 30 June 2018 (loss)	- EUR 29,474,927.50

Total..... - EUR 34,371,874.17

Allocation of loss:

The totality to the carry forward account (loss).....	- EUR 34,371,874.17
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Total- EUR 34,371,874.17

The "carry forward" (loss) account would therefore amount to – EUR 34,371,874.17.

As a consequence, no dividend would be distributed for the financial year ended 30 June 2018.

No dividend has been paid in the last three years.

2.3 Regulated agreements (fourth resolution)

The fourth resolution relates to the approval by the shareholders' meeting of agreements referred to under articles L.225-38 and seq. of the French Commercial code, i.e. agreements said to be "regulated" which were authorised by the Board of Directors prior to their execution during the financial year ended 30 June 2018.

No new regulated agreements were entered into during the course of the financial year ended 30 June 2018.

Moreover, the shareholders are called to acknowledge the regulated agreement entered into during the previous financial years and which continue during the financial year ended 30 June 2018. These regulated agreements are further detailed in the *document de référence* of the Company for the financial year ended 30 June 2018 and in the special report of the auditors.

The following agreement are concerned:

- retirement agreement named « *article 83* » and the supplementary contribution retirement plan with contribution pension of Olivier Jallabert ;
- Intragroup loan agreement;
- a services agreement entered into between OrthoFin II and Amplitude Surgical ;
- a cash management agreement dated on 31 October 2011 ;
- a tax consolidation agreement ; and
- Agreements related to the compensation of Olivier Jallabert.

2.4. 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 Chief Executive Officer for financial year 2018/2019 (fifth resolution)

In accordance with Article L. 225-37-2 of the French Commercial Code, the principles and criteria for determining, breakdown and allocation of the fixed, variable and exceptional elements of the total compensation and benefits of any kind attributable to the Chairman and Chief Executive Officer for the 2017/2018 financial year are described in paragraph 3.2.3 "*Individual compensation of the corporate officers for the financial year ended 30 June 2018 and 30 June 2017*" of the Company's registration document for the year ended 30 June 2018.

This paragraph details the principles of the compensation policy as well as the principles and criteria for the determination, distribution and allocation of the various elements of Olivier Jallabert's compensation in his capacity as Chairman and Chief Executive Officer.

We invite you to approve these principles and criteria for the determination, allocation and allocation of the fixed, variable and exceptional elements constituting the total compensation and benefits of any kind attributable to the Chairmand and Chief Executive Officer.

2.5 Approval of the fixed, variable and exceptional elements of the total compensation and benefits of any kind due or granted to Mr. Olivier Jallaber, Chairman and Chief Executive Officer for financial year 2017/2018 (sixth resolution)

In accordance with Article L. 225-100 of the French Commercial Code, amended by the provisions of Act No. 2016-1691 of 19 December 2016, known as the "Sapin II" Act, the sixth resolution submits for the approval of the Company's shareholders the fixed, variable and exceptional elements comprising the total compensation and benefits of any kind due or granted to Olivier Jallabert, Chairman and Chief Executive Officer, for the financial year ended 30 June 2018.

The relevant elements of compensation relate to: (i) the fixed amount, (ii) the annual variable amount and, where applicable, the multiannual variable amount with the objectives contributing to the setting of this variable portion, (iii) exceptional compensations, (iv) shares options, performance-based shares and any other long-term element of compensation, (v) indemnities related to the appointment or to the termination of office, (vi) supplementary pension scheme and (vii) benefits of any nature.

The above-mentioned compensation elements are detailed in the Company's *document de référence* for the financial year ended 30 June 2018, in section 3.2.4 "Fixed, variable and exceptional items comprising the total compensation and benefits of any kind due or granted to the Chairman and Chief Executive Officer for the 2017/2018 financial year and subject to shareholder approval (Article L. 225-100 of the French Commercial Code)" and are listed below:

Olivier Jallabert (Chairman and Chief Executive Officer)		
Compensation items due or granted in respect of the financial year ended 30 June 2018	Amount or accounting valuation submitted to a vote	Description
Fixed annual compensation	€295,000	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, then on 17 October 2017 fixed his fixed gross annual compensation as (i) €290,000 from 1 July 2017 to 31 December 2017 and (ii) €300,000 as from 1 January 2018.
Variable annual compensation	€119,240	See paragraph 3.2.3 (" <i>Individual compensation of the corporate officers for the financial year ended 30 June 2018 and 30 June 2017</i> ") of the Registration Document.
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	-	See paragraph 3.7.4 (" <i>Allotment of free shares</i> ") of the Registration Document.
Other long term compensation items	Not applicable	Not applicable

Olivier Jallabert (Chairman and Chief Executive Officer)		
Compensation items due or granted in respect of the financial year ended 30 June 2018	Amount or accounting valuation submitted to a vote	Description
Profit-sharing	€18,975	The amount of the profit-sharing paid to Olivier Jallabert for the financial year ended 30 June 2018 amounts to €18,795 pursuant to a profit-sharing agreement of the Company dated 22 July 2017.
Directors' fees	No payment	No payment
Valuation of benefits of any kind	€12,712	See paragraph 3.2.3 (" <i>Individual compensation of the corporate officers for the financial year ended 30 June 2018 and 30 June 2017</i> ") of the Registration Document.
Severance payments	No payment	<p>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).</p> <p>On 16 October 2018, the Company's Board of Directors decided to renew Olivier Jallabert's term of office as Chairman and Chief Executive Officer early, subject to the approval by the General Meeting of 20 December 2018 of his term of office as Director. At the time of this renewal, the Board also approved the commitment made to Olivier Jallabert.</p> <p>See paragraph 3.3 ("<i>Related party transaction</i>") of the Registration Document.</p>
Non-competition indemnity	Not applicable	Not applicable
Additional retirement scheme	No payment	<p>Olivier Jallabert benefits from an additional contribution-based retirement scheme limited to the annual social security threshold multiplied by eight (approximately €26,152 per annum).</p> <p>See paragraph 3.3 ("<i>Related party transaction</i>") of the Registration Document.</p>

We suggest that you approve these principles and determination criterion, breakdown and allocation of fixed, variable and exceptional components making up the total compensation and benefit of any kind attributable to the Chairman and Chief Executive Officer.

2.5 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 as Chairman and Chief Executive Officer (seventh resolution)

On 16 October 2018, the Board of Directors decided to renew the term of office of Olivier Jallabert as Chief Executive Officer at the end of the annual shareholders' meeting called to approve the financial statements for the financial year ending June 30, 2018, subject to the approval by the shareholders of the renewal of his term as director (ninth resolution).

Subject to the renewal of Mr. Olivier Jallabert as a director, you are asked to approve, in accordance with Article L. 225-42-1 of the French Commercial Code, the following commitments made to him:

- in the event of termination of his corporate office, Olivier Jallabert will receive a gross termination indemnity corresponding to 24 months of a monthly reference compensation (currently the sum of 740,000 euros).

The monthly reference compensation is defined as the gross annual fixed compensation plus the average gross amount of the last two variable bonuses received, excluding any exceptional bonuses, divided by 12 months. The termination indemnity is only applicable in the event of a forced departure linked to a change of control or strategy. The termination indemnity is not applicable in the event of dismissal for serious or gross misconduct, or in the event of departure or retirement.

Mr Olivier Jallabert's termination indemnities will be subject to the following performance conditions, pursuant to the provisions of Article L. 225-42-1 of the French Commercial Code:

- the payment of half of the indemnity would depend on the turnover of the Amplitude Surgical group. This payment would be due at 100% if the level of revenue, calculated on the basis of the consolidated audited financial statements of the Amplitude Surgical group for the last two financial years preceding the date of termination of the terms of office (reference financial years), reaches at least 100% on average of the budgeted values for these two years;
- the payment of half of the indemnity would depend on the level of EBITDA of the Amplitude Surgical Group. This payment would be due at 100% if the level of EBITDA, calculated on the basis of the consolidated audited financial statements of the Amplitude Surgical Group for the last two financial years preceding the date of termination of the terms of office (reference financial years), reaches at least 100% on average of the performance budgeted for these two years.

This commitment is motivated by the need for the Company to be competitive on the French market in terms of the compensation paid to its corporate officers and for the Company to be in line with market practices in this area.

We invite you to approve this resolution.

2.6 Approval of the regulated 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 (eighth resolution)

On 16 October 2018, the Board of Directors decided to renew the term of office of Olivier Jallabert as Chairman and Chief Executive Officer at the end of the annual shareholders' meeting called to approve the financial statements for the year ended June 30, 2018, subject to the approval by the shareholders of the renewal of his term of office as director (ninth resolution).

Subject to the renewal of Mr. Olivier Jallabert as director, you are asked to approve, in accordance with Article L. 225-38 of the French Commercial Code, the agreements establishing the basic pension scheme ("Article 83") and the additional pension scheme with contributions for a maximum amount equal to eight times the social security ceiling (i.e. approximately 26,152 euros per year).

These agreements are motivated by the need for the Company to offer Mr. Olivier Jallabert, in his capacity as Chairman and Chief Executive Officer, an attractive compensation that is in line with market practices.

We invite you to approve this resolution.

2.7 Renewal of the terms of office of the directors of Olivier Jallabert, Bertrand Pivin, Daniel Caille and Apax Partners (ninth to twelfth resolutions)

The terms of office as directors of Olivier Jallabert, Apax Partners, represented by Annick Bitoun, Bertrand Pivin and Daniel Caille will expire at the end of the shareholders' meeting to be held on 20 December 2018.

Consequently, the ninth to twelfth resolutions submit for shareholder approval the renewal of the terms of office of Olivier Jallabert, Apax Partners, represented by Annick Bitoun, Bertrand Pivin and Daniel Caille, in their capacity as directors.

These renewals would be for a period of four years, i.e. until the ordinary shareholders' meeting called to approve the financial statements for the financial year ending 30 June 2022.

Details of the functions of Olivier Jallabert, Apax Partners, represented by Annick Bitoun, Bertrand Pivin and Daniel Caille are as follows:

Mr Olivier JALLABERT (51 years)	PROFESSIONAL ADDRESS: 11, Cours Jacques Offenbach, Valence (26000)	NUMBER OF SHARES HELD: 397.806 shares
EXPERIENCE AND EXPERTISE		
Chairman and Chief Executive Officer, member of the Board of Directors		
Olivier Jallabert founded the Amplitude Group in 1997, formerly he worked for major American groups (in particular Biomet as Europe R&D Manager). He has more than 25 years' experience in the orthopaedics industry.		
TERM OF OFFICE		
First appointment: 10 June 2015		
Current term of office: from 10 June 2015 until the general meeting of shareholders of the Company called to approve the financial statements for the financial year ending 30 June 2018.		
LIST OF CORPORATE MANDATES AND OTHER DUTIES IN FRENCH AND FOREIGN COMPANIES DURING THE LAST FIVE BUSINESS YEARS		
Corporate mandates and duties at the Group		Corporate mandates and duties outside the Group
<u>Current:</u>		<u>Current:</u>
<i>In France</i>		<i>In France</i>
Amplitude Surgical (Chairman and CEO)		N/A
Amplitude SAS (Chairman)		
Novastep SAS (Director)		
SCI Les Tilleuls (Manager)		
Sofab Orhtpédie SAS (legal representative of Amplitude SAS, Chairman)		
Firm Industrie SARL (Manager)		
Poli Tech SAS (legal representative of Amplitude SAS, Chairman)		
Poli Alpes SAS (legal representative of Amplitude SAS, Chairman)		
<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)	
Amplitude South Africa PTY LTD (Director)	
Amplitude Ortho SRL (Administrateur)	
<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)	
AEM Medical (Permanent representative of Olisa, Chairman)	
Novastep SAS (Director)	
OrthoManagement (Chairman)	
SCI Les Tilleuls (Manager)	
<i>Abroad</i>	<i>Abroad</i>
Amplitude GmbH (Chairman)	N/A

APAX Partners SAS Represented by Mrs Annick BITOUN (46 years)	PROFESSIONAL ADDRESS: 1, rue Paul Cézanne, Paris (75008)	NUMBER OF SHARES HELD: 1 share
EXPERIENCE AND EXPERTISE		
Director, member of the Board of Directors, member of the Audit Committee, member of the Appointments Committee, member of the Compensation Committee		
Annick Bitoun joined Apax Partners in September 2014 in the capacity of Debt Manager. She started her career at Crédit Lyonnais, then, after the merger, at Crédit Agricole CIB as Director within the Leverage Finance France division. More recently, Annick Bitoun worked with legal receivers firm Valliot & Le Guerevé-Abitbol, where she was in charge of the restructuring of companies in difficulty, listed or nonlisted, through amicable ad hoc mandate / conciliation proceedings . She is a graduate of the Paris Dauphine University.		
TERM OF OFFICE		
First appointment: 10 June 2015 (it being specified that on 23 November 2016, Mrs Annick Bitoun replaced Mr Vincent Collomb as permanent representative of Apax Partners SAS)		

Current term of office: from 10 June 2015 until the general meeting of shareholders of the Company called to approve the financial statements for the financial year ending 30 June 2018

LIST OF CORPORATE MANDATES AND OTHER DUTIES IN FRENCH AND FOREIGN COMPANIES DURING THE LAST FIVE FINANCIAL YEARS

Appointments and duties in the Group	Appointments and duties in the Group
<u>Current:</u>	<u>Current:</u>
<i>In France</i>	<i>In France</i>
N/A	N/A
<i>Abroad</i>	<i>Abroad</i>
N/A	N/A
<u>During the last five financial years:</u>	<u>During the last five financial years</u>
<i>In France</i>	<i>In France</i>
N/A	N/A
<i>Abroad</i>	<i>Abroad</i>
N/A	N/A

Mr Bertrand PIVIN (57 years)	PROFESSIONAL ADDRESS: 1, rue Paul Cézanne, Paris (75008)	NUMBER OF SHARES HELD: 1 share
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EXPERIENCE AND EXPERTISE

Director, member of the Board of Directors, member of the Audit Committee, member of the Appointments Committee, member of the Compensation Committee

Bertrand Pivin joined Apax Partners in 1993. He is the investment manager in the Services and Healthcare 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 investor policy. He is a graduate of the école Polytechnique, of Telecom ParisTech and holds an MBA from Harvard Business School.

TERM OF OFFICE

First appointment: 10 June 2015

Current term of office: from 10 June 2015 until the general meeting of shareholders of the Company called to approve the financial statements for the financial year ending 30 June 2018

LIST OF CORPORATE MANDATES AND OTHER DUTIES IN FRENCH AND FOREIGN COMPANIES DURING THE LAST FIVE FINANCIAL YEARS

Corporate mandates and duties at the Group	Corporate mandates and duties outside the Group
<u>Current:</u>	<u>Current:</u>
<i>In France</i>	<i>In France</i>
Amplitude Surgical (Director, member of the Audit Committee, Member of the Appointments Committee and member of the Compensation Committee)	Apax Partners SAS (Director)
	Financière MidMarket SAS (Director)
	INSEEC Association (Member of the Supervisory Board)
	Insignis SAS (Chairman of the Board of Directors and Director)
	Insignis Management SAS (Chairman)

	<p>Société Civile Haydée (Partner Manager) SCI La Princesse (Partner Manager) SCI La Caravelle (Partner Manager) SCI Les Jacobins (Partner Manager) Finondes SASU (Member of the Supervisory Board) Sairem SAS (Member of the Supervisory Board)</p>
<p><i>Abroad</i> N/A</p>	<p><i>Abroad</i> Hephaestus III B.V.(Non-Executive Director and Chairman of the Board) Hephaestus IV Cooperatief UA (Managing Director) European Education Centre Ltd. (Director) International University of Monaco SAM (Director) Dantes (Chairman of the Board of Directors and Director) Toruk AS (Chairman of the Board and Sole Board Member) Makto Sarl (Manager) Ikran Sarl (Class A Manager) Ikran 2 SA (Class A Director) Ikran 1 SCA (member of the Supervisory Board)</p>
<p><u>During the last five financial years:</u></p>	<p><u>During the last five financial years:</u></p>
<p><i>In France</i> OrthoFin I SAS (Director) OrthoFin II SAS (Director)</p>	<p><i>In France</i> Centre d'Etudes Européen pour l'Enseignement Supérieur (Chairman) Insignis SAS (Chairman)</p>
<p><i>Abroad</i> N/A</p>	<p><i>Abroad</i> Mobsat Gérance Sàrl (Manager) Capiro Holding AB (Director of the Board) Capiro AB (Director of the Board) Ygeia TopHolding AB (Director of the Board) Ygeia Equity AB (Director of the Board) Unilabs Holding AB (Director of the Board) Captolia Gérance SàRL (representative of Captor) Captor SA (President of the Board of Directors and Director) Hephaestus B.V (Managing Director) Hephaestus II Ltd (Director) Hephaestus III B.V (Managing Director)</p>

Mr Daniel CAILLE (65 years)	PROFESSIONAL ADDRESS: 61, Avenue Victor Hugo, 75116 Paris	NUMBER OF SHARES HELD: 10 shares
EXPERIENCE AND EXPERTISE		
<p>Director, member of the Board of Directors, member of the Audit Committee, member of the Appointments Committee, member of the Compensation Committee</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 Vivalto 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>		
TERM IN OFFICE		
<p>First appointment: 10 June 2015</p> <p>Current term of office: from 10 June 2015 until the general meeting of shareholders of the Company called to approve the financial statements for the financial year ending 30 June 2018</p>		
LIST OF CORPORATE MANDATES AND OTHER DUTIES IN FRENCH AND FOREIGN COMPANIES DURING THE LAST FIVE BUSINESS YEARS		
<p>Corporate mandates and duties at the Group</p> <p><u>Current:</u></p> <p><i>In France</i></p> <p>Amplitude Surgical (Director, member of the Audit Committee, Member of the Appointments Committee and member of the Compensation Committee)</p>	<p>Corporate mandates and duties outside the Group</p> <p><u>Current:</u></p> <p><i>In France</i></p> <p>5 Santé (member of the Supervisory Board)</p> <p>Clinique Past Lanroze (Director)</p> <p>Clinique Générale (Chairman)</p> <p>Domco 2 (Deputy Chairman of the Supervisory Board and member of the Supervisory Board)</p> <p>Europe Santé Gestion (Director)</p> <p>Flex Industrie (Chairman)</p> <p>Foncière Vivalto Santé (Chairman and CEO and Director)</p> <p>GIE Robotique Medical Vivalto Santé (Director)</p> <p>GIE Vivalto Santé Services Partagés (Chairman of the Board of Directors and Director)</p> <p>GSC Vivalto Santé Enseignement, Recherche, Innovation (Chairman of the Board of Directors, member of the Board of Directors and alternate director)</p> <p>Institut Vivalto Santé pour la Recherche Clinique, l'Innovation et la Formation Médicale (Chairman of the Board of Directors and Director)</p> <p>Keraudren Grand Large (Director)</p> <p>Laurad Management (Manager)</p> <p>Rilleux Sané (Chairman)</p> <p>Sarl Château de Beaumel (Manager)</p> <p>SCI Château Beaumel (Manager)</p> <p>SCI Clotibeo (Managing Partner)</p> <p>SCI du Domaine de Saint Pry (Manager)</p> <p>SCI Du Petit Essart (Manager)</p>	

	<p>SCI Juliette Drouet (Managing Partner) SCI Mabrisa (Managing Partner) SCI Villa Lerins (Managing Partner) Services Immobiliers Participations (Chairman) SIS Holding (Chairman) UFFI Participations SAS (Chairman) Vivalrec (Chairman and Chairman of the Monitoring Committee) Vivalto (Chairman) Vivalto Dom (Chairman) Vivalto Santé Holding (Chairman and Member of the Strategic Committee) Vivalto Santé SA (Chairman and CEO and Director) Vivalto VIE (Chairman and member of the Supervisory Board) Vivalto VIE Management (Chairman and member of the Steering Committee) Vivra (Chairman)</p>
<i>Abroad</i>	<i>Abroad</i>
N/A	<p>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)</p>
<u>During the last five financial years:</u>	<u>During the last five financial years:</u>
<i>In France</i>	<i>In France</i>
N/A	<p>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)</p>

	<p>Khéops (Manager)</p> <p>La Breteche (Chairman and CEO, Manager and Director)</p> <p>La Clé de Sol (Manager)</p> <p>La Picaudrie (Manager)</p> <p>La Réverie (Manager)</p> <p>La Roseraie (Manager)</p> <p>Laurad Management – Zur Centre Ouest (Chairman)</p> <p>Laurad Management – Zur Grand Lyon (Chairman)</p> <p>Laurad Management – Zur Ile de France Nord Ouest (Chairman)</p> <p>Laurad Management – Zur Lyon Rhone (Chairman)</p> <p>Laurad Management – Zur Montagne (Chairman)</p> <p>Laurad Management – Zur Nord (Chairman)</p> <p>Laurad Management – Zur Sud Ouest (Chairman)</p> <p>Les Feuillants (Manager)</p> <p>Les Hyades (Manager)</p> <p>Les Jardins de Montplaisir (Manager)</p> <p>Maison de retraite des Tamisiers (Manager)</p> <p>Polyclinique de Kerio (Manager)</p> <p>Polyclinique de la Baie (Director)</p> <p>Polyclinique du Pays de Rance (Director)</p> <p>Polyclinique Lyon-Nord (Director)</p> <p>Résidence Bellevue (Manager)</p> <p>Résidence Le Bocage SARL (Manager)</p> <p>Rillieux Santé (Chairman and Director)</p> <p>SCI Cigogne (Managing Partner)</p> <p>SCI Clorbeau (Managing Partner)</p> <p>SCI de la Baie du Mont St Michel (Managing Partner)</p> <p>SCI Polyclinique de la Baie (Director)</p> <p>SCI Polyclinique de la Baie (Managing Partner)</p> <p>St Vincent Participations (Manager)</p> <p>Uffi SAS (Chairman)</p> <p>Vivalto Santé Groupe (Chairman and Member of the Supervisory Board)</p> <p>Vivalto Santé Ile de France (Chairman)</p> <p>Vivalto Santé SAS (Chairman and Chairman of the Board of Directors)</p> <p>Vivalto Sport (Chairman)</p> <p>Immobilière Laffitte (Chairman)</p> <p>Zur Centre Est (Chairman)</p>
<i>Abroad</i>	<i>Abroad</i>
N/A	<p>DC Lux SARL (Manager)</p> <p>DS Care Italia (Director)</p> <p>Laurad Management Participation SARL (Manager)</p> <p>Olympe Management SA (Chairman of the Board of Directors and Director)</p> <p>Participations Services Investissements Immobiliers (PS2I) (Chairman)</p> <p>Sinequanon Capital Partner Belgium (Director and</p>

	Deputy Chairman) Sinequanon General Partner Luxembourg SA (Director) Sinequanon Real Estate Services General Partner SA (Chairman of the Board of Directors and Director) Sinequanon Real Estate Services SCA (Commissaire) UFFI Real Estate Asset Management (Director) Vivalto Home (Chairman of the Board of Directors and Director)
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If these renewals are approved, the Board of Directors will have 1 female member out of a total of 4 members and will thus be in compliance with the provisions of Article L. 225-18-1 of the French Commercial Code.

We invite you to approve these resolutions.

2.8 Authorization to be granted to the Board of Directors to carry out transactions in the Company's shares (thirteenth resolution)

The Company's ordinary and extraordinary shareholders' meeting of 24 November 2017 authorized the Board of Directors to carry out transactions in the Company's shares for a period of 18 months from the date of this meeting.

This authorization was implemented by the Board of Directors under the conditions described in the *document de référence* for the financial year ended 30 June 2018. Under this authorization, 678,302 shares were purchased during the financial year ended 30 June 2018 at an average price of 4.02 euros and for a total cost of 2,728,556 euros, representing approximately 1.42 % of the Company's share capital.

This authorization expires in 2019.

Consequently, the thirteenth resolution proposes to the shareholders' meeting to authorize the Board of Directors to repurchase the Company's shares within the limits set by the shareholders.

In particular, the authorization could be used for the purposes of (i) ensuring liquidity, (ii) fulfilling obligations related to stock option grants, bonus share grants or other grants, allocations or sales of shares to employees or corporate officers of the Company or an associated company and performing any hedging transactions relating to these transactions, (iii) to ensure the coverage of the Company's commitments in respect of rights with cash settlement relating to the positive evolution of the Company's share price granted to employees and corporate officers of the Company or an associated company, (iv) the delivery of Company shares in connection with external growth transactions, (v) the delivery of Company shares upon the exercise of rights attached to securities giving access by any means, immediately or in the future, to Company shares, (vi) the cancellation of all or part of the shares thus bought back, or (vii) to implement any other practice that may be accepted or recognized by law or by the French Financial Markets Authority - *Autorité des marchés financiers* – (the "AMF") or any other objective that complies with the regulations in force.

The authorization that may be granted to the Board of Directors includes limitations relating to the maximum buyback price (10), the maximum amount allocated to the implementation of the buyback program (40 million), the volume of shares that may be bought back (10% of the Company's share capital at the date of completion of the purchases) or used in connection with an external growth operation (5% of the Company's share capital).

This authorization would be granted for a period of 18 months and would supersede the prior authorization granted to the Board of Directors in respect of the unused portion thereof.

We invite you to approve this resolution.

3. Resolutions to be submitted to the Extraordinary Shareholders' Meeting

3.1. Authorization to be granted to the Board of Directors to reduce the share capital by cancelling shares (fourteenth resolution)

We suggest that you authorize the Board of Directors to reduce the share capital by cancellation of all or part of the Company's shares acquired pursuant to any share buyback plans authorized by the shareholders' meeting of the Company providing for this objective.

The share capital decreases that the Board of Directors may carry out under this authorization would be limited to 10% of the Company's share capital as of the date of the cancellation per period of 24 months.

This authorization would be granted for a term of 18 months.

We suggest that you approve this resolution.

3.2. Financial authorizations (fifteenth to twenty-third resolutions)

The shareholders' meeting regularly granted to the Board of Directors the authority or the powers necessary to proceed with the issuance of ordinary shares and/or securities, with upholding or cancellation of shareholders' preferential subscription right, in order to meet the financing needs of the group Amplitude Surgical.

As such, the shareholders' meeting of 24 November 2017 granted the Board of Directors with the delegations of authority and authorizations as described in the table provided at Schedule 1 attached to this report, These authorizations have been used within the condition specified in the said table.

These delegations of authority and authorizations have been granted for terms that will expire at the end of 2019. Thus, the Company may not have the necessary delegations and authorizations in the event where the Company should decide to proceed with issuances of ordinary shares and/or securities.

Consequently, it is proposed to the shareholders of the Company to grant the Board of Directors new delegations of authority and authorizations in order to ensure the Company the flexibility to proceed with issuances of ordinary shares and/or securities according to the market and to the growth of the Amplitude Surgical Group, and, as the case may be, to rapidly gather the financial means necessary to the implementation of the growth strategy of the Amplitude Surgical Group, as described in the *Document de référence* for the year ended 30 June 2018.

In the event of an issuance of ordinary shares and/or securities, the Company intends to give priority to transactions upholding the shareholders' preferential subscription right. Nevertheless, particular circumstances may justify the cancellation of the preferential subscription right of shareholders, in accordance with their interests. Accordingly, the Company may seize the opportunities offered by the financial markets, especially considering the markets' current situation. The Company may also involve employees of the Amplitude Surgical Group in its development, notably by way of a share capital increase reserved to said employees or the allotment of free shares. The Company may also carry out the issuance of securities underlying the securities issued by the Company or the Amplitude Surgical Group's subsidiaries. The cancellation of the preferential subscription right would also allow the realization of public exchange or acquisitions offers paid entirely in securities. Finally, the issuance of securities may remunerate contributions in kind of financial securities that would not be traded on a regulated market or its equivalent.

The maximum amount of all the share capital increases (excluding share capital increases by means of capitalization of reserves or premium and allotment of free shares) would be of EUR 600,000, i.e., 60 million shares, representing 125.5% of the share capital and voting rights of the Company.

In addition, the maximum amount of all the share capital increases with cancellation of the shareholders' preferential subscription right (excluding share capital increases reserved to the employees and allotment of free shares) would be of EUR 250,000, i.e., 25 million shares, representing 52.3% of the share capital and voting rights of the Company.

Thus, the draft resolutions being put to the vote of the shareholders' are relative to:

3.2.1. Issuance of securities with upholding of the shareholders' preferential subscription right (fifteenth resolution)

The fifteenth resolution aims at granting to the Board of Directors a delegation of authority to carry out a share capital increase with the upholding of the shareholders' preferential subscription right.

The issuance would be reserved to the Company's shareholders which would receive a preferential subscription right that would be tradable on the market. These transactions would therefore have a limited dilutive impact for the existing shareholders which may decide to participate in the transaction or to sell their rights on the market.

The transactions would comprise the issuance of ordinary shares, or of securities that are equity securities giving right, immediately or in the future, to other equity securities or giving right, immediately or in the future, to the allotment of debt securities, or of securities giving access, immediately or in the future, to equity securities to be issued. The securities could be in the form of equity or debt securities. Access to the share capital of the Company would take place, *inter alia*, by the conversion or exchange of a security or by the presentation of a warrant (*bon*). These issuances may be used to finance external growth transactions.

Share capital increases carried out under this delegation would not exceed a maximum nominal amount of EUR 600,000 (i.e., 60 million shares with a nominal value of EUR 0.01). The nominal amount of the share capital increases that may be carried out pursuant to this delegation as well as under the sixteenth to twenty-second resolutions, may not exceed this global amount of EUR 600,000.

The issuance of debt securities would be limited to a maximum nominal amount of EUR 300 million. The amount of all the debt securities, the issuance of which may be carried out pursuant to this delegation as well as under the sixteenth to twenty-second resolutions may not exceed this global amount of EUR 300 million.

The subscription price of shares and/or securities which may be issued in application of this delegation would be set by the Board of Directors, in accordance with the legal and regulatory provisions.

This delegation of authority would be granted for a term of 26 months and would supersede the prior authorization granted to the Board of Directors in respect of the unused portion thereof.

We suggest that you approve this resolution.

3.2.2. Issuance of securities with cancellation of the shareholders' preferential subscription right by way of a public offering (sixteenth resolution)

The eleventh resolution aims at granting a delegation of authority to the Board of Directors in order to carry out a share capital increase with the cancellation of the shareholders' preferential subscription right, by way of public offering, including by way of an offer comprising a public offering.

The issuances would be open to the public and would have a dilutive impact for the existing shareholders that would be treated as other investors. The Board of Directors would however be able to grant a priority right (which would not be tradable) to the existing shareholders.

This delegation could also be used in order to compensate the securities brought to a public exchange offering on the securities of the Company or the securities of another company listed on a regulated market. In this context, the Board of Directors would have the power to determine the exchange ratios and, if required, the amount of the cash bonus (*soulte en espèces*) to be paid.

The transactions would comprise the issuance of ordinary shares, or of securities that are equity securities giving right, immediately or in the future, to other equity securities or giving right, immediately or in the future, to the allotment of debt securities, or of securities giving access, immediately or in the future, to equity securities to be issued. The securities could be in the form of equity or debt securities. Access to the share capital of the Company would take place, *inter alia*, by the conversion or exchange of a security or by the presentation of a warrant (*bon*).

Share capital increases carried out under this delegation would not exceed a maximum nominal amount of EUR 250,000 (i.e., 25 million shares with a nominal value of EUR 0.01).

In addition, the maximum amount of all the authorized share capital increases with cancellation of the shareholders' preferential subscription right (excluding share capital increases reserved to employees and allotment of free shares) may not exceed this amount of EUR 250,000.

The issuance of debt securities would be limited to a maximum nominal amount of EUR 150 million.

These caps would be deducted respectively from the overall cap of EUR 600,000 set forth in the fifteenth resolution described in the preceding paragraph.

The issuance price of the new shares issued in application of this delegation of authority would be at least equal to the minimum stipulated by the applicable regulatory provisions as of the issue date (i.e. at the date hereof, the average weighted share price of the company's shares over the last three trading days on the regulated market of Euronext in Paris prior to the date of determination of such price, reduced, as the case may be, by a maximum discount of 5%).

In addition, the issuance price of the securities giving access to the share capital of the Company issued in application of this delegation of authority would be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issue of such securities, to the issue price determined in the paragraph above.

This delegation of authority would be granted for a term of 26 months and would supersede the prior authorization granted to the Board of Directors in respect of the unused portion thereof.

We suggest that you approve this resolution.

3.2.3. Issuance of securities with cancellation of the shareholders' preferential subscription right by way of private placement (seventeenth resolution)

The seventeenth resolution aims at granting to the Board of Directors, by a distinct vote by the shareholders in accordance with the guidelines of the AMF, a delegation of authority to carry out a share capital increase with the cancellation of shareholders' preferential subscription right, by way of an offering as defined in article L.411-2 II of the French monetary and financial Code.

The transactions would thus be carried out by way of private placements with persons providing investment services consisting in portfolio management for third parties, qualified investors or a limited group of investors, to the extent that such investors are acting on their own behalf, in accordance with the provisions of article L.411-2 II of the French monetary and financial Code. These transactions would have a dilutive impact for the existing shareholders that may not be able to participate in the issuance.

The transactions would comprise the issuance of ordinary shares, or of securities that are equity securities giving right, immediately or in the future, to other equity securities or giving right, immediately or in the future, to the allotment of debt securities, or of securities giving access, immediately or in the future, to equity securities to be issued. The securities could be in the form of equity or debt securities. Access to the share capital of the Company would take place, *inter alia*, by the conversion or exchange of a security or by the presentation of a warrant (*bon*).

Share capital increases carried out under this delegation would not exceed a maximum nominal amount of EUR 250,000 (i.e., 25 million shares with a nominal value of EUR 0.01). This limit would be deducted from the limits set forth in the fifteenth and sixteenth resolutions, described above.

The issuance of debt securities would be limited to a maximum nominal amount of EUR 150 million. This limit would be deducted from the limit set forth in the fifteenth resolution described above.

In addition, the issuance of equity or debt securities carried out by way of private placement could not exceed the limits stipulated by the law applicable on the issue date. As of the date of this report, issuances of equity securities carried out by way of an offer as defined in article L.411-2 II of the French monetary and financial Code are limited to 20 % of the share capital of the Company per year.

The issuance price of the new shares issued pursuant to this delegation of authority would be at least equal to the minimum stipulated by the regulatory provisions applicable as of the issue date (at the date hereof, the average weighted share price of the company's shares over the last three trading days on the

regulated market of Euronext in Paris prior to the date of determination of such price, reduced, as the case may be, by a maximum discount of 5%).

In addition, the issuance price of the securities giving access to the share capital of the Company issued in application of this delegation of authority would be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issuance of such securities, to the above-mentioned issuance price.

This delegation of authority would be granted for a term of 26 months and would supersede the prior authorization granted to the Board of Directors in respect of the unused portion thereof.

We suggest that you approve this resolution.

3.2.4. Increase of the amount of initial issuances (eighteenth resolution)

The eighteenth resolution aims to grant a delegation of authority to the Board of Directors to increase the amount of the initial issuances decided pursuant to the fifteenth, sixteenth and seventeenth resolutions above, carried out with the upholding or cancellation of shareholders' preferential subscription right.

This delegation of authority is intended to allow the Company to accommodate potential oversubscriptions in the event of the issue of securities reserved to shareholders or realized by way of a public offering or an offering as defined in article L.411-2 II of the French monetary and financial Code.

The transactions carried out in the context of this delegation could not exceed 15% of the initial issuance, this limit would be deducted from the limit applicable to the initial issuance and the cap set by the fifteenth resolution.

The subscription price for shares or securities issued pursuant to this delegation would correspond to the initial issuance price, decided pursuant to the fifteenth, sixteenth and seventeenth resolutions described above.

The Board of Directors could use this delegation of authority within the time limits stipulated by the law, or, as of the date of this report, for a period of 30 days from the end of the subscription period.

This delegation of authority would be granted for a term of 26 months and would supersede the prior authorization granted to the Board of Directors in respect of the unused portion thereof.

We suggest that you approve this resolution.

3.2.5. Determination of the price of issuances with cancellation of the shareholders' preferential subscription right (nineteenth resolution)

The nineteenth resolution aims to grant an authorization to the Board of Directors to derogate to the conditions relating to the determination of the price set forth in the sixteenth and seventeenth resolutions relating to the issuances realized by way of a public offering or of an offering as defined in article L.411-2 II of the French monetary and financial Code, with cancellation of shareholders' preferential subscription right.

Therefore, the shares' issuance price would be at least equal to the weighted average price of the Company's shares on the regulated market of Euronext in Paris on the last trading day preceding the date of issuance, less, as the case may be, a discount of up to 5%. For securities giving access to the share capital of the Company, the issuance price shall be determined so that the amount received immediately by the Company increased by, as the case may be, any amount which may be received subsequently by the Company, for each Company share issued as a result of the issuance of these securities, be at least equal to the amount referred to above.

The Board of Directors could use this means within the limit of 10% of the share capital per year.

The limit specific to this authorization would be deducted from the limit applicable to the initial issuance and from the cap set forth in the fifteenth resolution.

This delegation of authority would be granted for a term of 26 months and would supersede the prior authorization granted to the Board of Directors in respect of the unused portion thereof.

We suggest that you approve this resolution.

3.2.6 Issuance of securities with cancellation of the shareholders' preferential subscription right to the benefit of category of persons (twentieth resolution)

The twentieth resolution aims to grant to the Board of Directors a delegation of authority 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 in the medical technology, biotechnological, pharmaceutical technologies sectors or other life science technology sector or technological sector or to French or foreign investment service providers, or any foreign institution with an equivalent status, likely to carry out 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.

This authorization aims therefore to provide the Company with the means to quickly raise funds with investors specialized in the medical field and to provide the Company with more flexibility in order to allow the Company to further its development.

This authorization would consist of the issuance of ordinary shares, securities that are equity securities giving access, immediately or in the future, to other equity securities, or giving right, immediately or in the future, to the allocation of debt securities, and/or securities giving access, immediately or in the future, to equity securities to be issued.

Share capital increases carried out under this delegation would not exceed a maximum nominal amount of EUR 250,000 (i.e., 25 million shares with a nominal value of EUR 0.01). In addition, the maximum amount of all the authorized share capital increases with cancellation of the shareholders' preferential subscription right (excluding share capital increases reserved to employees and allotment of free shares) may not exceed this amount of EUR 250,000.

The issuance of debt securities would be limited to a maximum nominal amount of EUR 150 million.

These caps would be deducted respectively from the caps set forth in the fifteenth and sixteenth resolutions described in the preceding paragraphs.

The issuance price of the new shares issued would be at least equal to the volume weighted average (in the central market order book and off-market applications for blocks) share price of the Company over the last twenty trading days on the regulated market of Euronext in Paris prior to the date of determination of such price, this average being corrected, as the case may be, to allow for any variance with the date from which attendant rights come into effect and with the possible application of a discount of 20%.

In addition, the issuance price of the securities giving access to the share capital of the Company would be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issue of such securities, to the issue price determined in the paragraph above.

This delegation of authority would be granted for a term of 18 months.

We suggest that you approve this resolution.

3.2.7. Issuance of securities in consideration for contributions in kind with cancellation of the shareholders' preferential subscription right (twenty-first resolution)

The twenty-first resolution aims to grant a delegation of powers to the Board of Directors to decide upon an increase of the share capital through the issuance of ordinary shares and securities giving access to the share capital, immediately or in the future, of the Company in consideration for contributions in kind granted to the Company and consisting of equity securities or securities conferring access to the share capital.

The issuances carried out in the context of this delegation of powers could not exceed 10% of the share capital, appraised as of the date of the decision of the Board of Directors. This limit would be deducted from the cap set forth in the fifteenth resolution and the cap set forth in the sixteenth resolution.

The Board of Directors would have the power necessary to decide, upon the report of the valuing auditor(s) (*commissaire(s) aux apports*), on the valuation of the contributions in kind and the granting of special benefits as well as their valuation.

This delegation of powers would be granted for a term of 26 months and would supersede the prior authorization granted to the Board of Directors in respect of the unused portion thereof.

We suggest that you approve this resolution.

3.2.8. Share capital increases reserved to employees (twenty-second resolution)

The twenty-second resolution aims to grant an authorization to the Board of Directors to increase the share capital of the Company, with cancellation of the preferential subscription right, reserved for employees of the Amplitude Surgical Group who are members of a company savings plan (*plan d'épargne d'entreprise*) or group savings plan (*plan d'épargne groupe*) established by the Company and the French or foreign companies that are linked to the Company within the meaning of article L.225-180 of the French Commercial Code and of article L.3344-1 of the French Labor Code.

The issuances would comprise the issuance of ordinary shares, or of securities that are equity securities giving access, immediately or in the future, to other equity securities or giving right, immediately or in the future, to the allotment of debt securities, or of securities giving access, immediately or in the future, to equity securities to be issued.

This authorization would be limited to 3% of the share capital of the Company. This cap would be deducted from the cap set forth in the fifteenth resolution.

The subscription price(s) would be determined by the Board of Directors pursuant to articles L.3332-19 and seq. of the French Labor Code. As a result, concerning the securities that are already traded on a regulated market, the subscription price could not be greater than the average share price for the twenty trading days prior to the date of the decision setting the subscription period opening date. In addition, the subscription price could not be inferior to more than 20% of this average.

In addition, pursuant to the provisions of article L.3332-21 of the French Labor Code, the Board of Directors may decide on the allotment of shares to be issued or existing, or of other securities giving access to the share capital of the Company, issued or to be issued, in respect of (i) the contribution (*abondement*) that may be paid pursuant to the regulations of the employee savings plans of the Company or of the Group and/or (ii) if applicable, the discount (*décote*).

This authorization would be granted for a term of 26 months and would supersede the prior authorization granted to the Board of Directors in respect of the unused portion thereof.

We suggest that you approve this resolution.

3.2.9 Allocation of performance shares (twenty-third resolution)

In accordance with the provisions of articles L.225-129 and seq. and L.229-197-1 and seq. of the French Commercial Code, the eighteenth resolution relates to the authorization to be granted to the Board of Directors to allocate free existing and/or newly-issued shares of the Company, in one or several occurrences, to the salaried personnel members and/or the corporate officers of the Company and/or the companies or groups that are, directly or indirectly, linked to it under the conditions set forth in article L.225-197-2 of the French Commercial Code.

The granting of this authorization would enable the Board of Directors to set up performance shares allocation plans to the benefit of the management and the employees of Amplitude Surgical group both in France and abroad, subjected to collective attendance and performance criteria determined in connection with the strategy.

The Board of Directors may therefore pursue its policy which aims at associating its employees to its results and its development and to ensure the international competitiveness of their compensation.

The main terms of of the authorization submitted to the approval of the Shareholders' meeting are the following:

Limits of allocation

The number of shares which may be freely allotted shall not exceed 3% of the Company's share capital, to be assessed when the Board of Directors makes its decision. This limit is independent of the of the overall limit of EUR 600,000 fixed by the fifteenth resolution of the shareholders' meeting.

This limit of 3% of the Company's share capital shall include, when applicable, the performance shares that would be allocated to the Company's management.

This limit of 3% of the Company's share capital was determined according to the number of employees in the Amplitude Group, the organisation in place and the strategic issues for a period of three years.

The total amount of shares freely allotted shall not exceed 10% of the share capital at the date of the Board of Directors' decision to allocate them.

On 27 July, 2016, the Board of Directors has carried out a free allocation of 1,407,897 performance shares, representing 2.91% of the share capital of the Company and on 27 July, 2018, the Board of Directors has carried out a free allocation of 879,989 performance shares, representing 1.86% of the share capital of the Company.

Allocation conditions

The Board of Directors shall determine the conditions on which allotments are to be made and, where applicable, the criteria for allotting shares. The Board of Directors must subject the allotment of shares to collective attendance and performance criteria for the Company's executive officers and for the other Company employees and/or companies or groups which are linked thereto.

The condition of eligibility, of allocation level and assessment of performance are determined in a rigorous way by the Board of Directors in accordance with the Amplitude Surgical group's operating performance.

Vesting and retaining period

The allotment of shares shall only be finally after the expiration of a minimum vesting period of two (2) years, the owners having to then retain the shares so received for an additional two (2) years as of the final allotment of the shares. Furthermore, and notwithstanding the foregoing provisions, in the event that said allotments to certain recipients do not become final on the expiration of a minimum vesting period of four (4) years, these recipients shall not be required to retain their shares for any period.

Furthermore, the final allotment of shares may take place before the expiration of the vesting period in the event that the recipients thereof are not eligible and that such ineligibility corresponds with the second or third category set forth in article L.341-4 of the French Social Security Code (or its equivalent outside of France). The shares will therefore be freely transferable with immediate effect.

Duration of the authorisatoin

This authorization would be granted for a term of 38 months.

We suggest that you approve this resolution.

3.2.10. Incorporation of premiums, reserves, profits or other items (twenty-fourth resolution)

The twenty-fourth resolution aims to grant a delegation of authority 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.

Share capital increases carried out under this delegation would not exceed the maximum nominal amount of EUR 250,000 (i.e., 25 million shares with a nominal value of EUR 0.01).

The Board of Directors would have the power to determine the amount and nature of sums to be capitalized, determine the number of new shares to be issued and/or the amount by which the existing nominal value of the shares of the Company will be increased.

This delegation of authority would be granted for a term of 26 months.

We suggest that you approve this resolution.

3.3 Update of the articles of association to take into account provisions that have become redundant and editorial amendment - consequential amendment of articles 18, 19, 29, 32 and 41 of the articles of association (twenty-fifth resolution)

The twenty-fifth resolution concerns the update of the Articles of Association submitted for your approval. This update of the Articles of Association is aimed at taking into account provisions that have become redundant and includes editorial amendments, as set out in the draft amended Articles of Association in Schedule 1.

We suggest that you approve this resolution.

3.4 Powers to effect legal formalities (twenty-sixth resolution)

The twenty-sixth resolution relates to the powers required to effect the necessary formalities following the shareholders' meeting, in particular those in relation to filing and publicity.

We suggest that you approve this resolution.

Made in Valence
On 16 October 2018
The Board of Directors

Current Authorizations					Authorizations proposed to the Shareholders' Meeting of 20 December 2018		
Type of delegated power	Date of the Shareholders' Meeting (resolution number)	Duration (expiry date)	Maximum authorized amount	Use of the system	Resolution no.	Duration	Ceiling
Increase in share capital							
Issuance with preferential subscription rights maintained	24 November 2017 (resolution 10)	26 months (24 January 2020)	Capital securities: €600,000 Debt securities: €300,000,000 These limits are common to all resolutions relating to the issue of equity and/or debt securities	None	15th resolution	26 months	Capital securities: €600,000 Debt securities: €300,000,000 These limits are common to all resolutions relating to the issue of equity and/or debt securities
Issuance by way of a public offering, with cancellation of preferential subscription rights	24 November 2017 (resolution 11)	26 months (24 January 2020)	Capital securities: €250,000 Debt securities: €150,000,000	None	16th resolution	26 months	Capital securities: €250,000 Debt securities: €150,000,000
Issuance by way of an offer referred to in II of Article L. 411-2 of the French Monetary and Financial Code, with cancellation of preferential subscription rights	24 November 2017 (resolution 12)	26 months (24 January 2020)	Capital securities: €250,000 Debt securities: €150,000,000	None	17th resolution	26 months	Capital securities: €250,000 Debt securities: €150,000,000
Authorization granted to increase the amount of the initial issues with or without preferential subscription rights	24 November 2017 (resolution 13)	26 months (24 January 2020)	15% of the initial issue	None	18th resolution	26 months	15% of the initial issue

Current Authorizations					Authorizations proposed to the Shareholders' Meeting of 20 December 2018		
Type of delegated power	Date of the Shareholders' Meeting (resolution number)	Duration (expiry date)	Maximum authorized amount	Use of the system	Resolution no.	Duration	Ceiling
Determination of the price of issues carried out by way of a public offering or an offer referred to in II of Article L. 411-2 of the French Monetary and Financial Code, with cancellation of preferential subscription rights, within the limit of 10% of the share capital per year	24 November 2017 (resolution 14)	26 months (24 January 2020)	10% of the share capital on the date of the Board of Directors' decision to set the issue price per 12-month period	None	19th resolution	26 months	10% of the share capital on the date of the Board of Directors' decision to set the issue price per 12-month period
Issuance of shares with cancellation of shareholders' preferential subscription rights to the benefit of categories of persons	24 November 2017 (resolution 15)	18 months (24 May 2019)	Capital securities: €250,000 Debt securities: €150,000,000	-	20th resolution	18 months	Capital securities: €250,000 Debt securities: €150,000,000
Issuance of shares up to a maximum of 10% of the share capital, as consideration for contributions in kind	24 November 2017 (resolution 16)	26 months (24 January 2020)	10% of the share capital on the day of the Board of Directors' decision to issue the shares	None	21st resolution	26 months	10% of the share capital on the day of the Board of Directors' decision to issue the shares
Capital increase by incorporation of premiums, reserves, profits or other items for which capitalization is permitted	24 November 2017 (resolution 19)	26 months (14 February 2019)	250 000 € This ceiling shall not be deducted from any ceiling	None	24th resolution	26 months	250 000 € This ceiling shall not be deducted from any ceiling

Current Authorizations					Authorizations proposed to the Shareholders' Meeting of 20 December 2018		
Type of delegated power	Date of the Shareholders' Meeting (resolution number)	Duration (expiry date)	Maximum authorized amount	Use of the system	Resolution no.	Duration	Ceiling
Employee share ownership, allocation of share subscription or purchase options, free share allocations							
Issuance with cancellation of preferential subscription rights for the benefit of members of a savings plan	24 November 2017 (resolution 17)	26 months (14 February 2019)	2% of the share capital on the date of the Board of Directors' decision	None	22nd resolution	26 months	2% of the share capital on the date of the Board of Directors' decision
Free allocation of performance shares	24 November 2017 (resolution 18)	38 months (24 January 2021)	3% of the share capital on the date of the Board of Directors' decision	3% (on an undiluted basis)	23rd resolution	38 months	3% of the share capital on the date of the Board of Directors' decision
Reduction of capital by cancellation of shares							
Capital reduction by cancellation of shares	24 November 2017 (resolution 9)	18 months (24 May 2019)	10% of the share capital on the date of cancellation per 24-month period	None	14th resolution	18 months	10% of the share capital on the date of cancellation per 24-month period
Repurchase by Amplitude Surgical of its own shares							
Authorization to be granted to the Board of Directors to trade in the Company's shares	24 November 2017 (resolution 8)	18 months (24 May 2019)	40 million euros	Implementation under a liquidity agreement	13th resolution	18 months	40 million euros