

**AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF**  
**24 NOVEMBER 2017**

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

- Reading of the Board of Directors' report on Amplitude Surgical's consolidated and annual financial statements for the year ended June 30, 2017;
- Reading of the report of the Chairman of the Board of Directors on the operation of the Board of Directors and internal control;
- Reading of the report of the Board of Directors on the on the compensation of the corporate officers;
- Reading of the general reports of the Statutory Auditors on the annual financial statements and consolidated financial statements for the financial year ended June 30, 2017, of the special report of the Statutory Auditors on the agreements governed by articles L.225-38 and seq. of the French Commercial Code and of the special report of the Statutory Auditors drawn up pursuant to article L.225-235 of the French Commercial Code on the report of the Chairman of the Board of Directors in relation to the internal control procedures in respect of the drawing up and processing of the financial and accounting data;
- Approval of the annual financial statements for the financial year ended 30 June 2017;
- Approval of the consolidated financial statements for the financial year ended 30 June 2017;
- Allocation of profit for the financial year ended 30 June 2017;
- Authorization of a related-party agreement referred to in articles L.225-38 and seq. of the French Commercial Code;
- Opinion on the elements of compensation due or granted for the financial year ended 30 June 2017 to Olivier Jallabert, Chief Executive Officer;
- Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional components composing the total remuneration and benefits of any kind attributable to the Chief Executive Officer;
- Renewal of the term of office of the Statutory Auditor;
- Authorization to be granted to the Board of Directors to carry out transactions on the Company's shares;

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

- Reading of the Board of Directors' report to the extraordinary shareholders' meeting;
- Reading of the special reports of the Statutory Auditors;
- Authorization to be granted to the Board of Directors to carry out a share capital decrease by cancellation of shares;
- Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with upholding of the shareholders' preferential subscription right, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued;
- Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right, by way of a public offering, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued;
- Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right, by way of an offering as defined

in article L. 411-2 II of the French Monetary and Financial Code, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued;

- Delegation of authority to be granted to the Board of Directors to increase the amount of issuances, with upholding or cancellation of the shareholders' preferential subscription right, pursuant to the tenth, eleventh and twelfth resolutions;
- Authorization to be granted to the Board of Directors to determine the price of issuances of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, by way of public offering as defined in article L.411-2 II of the French Monetary and Financial Code, with cancellation of the shareholders' preferential subscription right, within the limit of 10% of share capital per year;
- Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right to the benefit of natural or legal persons, including industrial or commercial companies, or French or foreign investment funds, which regularly invest in the field of the medical, biotechnological, pharmaceutical technologies sectors or to French or foreign investment service providers, or any foreign institution with an equivalent status, capable of guaranteeing the completion of such an operation and, in this context, to subscribe to the securities issued, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued;
- Delegation of powers to be granted to the Board of Directors to decide to issue ordinary shares or securities giving access to the share capital of the Company within the limit of 10% of the share capital, with cancellation of the shareholders' preferential subscription rights, in consideration for contributions in kind granted to the Company;
- Authorization to be granted to the Board of Directors to increase the share capital through the issuance of equity securities or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, with cancellation of the shareholders' preferential subscription right to the benefit of members of a company savings plan;
- Authorization to be granted to the Board of Directors to grant free performance shares to the employees and to the corporate officers of the Company and its subsidiaries;
- Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized;
- Delegation of power to be granted to the Board of Directors to bring the articles of association of the Company into compliance with the new laws and regulations; and
- Powers to carry out legal formalities.