

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

**REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY AND  
EXTRAORDINARY SHAREHOLDERS' MEETING OF 24 NOVEMBER 2017**

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 24 November 2017 at 9 am 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 2017 are described in the *document de référence* of the Company for the year ended 30 June 2017.

**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 3,307,403.67

The consolidated financial statements show loss of EUR 12,314,000.

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 2017 for shareholders' approval:

Origin of the amounts to be allocated:

Profits from the financial year 2017 (loss) .....	- EUR 3,307,403.67
Previous carry forward at 30 June 2017 (loss) .....	- EUR 26,167,523.83

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**Total..... - EUR 29,474,927.50**

Allocation of loss:

The totality to the carry forward account (loss).....	- EUR 29,474,927.50
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**Total .....- EUR 29,474,927.50**

The "carry forward" (loss) account would therefore amount to – EUR 29,474,927.50

As a consequence, no dividend would be distributed for the financial year ended 30 June 2017.

No dividend has been paid in the last three years.

We ask that you approve these resolutions.

### 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 2017.

No new regulated agreements were entered into during the course of the financial year ended 30 June 2017.

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 2017. These regulated agreements are further detailed in the *document de référence* of the Company for the financial year ended 30 June 2017 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. Advisory vote on the elements of remuneration due or granted to Olivier Jallabert, Chairman and Chief Executive Officer, for the financial year ended 30 June 2017 (fifth resolution)

In accordance with the recommendations of paragraph 26 of the AFEP-MEDEF Code on corporate governance, revised in November 2016, to which the Company refers in application of article L.225-37 of the French Commercial Code, the ninth resolution submits to your opinion the elements of remuneration due or granted to Olivier Jallabert as Chairman and Chief Executive Officer, for the financial year ended 30 June 2017.

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 elements of remuneration are set out in paragraph 3.2.6 of the Company's *document de référence* for the financial year ended 30 June 2017 and are set out below:

<b>Olivier Jallabert (Chairman and Chief Executive Officer)</b>		
<b>Remuneration items due or granted in respect of the financial year ended 30 June 2017</b>	<b>Amount or accounting valuation submitted to a vote</b>	<b>Description</b>
Fixed annual remuneration	EUR 290,000	Olivier Jallabert was appointed as Chairman and Chief Executive Officer of Amplitude Surgical effective from 10 June 2015.  The Board of Directors of 10 June 2015, and then the Board of Directors of 14 December 2016, fixed the gross annual compensation at EUR 290,000.
Variable annual remuneration	EUR 75,800	See paragraph 3.2.3 of the <i>Document de référence</i> for the financial year ended 30 June 2017.
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	EUR 1,050,195	The Board of Directors of 27 July 2016 decided to allocate 1,407,897 free shares to the employees, officers and directors of the Amplitude Surgical Group. Olivier Jallabert was granted with 615,952 free shares.  See paragraph 8.3.4 of the <i>Document de référence</i> for the financial year ended 30 June 2017.
Other long term compensation items	Not applicable	Not applicable
Incentive compensation	EUR 14,545.26	The Incentive compensation of Olivier Jallabert for the financial year ended 30 June 2017 amounted to EUR 14,545.26 under the incentive plan of the Company dated 22 July 2016.
Directors' fees	Not applicable	Not applicable
Valuation of benefits in kind	EUR 12,712	See paragraph 3.2.3 of the <i>Document de référence</i> for the financial year ended 30 June 2017.
Severance payments	No payment	On 10 June 2015, the Board of Directors decided to grant Olivier Jallabert, as Chairman and Chief Executive Officer of the Company, a gross severance payment in an amount equal to 24 monthly salary payments subject to performance conditions (criteria based on the level of

<b>Olivier Jallabert (Chairman and Chief Executive Officer)</b>		
<b>Remuneration items due or granted in respect of the financial year ended 30 June 2017</b>	<b>Amount or accounting valuation submitted to a vote</b>	<b>Description</b>
		turnover and EBITDA of the Amplitude Surgical Group). See paragraph 3.2.8 of the <i>Document de référence</i> for the financial year ended 30 June 2017.
Non-competition indemnity	Not applicable	Not applicable
Additional retirement scheme	No payment	Olivier Jallabert benefits from an additional contribution-based retirement scheme limited to the annual social security threshold multiplied by eight (approximately EUR 22,625 per annum). See paragraph 3.2.3 of the <i>Document de référence</i> for the financial year ended 30 June 2017.

We ask that you to give a favourable opinion on the elements of remuneration due or granted to Olivier Jallabert as Chairman and Chief Executive Officer for the 2017 financial year.

2.5 Approval of the 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 Chief Executive Officer (sixth resolution)

We invite you to read the specific report of the Board of Directors prepared in accordance with article L.225-37-2 of the French Commercial Code presenting the 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 Chief Executive Officer.

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 Chief Executive Officer.

2.6 Renewal of the term of office the statutory auditor (seventh resolution)

The terms of office of the statutory auditor of Deloitte & Associés, represented by Mr Dominique Valette, and the alternate statutory auditor of BEAS, will expire at the end of the Shareholders' Meeting.

As a result, the seventh resolution presents the renewal for shareholders' approval with effect as from the end of this meeting of Deloitte & Associés, represented by Mr Dominique Valette as statutory auditor;

It has been decided to renew the mandate of Deloitte & Associés as Deloitte & Associés is the more able to follow the Company based on its knowledge of its activity.

It has been decided not to proceed to the renewal of BEAS as alternate statutory auditor and not to appoint a second alternate statutory auditor.

These appointment shall take effect for six financial year, i.e. until the shareholders' meeting to approve the financial statements for the financial year ending 30 June 2023.

We ask that you approve this resolution.

## 2.7 Authorisation to repurchase shares (ninth resolution)

The ordinary shareholders' meeting of 14 December 2016 authorized the Board of Directors to carry out transactions on the Company's shares for a period of 18 months as of the date of said meeting.

This authorization was implemented by the Board of Directors in the conditions described in the *Document de Référence* for the year ended 30 June 2017, in the context of this authorization, 1,120,268 shares have been purchased during the 2017 financial year at an average price of EUR 3.56 and for a global amount of EUR 3,989,402 representing 2.39% of the Company share capital.

This authorization expires in 2018.

Accordingly, the eighth resolution proposes to the shareholders' meeting to authorize the Board of Directors to repurchase shares of the Company within the limits set by the shareholders of the Company and in accordance with the legal and regulatory provisions.

Particularly, the authorization may be implemented with a view to (i) ensuring liquidity in the market, (ii) setting up any share purchase option plan, any allotment of free shares, and any granting, allotment or transfer of shares to the benefit of the group employees and carrying out any hedging operation relating to such transactions, (iii) ensuring the coverage of the undertakings of the Company under rights with a settlement in cash and relating to the positive evolution of the trading price of the share of the Company granted to the employees or the corporate officers of the Company or of an associated enterprise, (iv) delivering shares in the context of external growth transactions, (v) delivering shares in connection with the exercise of rights attached to securities, (vi) cancelling all or part of the shares so repurchased.

The authorization that would be, as the case may be, granted to the Board of Directors provides for limitations regarding the maximum repurchase price (EUR 10), the maximum amount for the implementation of the repurchase program (EUR 40 million) and the amount of securities which may be repurchased (10% of the share capital of the Company on the date of the repurchases) or delivered in the context of external growth transactions (5% of the share capital of the Company).

This authorization would be granted for a term of 18 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. **Resolutions to be submitted to the Extraordinary Shareholders' Meeting**

### 3.1. Authorization to be granted to the Board of Directors to carry out a share capital decrease by canceling shares (ninth 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 repurchase 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 (tenth to eighteenth resolutions)

The shareholders' meeting regularly granted to the Management Board and 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 14 December 2016 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 2018. 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.

Accordingly, 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 2017.

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 127.8% 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 53.27% 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 (tenth resolution)

The tenth 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 transactions 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 eleventh to seventeenth 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 eleventh to seventeenth 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 (eleventh 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 transactions 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 caps set forth in the tenth 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 (twelfth resolution)

The twelfth resolution aims at granting to the Board of Directors, by a distinct vote by the shareholders in accordance with the guidelines of the *Autorité des marchés financiers*, 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 eleventh and twelfth 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 tenth 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 (thirteenth resolution)

The thirteenth 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 tenth, eleventh and/or twelfth 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 tenth resolution.



The subscription price for shares or securities issued pursuant to this delegation would correspond to the initial issuance price, decided pursuant to the tenth, eleventh and/or twelfth 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 (fourteenth resolution)

The fourteenth resolution aims at granting an authorization to the Board of Directors to derogate to the conditions relating to the determination of the price set forth in the eleventh and twelfth 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 tenth 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 (fifteenth resolution)

The fifteenth resolution aims at granting 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 tenth and eleventh 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 (sixteenth resolution)

The sixteenth resolution aims at granting 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 tenth resolution and the cap set forth in the twelfth 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 (seventeenth resolution)

The seventeenth resolution aims at granting 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 2% of the share capital of the Company. This cap would be deducted from the cap set forth in the tenth 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 (eighteenth 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.

While this has been presented in the prospectus prepared for the purposes of its initial public offering, the Company foresees the free allotment of Company shares representing around 1% of the Company's share capital at the date of allotment, including a number of free shares allots to the Company's Chairman and Chief Executive Officer, making up around 40% of the total number of shares allotted, the remaining shares to be allotted to the key executives and managers of the Group

On 27 July, 2016, the Board of directors of the Company has carried out a free allocation of 1,407,897 performance shares to the benefit of the managers and the employees of Amplitude Surgical group, under the conditions described below:

BENEFICIARY	PART	NUMBER OF SHARES	VALUE OF ALLOCATED SHARES	VESTING DATE	DATE OF TRANSFERABILITY OF SHARES	CONDITIONS <sup>(1)</sup>
CORPORATE OFFICERS						
Olivier Jallabert	Part A	410,636	EUR 788,418	27 July 2018	28 July 2020	
	Part B	205,316	EUR 261,777	The later of (i) the second anniversary of the allotment date and (ii) the date of the Board of	The second anniversary following the vesting date of the shares	

BENEFICIARY	PART	NUMBER OF SHARES	VALUE OF ALLOCATED SHARES	VESTING DATE	DATE OF TRANSFERABILITY OF SHARES	CONDITIONS <sup>(1)</sup>
						Directors' meeting acknowledging the fulfilment of the above mentioned conditions
TOP 3 EMPLOYEES						
Employee 1	Part A	205,988	EUR 395,496	27 July 2018	28 July 2020	
	Part B	87,994	EUR 112,194	The later of (i) the second anniversary of the allotment date and (ii) the date of the Board of Directors' meeting acknowledging the fulfilment of the above mentioned conditions	The second anniversary following the vesting date of the shares	
Employee 2	Part A	175,988	EUR 337,896	27 July 2018	28 July 2020	
	Part B	87,994	EUR 112,194	The later of (i) the second anniversary of the allotment date and (ii) the date of the Board of Directors' meeting acknowledging the fulfilment of the above mentioned conditions	The second anniversary following the vesting date of the shares	
Employee 3	Part A	145,987	EUR 280,396	27 July 2018	28 July 2020	
	Part B	<del>19,334</del> 87,994	<del>63,406€</del> 112,191 €	The later of (i) the second anniversary of the allotment date and (ii) the date of the Board of Directors' meeting acknowledging the fulfilment	The second anniversary following the vesting date of the shares	

BENEFICIARY	PART	NUMBER OF SHARES	VALUE OF ALLOCATED SHARES	VESTING DATE	DATE OF TRANSFERABILITY OF SHARES	CONDITIONS <sup>(1)</sup>
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of the above mentioned conditions

The main terms 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 overall limit of EUR 600,000 fixed by the tenth 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.

As mentioned above, 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 and voting rights 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.

For example, the conditions under the performance shares allocated on 27 July 2016 on the basis of the authorization granted by the General Meeting date on 9 December 2015 are summarized thereafter (for further details, see para 8.3.4 of the *document de référence* of the Company for the financial year ended 30 June 2017):

- Attendance condition at the acquisition date : (i) either to be an employee of the Company or a company which holds or control the majority of the share capital of the voting rights with an open-ended employment contract, and this employee must not be in dismissal, resignation or conventional notice period (ii) or to be Chief Executive or delegated Chief Executive of the Company and not to be in termination of duties notice period for any reason whatsoever.

- Performance conditions :

Regarding Tranche A :

- The acquisition of 80 % of the number of shares of tranche A by each beneficiary is subjected by the achievement of a determined consolidated turnover amount of the Company in respect of the financial year ended 30 June 2017 as follows :

<b>Number of shares of tranche A</b>	<b>Turnover on 30/06/2017 (N)</b>
0%	< to €80 million
30% + 0% to 25 %	> or = €80 million and < to €90 million <i>(adapted on a prorata basis depending on the completion <math>(90 - N)/(90-80)</math> )</i>
30% + 25% + 0% to 25%	> ou = to €90 million and < to €106 million <i>(adapted on a prorata basis depending on the completion <math>(N-90)/(106-90)</math> )</i>
30% + 25% + 25%	Equal or greater than €106 million

- The acquisition of 20 % of shares of tranche A by each beneficiary is subjected by the the achievement of an EBITDA (X) of €21 million on the 30/06/2017, with a minimum amount of €14 million, adapted by applying the following prorata  $(X-14)/(21-14)$ .

Regarding tranche B :

- The acquisition of 80 % of the number of shares of tranche B by each beneficiary is subjected by the achievement of a determined consolidated turnover amount of the Company in respect of the financial year ended 30 June 2018 as follows :

<b>Number of shares of tranche B</b>	<b>Turnover on 30/06/2018 (N)</b>
0%	< to €85 million
0% à 40 %	> or = €85 million d'euros and < to €105 million <i>(adapted on a prorata basis depending on the completion <math>(N-85)/(105-85)</math> )</i>
40% + 0% to 40%	> or = to €105 million and < to €130 million <i>(adapted on a prorata basis depending on the completion <math>(N-105)/(130-105)</math> )</i>
40% + 40%	equal or greater than €130 million

- The acquisition of 20 % of shares of tranche B by each beneficiary is subjected by the the achievement of an EBITDA (X) of €26 million on the 30/06/2018, with a minimum amount of €17 million, adapted by applying the following prorata  $(X-17)/(26-17)$ .

### **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.

As mentioned above, The Board of Directors allocated on 27 July 2016 1,407,897 performance shares, representing 2.91% of the share capital and voting rights of the Company. This allotment and its terms covered a period of two (2) years (2016-2018).

#### **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 (nineteenth resolution)**

The nineteenth resolution aims at granting 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 Bringing into compliance of the articles of association of the Company (twentieth resolution)**

The twentieth resolution aims at granting to the Board of Directors a delegation of power in order to make any necessary amendments to the articles of association of the Company in order to bring them into compliance with the laws and regulations, subject to ratification of these amendments by the shareholders' meeting.

We suggest that you approve this resolution.

#### **3.4 Powers to effect legal formalities (twenty-first resolution)**

The twenty-first 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  
17 October 2017  
The Board of Directors

**Annexe 1**  
**Delegations and authorisations**

Current authorisations					Authorisations proposed to the Shareholders' Meeting 24 November 2017		
Nature of the authorisation	Date of the shareholders' meeting (resolution n°)	Duration (expiry date)	Maximum authorised amount	Use	Resolution n°	Duration	Maximum amount
<b>Share capital increase</b>							
Issuance with upholding of preferential subscription rights	14 December 2016 (resolution 10)	26 months (14 February 2019)	Shares: EUR 600,000 Debt securities: EUR 300,000,000  Joint maximum amount applicable to all resolutions relating to the issuance of shares and/or debt securities.	N/A	10	26 months	Shares: EUR 600,000 Debt securities: EUR 300,000,000  Joint maximum amount applicable to all resolutions relating to the issuance of shares and/or debt securities
Issuance by way of public offering with cancellation of the preferential subscription right	14 December 2016 (resolution 11)	26 months (14 February 2019)	Shares: EUR 250,000 Debt securities: EUR 150,000,000	N/A	11	26 months	Shares: EUR 250,000 Debt securities: EUR 150,000,000
Issuance by way of offering referred to in section II of article L.411-2 of the French monetary and financial code, with cancellation of the preferential subscription right	14 December 2016 (resolution 12)	26 months (14 February 2019)	Shares: EUR 250,000 Debt securities: EUR 150,000,000	N/A	12	26 months	Shares: EUR 250,000 Debt securities: EUR 150,000,000



Current authorisations					Authorisations proposed to the Shareholders' Meeting 24 November 2017		
Nature of the authorisation	Date of the shareholders' meeting (resolution n°)	Duration (expiry date)	Maximum authorised amount	Use	Resolution n°	Duration	Maximum amount
Authorization to increase the amount of the initial issuance, in the event of a share issue for which shareholders' preferential subscription rights are maintained or cancelled	14 December 2016 (resolution 13)	26 months (14 February 2019)	15% of initial issuance	N/A	13	26 months	15% of initial issuance
Determination of price of issuances carried out by way of public offering or offering referred to in section II of article L.411-2 of the French monetary and financial code, with cancellation of preferential subscription rights of shareholders, up to a maximum of 10% of the share capital per year	14 December 2016 (resolution 14)	26 months (14 February 2019)	10% of the share capital on the date of the decision of the Board of Directors determining the offering price per 12-month period	N/A	14	26 months	10% of the share capital on the date of the decision of the Board of Directors determining the offering price per 12 month period
Issuance of securities with cancellation of the shareholders' preferential subscription right to the benefit of category of persons	-	-	-	-	15	18 months	Shares: EUR 250,000 Debt securities: EUR 150,000,000
Issuance of up to 10% of the share capital in consideration for contributions in kind	14 December 2016 (resolution 15)	26 months (14 February 2019)	10% of the share capital on the date of the decision of the Board of Directors approving the issuance	N/A	16	26 months	10% of the share capital on the date of the decision of the Board of Directors approving the issuance

Current authorisations					Authorisations proposed to the Shareholders' Meeting 24 November 2017		
Nature of the authorisation	Date of the shareholders' meeting (resolution n°)	Duration (expiry date)	Maximum authorised amount	Use	Resolution n°	Duration	Maximum amount
Capital increase by capitalisation of share premiums, reserves, profits or other items that may be capitalised	14 December 2016 (resolution 18)	26 months (14 February 2019)	EUR 250,000  This maximum amount is not deductible from any maximum amount.	N/A	19	26 months	EUR 250,000  This maximum amount is not deductible from any maximum amount
<b>Stock-options, free share allotment and employee savings plan</b>							
Issuance with cancellation of preferential subscription rights to the benefit of the members of a share savings plan	14 December 2016 (resolution 16)	26 months (14 February 2019)	2% of the share capital on the date of the decision of the Board of Directors	N/A	17	26 months	2% of the share capital on the date of the decision of the Board of Directors
Free allotment of ordinary shares	14 December 2016 (resolution 17)	38 months (14 February 2020)	3% of the share capital on the date of the decision of the Board of Directors	N/A	18	38 months	3% of the share capital on the date of the decision of the Board of Directors
<b>Decrease in the share capital by cancelling shares</b>							
Decrease in the share capital by cancelling shares	14 December 2016 (resolution 9)	18 months (14 juin 2018)	10% of the share capital on the date of cancellation by 24-month period	N/A	9	18 months	10% of the share capital on the date of cancellation by 24-month period
<b>Buy-back by Amplitude Surgical of its own shares</b>							
Authorisation to be granted to the Board of Directors to trade in the Company's shares	14 December 2016 (resolution 8)	18 months (14 June 2018)	EUR 40,000,000	Implementation as part of a liquidity agreement	8	18 months	EUR 40,000,000