



Public limited company with a capital of 22,998,733.75 euros
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DOCUMENTS RELATED TO THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 19, 2022

Translation for information purposes only

This document is a free translation (the “Translation”) of Onxeo’s “BROCHURE DE CONVOCATION: ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES”, dated April 4, 2022. This Translation is provided for convenience and information purposes only. In the event of any ambiguity or conflict between the statements or other items contained herein and the corresponding statements in the French language “BROCHURE DE CONVOCATION: ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES”, the “BROCHURE DE CONVOCATION: ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES” shall prevail.



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On April 4, 2022

Ladies and gentlemen,

In your capacity as shareholders of Onxeo, you are convened to an Ordinary and Extraordinary General Meeting which will be held on **April 19, 2022** at 2:00 pm CEST, at the Hôtel Renaissance Paris Nobel Tour Eiffel, 55 avenue Raymond Poincaré, 75116 Paris.

Enclosed are the following documents:

- Agenda;
- Text of the resolutions;
- Business Overview;
- Request for the sending of additional documents;
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- Terms of participation in the general meeting.

AGENDA

Agenda under the competence of the ordinary general meeting

- ratification of the appointment, on a provisional basis, of a member of the Board of Directors (*Robert Coleman*),
- ratification of the appointment, on a provisional basis, of a member of the Board of Directors (*GammaX Corporate Advisory*),
- ratification of the appointment, on a provisional basis, of a member of the Board of Directors (*Bryan Giraud*),

Agenda under the competence of the extraordinary general meeting

- authorization to be granted to the Board of Directors to grant options to subscribe for or purchase shares in the Company in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code,
- delegation of authority to be granted to the Board of Directors to issue and allocate share warrants with cancellation of shareholders' preferential subscription rights in favor of the following categories of persons (i) members of the Board of Directors of the Company in office on the date of grant of the warrants who are not employees or officers of the Company or any of its subsidiaries and (ii) persons who are bound by a service or consultancy contract with the Company or any of its subsidiaries,
- authorization to be granted to the Board of Directors to increase the share capital by issuing shares and securities giving access to the Company's capital to employees who are members of the Group's savings plan.

Item added to the agenda following the request for the inclusion of a draft resolution by a shareholder, Invus Public Equities, Calendon House 2, Church Street HM11, Hamilton, Bermuda

- appointment of new board member (Julien Miara)

TEXT OF THE RESOLUTIONS

First resolution

Ratification of the appointment, on a provisional basis, of a member of the Board of Directors (Robert Coleman)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors,

having taken note that the Board of Directors, at its meeting of 6 October 2021, Mr. Robert Coleman as Director, replacing Ms. Christine Garnier for the remainder of the latter's remaining term of office – i.e. until the end of the Ordinary General Meeting called to deliberate on the financial statements for the year ending on December 31, 2022,

ratifies, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mr. Robert Coleman as a Director of the Company.

Second resolution

Ratification of the appointment, on a provisional basis, of a member of the Board of Directors (GammaX Corporate Advisory)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors,

having taken note that the Board of Directors, at its meeting of 6 October 2021, appointed the company GammaX Corporate Advisory represented by Mr. Jacques Mallet as Director, replacing Mr. Jean-Pierre Bizzari for the remainder of the latter's remaining term of office – i.e. until the end of the Ordinary General Meeting called to deliberate the financial statements for the year ending on December 31, 2021,

ratifies, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of GammaX Corporate Advisory as a Director of the Company.

Third resolution

Ratification of the appointment, on a provisional basis, of a member of the Board of Directors (Bryan Giraudo)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors,

having taken note that the Board of Directors, at its meeting of 23 November 2021, appointed Mr. Bryan Giraudo as Director to replace Mr. Thomas Hofstaetter, who resigned, for the remainder of the latter's term of office, i.e., until the end of the ordinary annual general meeting called to approve the accounts for the financial year ending 31 December 2023,

ratifies, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mr. Bryan Giraudo as a Director of the Company.

Fourth resolution

Authorization to be granted to the Board of Directors to grant stock options or stock purchase options

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in application of the provisions of Articles 225-177 to L. 225-184 of the French Commercial Code,

authorizes the Board of Directors, with the option to sub-delegate to the Chief Executive Officer, to grant, during the periods authorized by law, options giving the right to subscribe for new shares to be issued by the Company as a capital increase or to purchase existing shares of the Company, under the following conditions:

- the authorization relates to a maximum number of 7,350,000 options each relating to one share, it being recalled that in any event, the Board of Directors must comply with the legal limit set by Articles L. 225-182 and R. 225-143 of the French Commercial Code;
- each option will give the right to subscribe for or purchase one share of the Company with a nominal value of 0.25 euro,
- the options would be granted to members of the salaried employees and/or corporate officers (or some of them) of the Company and companies and economic interest groups linked to the Company under the conditions defined in Article L. 225-180-I of said Code,
- the total number of options thus granted would give the right to subscribe to or purchase a maximum number of 7,350,000 shares with a nominal value of 0.25 euros, i.e., a maximum nominal amount of 1,837,500 euros, corresponding to a maximum dilution percentage of 8.0 % in relation to the Company's share capital on 31 December 2021,
- the purchase or subscription price per share will be set by the Board of Directors on the day the option is granted within the limits provided for by law and this resolution, without being lower than the average of the prices quoted on the twenty stock exchange trading days preceding the day the Board decides to grant the options, rounded up to the next euro cent, nor, in the case of purchase options, to 80% of the average purchase price of the own shares held by the Company, rounded up to the next euro cent,
- each option must be exercised within a period of 10 years at the latest from the date of their granting; it being specified, however, that this period may be reduced by the Board of Directors for beneficiaries resident in a given country to the extent necessary in order to comply with the law of that country,

consequently, grants full powers to the Board of Directors to implement this authorization and in particular, without this list being exhaustive:

- draw up a list of beneficiaries of options and the number of options allocated to each of them;
- determine the nature of the options (stock options or stock purchase options);

- set the terms and conditions of the options and determine the rules of the plan including, in particular, (i) any other performance conditions, reflecting the medium and long-term interests of the Company, and/or conditions for remaining in the Group, to which the exercise of the options will be subject, if applicable, (ii) the date(s) or period(s) of exercise of the options, it being understood that the Board of Directors may anticipate the dates or periods for exercising the options, maintain the exercisability of the options or modify the dates or periods of non-transferability and/or non-convertibility to the bearer of the shares obtained by the exercise of the options, (iii) any clauses prohibiting the immediate resale of all or part of the shares;
- where applicable, limit, suspend, restrict or prohibit the exercise of the options or the sale or transfer to bearer form of the shares obtained by the exercise of the options during certain periods or as from certain events, and its decision may concern all or part of the options or shares or all or part of the beneficiaries;
- set the date of entitlement to dividends, even retroactively, for new shares resulting from the exercise of stock options;
- record the completion of the capital increases up to the amount of the shares which will actually be subscribed by the exercise of the subscription options, amend the bylaws accordingly, complete the subsequent formalities, and, at its sole discretion, if it deems appropriate, proceed, where applicable, to charge any costs incurred in connection with the issues against the share premium account and deduct from this account the sums necessary to fully fund the legal reserve;
- take all measures and carry out all formalities required for the listing of the new shares thus issued.

This authorization may not be used during the period of a public offer for the Company's shares.

This authorization entails, in favor of the beneficiaries of the options, the express waiver by the shareholders of their preferential subscription rights to the shares which will be issued as and when the options are exercised.

The capital increase resulting from the exercise of options will be definitively completed by the sole fact of the declaration of exercise of the option, accompanied by the subscription form and payment.

The Board of Directors will inform the Ordinary General Meeting each year of the transactions carried out under this resolution, in accordance with the provisions of Article L. 225-184 of the French Commercial Code.

This authorization, which cancels all prior authorizations to grant stock options, is granted to the Board of Directors for a period of thirty-eight (38) months from the date of this meeting, it being specified that the Board of Directors may use this authorization on one or more occasions.

Fifth resolution

Delegation of authority to be granted to the Board of Directors for the purpose of issuing and allocating share subscription warrants to (i) members of the Board of Directors of the Company in office on the date of allocation of the warrants who are not employees or officers of the Company or one of its subsidiaries and (ii) persons bound by a service or consultancy contract to the Company or one of its subsidiaries

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having read the Board of Directors' report and the Statutory Auditors' report,

delegates to the Board of Directors the authority to grant a maximum number of 1,850,000 ordinary share subscription warrants (the "SSW") each giving the right to subscribe for one share of the Company, with a

nominal value of 0.25 euro, i.e., a maximum nominal amount of 462,500 euros, corresponding to a maximum dilution percentage of 2,0% in relation to the Company's share capital on 31 December 2021,

resolves that the issue price of a SSW will be determined by the Board of Directors on the day of issue of said SSW based on the characteristics of said SSW, with the assistance of an independent expert,

decides to cancel, for these SSW, the shareholders' preferential subscription right, as these SSW can only be allocated to the following category of beneficiaries: (i) members of the Board of Directors of the Company in office at the date of grant of the warrants who are not employees or officers of the Company or any of its subsidiaries and (ii) persons who are bound by a service or consultancy contract to the Company or any of its subsidiaries (the "Beneficiaries"),

resolves, in accordance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board of Directors the task of determining the list of Beneficiaries and the portion of the SSW allocated to each Beneficiary so designated,

consequently, authorizes the Board of Directors, within the limit of the foregoing, to issue and allocate the SSW, on one or more occasions for each Beneficiary,

decides to delegate to the Board of Directors for each Beneficiary, the terms and conditions for exercising the SSW and, in particular, the issue price of the SSW, the Exercise Price and the timetable for exercising the SSW, it being specified that the SSW must be exercised within ten (10) years of their issue at the latest and that the SSW which have not been exercised at the end of this ten (10) year period will automatically become null and void,

resolves that the subscription price of an ordinary share of the Company on exercise of a SSW, which will be determined by the Board of Directors at the time of allocation of the SSW, must be at least equal to the volume-weighted average of the prices quoted during the 20 trading days preceding the day on which the SSW is allocated by the Board of Directors,

resolves that the ordinary shares so subscribed shall be fully paid up upon subscription, either by cash payment or by set-off against liquid and due claims,

resolves that the new shares delivered to the Beneficiary upon exercise of its SSW will be subject to all provisions of the bylaws and will carry dividend rights on the first day of the financial year during which they are issued,

decides that the SSW will be transferable. They will be issued in nominative form and will be registered in an account,

resolves to issue 1,850,000 ordinary shares with a maximum par value of 0.25 euros to which the exercise of the warrants issued will give the right,

reiterates that in application of in Article L. 228-98 of the French Commercial Code:

- in the event of a capital reduction motivated by losses through a reduction in the number of shares, the rights of the holders of the SSW as to the number of shares to be received upon exercise of the SSW will be reduced accordingly as if the said holders were shareholders from the date of issue of the warrants;
- in the event of a capital reduction motivated by losses through a reduction in the nominal value of the shares, the subscription price of the shares to which the warrants entitle the holder will remain unchanged, with the issue premium being increased by the amount of the reduction in nominal value;

further resolves that:

- in the event of a capital reduction not motivated by losses by way of a reduction in the par value of the shares, the subscription price of the shares to which the warrants entitle the holder will be reduced by the same amount;
- in the event of a capital reduction not motivated by losses through a reduction in the number of shares, the holders of the SSW, if they exercise their SSW, will be able to request the repurchase of their shares under the same conditions as if they had been shareholders at the time of the Company's repurchase of its own shares,

resolves, as provided for in Article L. 228-98 of the French Commercial Code, that the Company is authorized, without having to seek the authorization of the holders of the warrants, to modify its form and corporate purpose,

recalls that pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company is authorized to modify the rules for the distribution of its profits, amortize its capital and create preference shares entailing such modification or amortization, subject to taking the necessary steps to maintain the rights of holders of securities giving access to the capital under the conditions defined in Article L. 228-99 of the French Commercial Code,

authorizes the Company to require holders of the SSW to repurchase or redeem their rights as provided for in Article L. 208-102 of the French Commercial Code,

decides that, should it be necessary to make the adjustment provided for in Article L. 228-99 3° of the French Commercial Code, the adjustment will be performed by applying the method provided for in Article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right as well as the value of the share before detachment of the subscription right will, if necessary, be determined by the Board of Directors based on the subscription, exchange or sale price per share used for the last transaction involving the Company's capital (capital increase, contribution of securities, sale of shares, etc.) during the six (6) months prior to the meeting of the said Board of Directors or, if no such transaction is carried out during this period, according to any other financial parameter which appears relevant to the Board of Directors (and which will be validated by the Company's auditors),

resolves to give full powers to the Board of Directors to implement this delegation, in order to:

- issue and allocate the SSW and to set the subscription price, the exercise terms and conditions and the final terms and conditions of the SSW in accordance with the provisions of this resolution and within the limits set in this resolution;
- determine the identity of the Beneficiaries of the SSW as well as the number of SSW to be allocated to each of them;
- set the price of the share that may be subscribed for by exercising an SSW under the aforementioned conditions;
- record the number of ordinary shares issued following the exercise of the warrants, carry out the formalities following the corresponding capital increases and make the corresponding amendments to the bylaws;
- take all measures to ensure the protection of the holders of the warrants in the event of a financial transaction concerning the Company, in accordance with the legal and regulatory provisions in force and, where applicable, the applicable contractual stipulations;
- in general, take any measure and carry out any formality useful to this issue.

resolves that this delegation may not be used during a public offer for the Company's shares,

resolves that this delegation is granted for a period of eighteen (18) months as from this date and terminates any previous delegation having the same purpose.

Sixth resolution

Delegation of authority to be granted to the Board of Directors for the purpose of carrying out a capital increase reserved for employees carried out under the conditions provided for in Articles L. 3332-18 et seq. of the Labor Code

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the report of the Statutory Auditors,

noting the provisions of Articles L. 3332-18 et seq. of the Labor Code and deciding in accordance with the provisions of Articles L. 225-129-6, L. 225-138 and L. 22-10-49 of the French Commercial Code,

delegates to the Board of Directors, with the power to delegate in accordance with the law, its authority to proceed with a capital increase on one or more occasions in the proportions and at the times it deems fit, within twenty-six (26) months from the date of this meeting, by issuing a maximum of 100,000 shares of a nominal value of 0.25 each, i.e. a maximum nominal amount of 25,000 euros, to be paid in cash,

resolves that this authorization shall entail the cancellation of shareholders' preferential subscription rights to cash shares to be issued to the company mutual fund to be set up as part of a company mutual fund to be created in the event of completion of the capital increase(s) provided for in the previous paragraph;

resolves that the subscription price of the new ordinary shares, which will confer the same rights as the old shares, will be determined by the Board of Directors in accordance with the provisions of Article L. 3332-20 of the Labor Code; it may not be (i) higher than the average of the prices quoted during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date of the subscription period, (ii) or more than 30% lower than the average of the prices quoted during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date of the subscription period, or 40% lower when the unavailability period provided for in the Company Savings Plan is 10 years or more;

resolves that each capital increase will only be carried out up to the amount of shares effectively subscribed by the company mutual fund;

delegates full powers to the Board of Directors to:

- set the date and terms and conditions of the issues to be carried out under this authorization in accordance with the legal and statutory requirements and, in particular, set the subscription price in accordance with the rules defined above, the opening and closing dates for subscriptions, the dates from which the shares will possess dividend rights and the time limits for paying up the shares;
- record the completion of the capital increases up to the amount of the shares which will actually be subscribed;
- carry out, directly or through an agent, all operations and formalities;
- make the necessary amendments to the bylaws in connection with increases in the share capital;
- and generally, to all that is useful and necessary for the final completion of the increase or successive

increases in the share capital.

resolves that this delegation may not be used during a public offer for the Company's shares,

The Board of Directors may sub-delegate to any person authorized by law the power to decide to carry out the issue, as well as the power to postpone it, within the limits and on the terms and conditions that it may determine in advance.

Seventh resolution

Appointment of a new Board member (Julien Miara)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

resolved to appoint Mr. Julien Miara as a member of the Board of Directors for a term of three years expiring at the end of the ordinary shareholders' meeting to be held in 2025 to approve the financial statements for the year ending December 31, 2024.

Mr. Julien Miara has indicated in advance that he accepts the duties of director of the Company and that he is not subject to any incompatibility that would prevent him from exercising them.

BRIEF DESCRIPTION OF THE ACTIVITY IN 2021

Onxeo is a French clinical-stage biotechnology company that develops new cancer drugs by targeting tumor DNA functions through unique mechanisms of action in the field of DNA Damage Response (DDR).

The Company focuses on the development of innovative or disruptive compounds from preclinical (translational) research to human clinical proof of concept, which represents its know-how and expertise. It thus leads its programs to the most value-creating and attractive inflection points for potential partners.

Onxeo is listed on the Euronext Growth market in Paris and the Nasdaq First North Growth market in Copenhagen.

The Company's portfolio includes:

- AsiDNA™, a first-in-class product interfering with tumor DNA break repair based on a decoy agonist mechanism, unlike any other in the DDR field, which could contribute to the fight against tumor resistance. AsiDNA™ was previously successfully evaluated in a Phase 1 trial in metastatic melanoma by local administration, and then demonstrated safety and systemic (IV) activity in solid tumors in the Phase 1 DRIIV trial both as a single agent and in combination with chemotherapy. It is currently in clinical development in two trials, one in combination with PARP inhibitor-based targeted therapies and the other in combination with radiotherapy.
- platON™, Onxeo's platform of decoy-agonists oligonucleotides. PlatON™ is intended to expand the Company's product portfolio by generating new compounds based on this same decoy mechanism and capitalizing on the expertise the Company has developed on this type of oligonucleotide.
- A new family of compounds in preclinical phase, OX400, which is positioned as a next-generation PARP agonist that is designed to not induce resistance and activate the immune response. OX401, the first molecule identified, is currently being optimized.

The Company is convinced that its decoy oligonucleotide technology has significant therapeutic potential and represents a disruptive innovation that could pave the way for a new paradigm in cancer treatment.

1. R&D PROGRAMMES

1.1. ASIDNA®

AsiDNA® positions the Company in a new field at the forefront of scientific and clinical research in oncology, namely tumor DNA damage response (DDR : DNA Damage Response).

DNA damage response consists of a network of cellular pathways that detect, signal and repair DNA damage. Proteins monitor DNA integrity and can activate cell cycle control points and repair pathways in response to damage to prevent the generation of potentially deleterious mutations.

Applied to oncology, this new field of research aims to weaken or block the ability of tumor cells to repair damage to their DNA, either naturally or through cytotoxic treatments. Tumor cells are much more dependent on their DNA repair mechanisms than healthy cells, due to their uncontrolled proliferation.

AsiDNA® is a first-in-class product in the DDR field. It interferes with tumor DNA repair through a highly original decoy agonist mechanism, which originated from research work at the Institut Curie.

The product is composed of a double-stranded DNA fragment that behaves like a fragment of damaged tumor DNA and causes hyperactivation of repair pathways (agonist mechanism) and the hijacking and sequestration of repair proteins (decoy mechanism). AsiDNA® induces an hyper stimulation of DNA repair and a depletion of the tumor cell's repair pathways, which nevertheless continues its replication cycle, but with damaged DNA, leading to cell death. AsiDNA® specifically targets tumor cells: preclinical and clinical studies conducted to date have shown that it has no effect on healthy cells, suggesting a favorable safety profile including in combination with other treatments, which was confirmed in humans after systemic administration in the multi-center DRIIV-1 and DRIIV-1b studies.



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Of particular interest is that, unlike targeted products that inhibit a specific protein or pathway, such as PARP inhibitors (PARPi), AsiDNA[®] interferes with all repair pathways. Acting upstream of multiple pathways, it does not inhibit one or more repair proteins but instead captures and hyperactivates them, thereby disrupting the entire repair cascade. Thus, it does not induce resistance mechanisms to anti-cancer treatment, which all targeted therapies used in oncology nowadays face. This resistance leads to therapeutic failures after several treatment cycles.

This is an important differentiating factor that allows for its use in combination with other tumor DNA damaging agents such as radiotherapy and chemotherapy, or in combination with inhibitors of a specific repair pathway such as PARP inhibitors (PARPi), to significantly increase their efficacy, notably by abrogating resistance to those treatments.

The Group continued the preclinical and clinical development of this lead candidate by systemic route in 2021.

In terms of preclinical development

It has been established through several studies that a small population of tumor cells can escape cell death by entering a state of reversible latency when treated with a targeted therapy. These so-called persistent or drug-tolerant persister cells (DTP) are a major source of resistance to targeted therapies, thereby leading to cancer recurrence.

At the AACR 2020 virtual conference, the Company presented preclinical data showing that the combination of AsiDNA[®] with targeted PARP inhibitor (PARPi) therapies prevented the reactivation of these persistent cells, thereby completely and irreversibly preventing the emergence of tumor resistance.

At the American Association for Cancer Research (AACR) Annual Meeting in April 2021, the Company presented results from preclinical studies that showed the ability of AsiDNA[™] to also prevent KRAS inhibitor resistance (KRASi) induced by persistent cells. In addition, new data presented at the EACR-AstraZeneca virtual conference organized by the European Association for Cancer Research and AstraZeneca on "Persistent Drug-Tolerant Cells" in December 2021) confirmed that AsiDNA[™], in combination with targeted therapies such as KRAS and EGFR inhibitors, prevents the reactivation of these DTP cells and prevents resistance in tumor models of interest.

These properties of AsiDNA[™] could enable it to become a gold standard combination therapy to counter resistance to multiple targeted therapies when induced by persistent cells and thus pave the way for several combination strategies in terms of anti-cancer treatment.

In terms of clinical development

On February 4, 2021, Onxeo announced a research agreement with the Institut Curie to conduct a Phase 1b/2 trial to assess AsiDNA[®] in combination with radiotherapy in the treatment of recurrent high-grade glioma in children. This study is supported by a grant from the European Fight Kids Cancer program. The objective of this clinical research agreement with the Institut Curie, France's leading cancer center, is to conduct a Phase 1b/2 study to evaluate the effect of AsiDNA[®] in combination with radiotherapy in pediatric patients with recurrent high-grade glioma (HGG) who are eligible for re-irradiation. This collaboration represents a new clinical step for Onxeo and reflects the Company's commitment to evaluate its drug candidate in indications of very high medical need, which is the case for this indication with a particularly poor prognosis.

In parallel, the Company continued the REVOCAN Phase 1b/2 clinical trial to evaluate the combination of AsiDNA[™] with PARP inhibitors in the 2nd line maintenance treatment of relapsed ovarian cancer. Gustave Roussy is the sponsor of this study. The pace of recruitment has been slower than expected, partly due to the health crisis, and the initial results are now expected in mid-2022.

In terms of intellectual property

The Company pursues an active policy of industrial protection for AsiDNA[®], particularly for its most promising potential combinations. In September 2021, the Company was notified that the European Patent Office (EPO) has issued a patent that will strengthen the protection of AsiDNA[®] combined with PARP inhibitors (PARPi) in Europe.

In particular, this patent protects the method of using AsiDNA[®] in combination with PARP inhibitors in the treatment of certain cancers in which the homologous recombination (HR) DNA repair pathway is unaltered or deficient, known as "HR-proficient" cancers, which are not very sensitive to treatment with PARP inhibitors.



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This patent will provide protection until 2036. It adds to the already robust set of patent families that protect AsiDNA® and its related compounds, both alone and in combination.

AsiDNA® has the potential to be used in a broad spectrum of combinations and multiple indications, which the Group wishes to leverage through partnerships to generate, in both the short and long term, numerous catalysts for growth and value for the Group and its shareholders.

1.2. PLATON® PLATFORM AND OX400 FAMILY

PlatON® is a chemistry platform that allows for the construction of new molecules using three components: the oligonucleotide (a double-stranded fragment of DNA), a linker between the two strands to ensure the stability of the fragment, and a vector to promote cellular penetration (a cholesterol molecule in the case of AsiDNA®). With platON®, Onxeo has the means to enrich its portfolio of highly innovative drug candidates while capitalizing on its expertise and knowledge accumulated in the field of oligonucleotides and DNA repair mechanisms over the past several years.

After AsiDNA®, the first compound derived from platON®, the company has designed a family of new compounds called OX400 derived from its oligonucleotide platform. Based on Onxeo's proprietary agonist decoy technology, the OX400 family is positioned both in the field of DNA damage response (DDR) by acting on PARP, a key protein in tumor DNA repair, and in the field of immuno-oncology.

The preclinical program which has already been completed has confirmed the main properties of the first compound, OX401. The latter exhibits potent antitumor activity, as demonstrated in an animal model of breast cancer, through PARP hyperactivation and the hijacking of its DNA repair function in tumor cells specifically. PARP is a major component of the DNA repair mechanism, and the clinical value of acting on this protein has already been amply demonstrated by PARP inhibitors. Moreover, this activity on PARP induces a strong engagement of the cGAS-STING pathway¹, as demonstrated by the increase in key biomarkers of the tumor immune response. The activation of this pathway is now a very promising new approach in immuno-oncology.

Benefiting from a novel decoy agonist mechanism of action like all platON®-derived compounds, OX401 does not induce tumor resistance to treatment, which represents a clear differentiation from targeted therapies like PARP inhibitors. Finally, like AsiDNA®, OX401 has no activity on healthy cells, which should give it a favorable safety profile in the clinic.

At the American Association for Cancer Research (AACR) 2021 International Meeting, the Company presented pre-clinical results² that highlight the properties of the compounds from the OX400 family, as immunomodulatory agents and "metabolic enhancers", i.e. a molecule that "boosts" the antitumor immune response while depleting the metabolic resources of the tumor cells.

During 2021, the Company continued to optimize OX401 in order to improve its action on the PARP protein, which is involved in the tumor DNA repair cascade, and its activation of the antitumor immune response via the cGAS-STING pathway. The Group plans to select the compound with the optimal pharmacokinetic and pharmacodynamic profile (lead compound) and its preclinical development in 2022, including the study of its combination with immune checkpoint inhibitors (immunotherapies).

2. PRODUCTS LICENSED TO THIRD PARTIES - BELEODAQ® (BELINOSTAT)

Belinostat is a histone deacetylase inhibitor (HDACi) that is marketed under the brand name Beleodaq® in the United States for the second-line treatment of patients with peripheral T-cell lymphoma. In April 2020, Onxeo entered into agreements with Acrotech Biopharma LLC that extend Acrotech's commercialization rights for belinostat to all territories that they did not already have under license (i.e. the United States, Canada, Mexico and India) and transfer patent ownership for the oral form of belinostat to them in all territories.

¹ The cGAS-STING pathway is a component of the innate immune system, which detects cytosolic DNA (involved in particular in carcinogenesis) and induces an immune response as a result.

² Abstract 527: A new generation of PARP interfering drug candidates for cancer treatment - Wael Jdey, Christelle Zandanel, Véronique Trochon-Joseph, Chloé Doizelet, Vincent Hayes, Marie-Christine Lienafa, Richard Tripelon and Françoise Bono - Proceedings: AACR Annual Meeting 2021; April 10-15, 2021 and May 17-21, 2021; Philadelphia, PA



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As of the date of the agreements, Onxeo no longer has any responsibility for the development of the product and it is therefore no longer presented in the Company's R&D portfolio.

During 2021, Onxeo continued to receive license royalties from its partner which were fully allocated to the repayment of the bonded debt it contracted with SWK Holdings in June 2018. After the full repayment of this debt, the license will be royalty-free and Acrotech will retain all revenues generated by Beleodaq®.

3. FUNDING

3.1. 5 MILLION EUROS OF NON-DILUTIVE FINANCING IN THE FORM OF GOVERNMENT-BACKED LOANS

On January 28, 2021, the Group announced that it had obtained non-dilutive funding of 5 million euros in the form of Government-Backed Loans. This funding is part of the measures put in place by the French government to support French companies in the context of the COVID-19 pandemic and allows the Company to strengthen its cash position.

The loans are 90% guaranteed by the French government, have interest rates ranging from 0.25% to 1.75%, including the government guarantee, and have a 12-month maturity. After this initial period, the Group may, at its discretion, defer repayment of the principal amount for up to five additional years.

3.2. CAPITAL INCREASE WITH UPHOLDING OF PREFERENTIAL SUBSCRIPTION RIGHTS

In a press release dated March 10, 2021, Onxeo announced the launch of a capital increase with maintenance of the preferential subscription rights of shareholders in France and Denmark, on the basis of the seventeenth and twentieth resolutions adopted by the extraordinary general meeting of shareholders of June 19, 2020. This operation was the subject of a prospectus approved by the AMF under no. 21-063.

The proceeds of this issue of New Shares are intended to primarily finance the expansion and acceleration of development clinical use of AsiDNA™, especially in combination with other anti-cancer agents. The Group also intends to continue the optimization and preclinical development of new candidates from the platON™ platform, optimize pharmaceutical development and compound manufacturing operations, and more generally, finance the activity of the Company.

The main terms of the operation are summarized below:

- Subscription parity: 1 new share for 6 existing shares
- Subscription price: € 0.71 (corresponding to DKK 5.29) per share, i.e. a facial discount of 5.3% compared to the market price of March 8, 2021.
- Number of shares offered: 13,052,968 New Shares, which may be increased to a maximum of 15,010,913 new shares in the event of full exercise of the Extension Clause.
- Gross proceeds of the transaction: 9,267,607 euros, which may be increased to 10,657,748 euros in the event of the exercise in full of the Extension Clause and to approximately 7 million euros in the event of a limitation of the offer to 75.5% of the amount of the envisaged capital increase (which corresponds to the subscription commitments of the two reference shareholders, Financière de la Montagne and Invus Public Equities LP).

On April 12, 2021, Onxeo announced the success of this capital increase, with a subscription rate of approximately 104.8%. The gross amount of the capital increase, including share premium, amounts to 9,7 million euros. This transaction extends the Company's cash runway until at least end 2022.

The Company's capital following the capital increase amounts to 22,998,733.75 euros, divided into 91,994,935 shares with a par value of 0.25 euros each.

4. GOVERNANCE

During 2021, the Company partially renewed its Board of Directors, with the following changes:

- On June 10, 2021, the General Meeting of Shareholders renewed the term of office of Mr. Thomas Hofstaetter as Director for three years and ratified the appointment of two new Directors: Invus, represented by Mr. Julien Miara, and Dr. Shefali Agarwal, an independent director. At the end of June 2021, Jean-Pierre Bizzari, an independent member of the Board of Directors, resigned from his position for personal reasons.
- On July 29, 2021, the Company announced the appointment of Dr. Shefali Agarwal as Chairman of the Board of Directors, in replacement of Ms. Danièle Guyot-Caparros, who remains an independent member of the Board and Chairman of the Audit Committee. Ms. Agarwal is the Chief Medical and Development Officer at Epizyme, Inc., a company that develops novel epigenetic therapies for cancer and other serious diseases, and is responsible for the global clinical development and regulatory strategy. In addition, she is a member of the board of directors of three U.S. biotechnology companies, ITB Med (unlisted), Gritstone Bio (Nasdaq: GTRS) and Fate Therapeutics (Nasdaq: FATE).
- On October 14, 2021, the Company announced the appointment of two new independent members, Dr. Robert L. Coleman, Scientific Director of the US Oncology Network, one of the largest U.S. networks dedicated to cutting-edge oncology care and research, and Dr. Jacques Mallet, former Senior Vice President in charge of Analytics/Corporate Strategy and a member of Sanofi's Executive Leadership Team, who is currently a member of the board of directors of several publicly and privately held companies in the healthcare technology sector. Mr. Coleman and Mr. Mallet were appointed to replace Ms. Christine Garnier and Mr. Jean-Pierre Bizzari, respectively. It is specified that Ms. Garnier has resigned from her mandate at the end of July 2021.
- On November 23, 2021, the Company announced the appointment of Mr. Bryan Giraudo as an independent member of the Board of Directors, in replacement of Thomas Hofstaetter who left the Board on the same day, after three terms. Bryan Giraudo is both Chief Operating Officer and Chief Financial Officer of Gossamer Bio, a U.S. listed biopharmaceutical company (Nasdaq: GOSS) which specializes in the development and commercialization of innovative therapies in the fields of immunology, inflammation and oncology.

5. CHRONOLOGICAL SUMMARY OF THE COMPANY'S PRESS RELEASES IN FISCAL YEAR 2021

The full text of these press releases can be accessed on the Company website at (www.onxeo.com).

1/07/2021	Publication of the 2020 financial calendar
1/08/2021	Publication of the 2020 annual report on the liquidity contract
1/11/2021	Onxeo announces its participation in major investor and scientific conferences
1/28/2021	Onxeo obtains non-dilutive financing of 5 million euros in the form of Government-backed Loans
2/02/2021	Onxeo publishes a Letter to Shareholders and provides an update on its developments
2/04/2021	Onxeo enters into a research agreement with the Institut Curie to conduct a Phase 1b/2 trial to evaluate AsiDNA® in combination with radiotherapy in the treatment of recurrent high-grade glioma in children.
3/10/2021	Onxeo launches a capital increase with preferential subscription rights for shareholders to accelerate its R&D programs
3/24/2021	Onxeo updates its financial calendar
4/08/2021	Onxeo to present new preclinical data at AACR 2021
4/12/2021	Onxeo announces the success of its capital increase with preferential subscription rights for shareholders with €9.7 million raised
4/21/2021	Onxeo publishes its 2020 financial results and provides an update on its activities and outlook
4/23/2021	Provision of the 2020 annual financial report



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5/31/2021	Onxeo announces the formation of an independent Scientific Expert Committee composed of leading figures
6/09/2021	Onxeo receives a notice of allowance in the United States for a new patent that extends the protection of AsiDNA® in combination with a PARP inhibitor
6/10/2021	Minutes of the Combined General Meeting of June 10, 2021
7/29/2021	Onxeo published its financial results for the first half of 2021 and provided an update on its activities
7/29/2021	Onxeo announces the appointment of Dr. Shefali Agarwal as Chairman of its Board of Directors
10/14/2021	Onxeo expands its Board of Directors with two well-known figures from the healthcare sector
11/23/2021	Onxeo continues to strengthen its Board of Directors
12/08/2021	New preclinical data confirms AsiDNA® 's ability to target "persistent" cells and prevent tumor resistance to different treatments in combination

REQUEST FOR THE SENDING OF ADDITIONAL DOCUMENTS

The undersigned :

NAME AND FIRST NAME _____

ADDRESS _____

E-MAIL _____

owner of _____ share(s) in the :

nominative form,

bearer form, registered with : _____ (1)

acknowledge receipt of the documents relating to the combined ordinary and extraordinary general meeting of the shareholders to be held on **April 19, 2022** referred in to Article R. 225-81 of the commercial code,

request **ONXEO** to provide, for the said meeting, the documents referred to in Article R. 225-83 of the commercial code :

- hard copies send at the above mentioned postal address,
- by e-mail at the above mentioned e-mail address.

Executed in
On

Signature :

NOTA : In accordance with the provisions of Article R 225-88 paragraph 3 of the commercial code, the shareholders holding shares in the nominative form may, by a single request, obtain from the Company the documents referred to in Articles R. 225-81 and R 225-83 of that code, for each subsequent shareholders' meeting. If the shareholder wishes to benefit from this option, mention shall be made on this request.

(1) indication of the bank, financial institution, or online broker, etc. holding the account (the applicant must prove his or her status as a shareholder by sending a certificate of holding issued by the Authorized Intermediary).

TERMS OF PARTICIPATION IN THE GENERAL MEETING

Any shareholder, regardless of the number of shares owned, may attend this General Meeting.

Justification of the right to participate in the General Meeting

Any shareholder may justify his right to participate to the shareholders' meeting through the recording of the shares in the name of the shareholder or of the intermediary registered on his behalf, on the **April 13, 2022**, at midnight, Paris time, either in the nominative securities' accounts held by Société Générale, or in bearer accounts held by an authorized custodian.

The registration of shares in the bearer share accounts held by an authorized intermediary is evidenced by a certificate of participation issued by the latter, attached to the remote voting form or proxy form or upon request of the admission card in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate is also issued to the shareholder wishing to physically participate in the General Meeting and who has not received his admission card on the second business day preceding the Meeting at midnight, Paris time.

Methods for attending the General Meeting

1. Shareholder wishing to personally attend the meeting:

- The registered shareholder must request an admission card by returning the voting form by post using the T envelope to Société Générale - Service assemblées - 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3; if he has not received his admission card by the second business day prior to the General Meeting, he can go on the day of the Assembly at the counter provided for this purpose, along with proof of identity.
- The holder of bearer shares will have to ask the authorised intermediary who manages his account for an admission card to be sent to him.

2. Shareholders not attending the meeting in person and wishing to vote by mail, or give proxy:

- for registered shareholders: send in the single voting form by post or by proxy, which will be sent to him with the convening notice, either by ordinary mail using the T envelope attached to the notice of meeting to the following address: Société Générale - Service assemblées – 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 or by e-mail to the following address: ag2022@onxeo.com;
- for the holder of bearer shares: ask for this form from the intermediary who manages his shares, as of the date of notice of the Meeting. The single voting form by post or by proxy must be accompanied by a certificate of participation issued by his financial intermediary and returned by the latter either by mail to the following address: Société Générale - Service assemblées – 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 or by e-mail to the following address: ag2022@onxeo.com;

Requests for the voting form must reach Société Générale via the shareholder's financial intermediary at one of the addresses indicated above at least six days before the date of the meeting, which is scheduled for **April 13, 2022**.

Only duly completed voting forms that are received at Société Générale at one the addresses indicated above at least three days before the scheduled date of the meeting, i.e. no later than **April 15, 2022**, and accompanied by the certificate of participation issued by an authorised intermediary for bearer shares will be taken into account.

Shareholders wishing to give proxy to a third party :

In accordance with Article R. 225-79 of the French Commercial Code, the notification of the appointment and revocation of a proxy representative can be made electronically, as follows:

- for registered shareholders: they must send an email to the following address: **ag2022@onxeo.com** specifying one's full name, address and Societe Generale identifier for directly registered shareholders (information available at the top left of the account statement) or his identifier with his financial intermediary if he is a holder of administered registered shares and the full name and address of the appointed or revoked agent;
- for holders of bearer shares: they must send an email to the following address: **ag2022@onxeo.com** specifying their full name, address and bank details as well as the full name and address of the appointed or revoked representative. **The shareholder must then imperatively ask the financial intermediary that manages his account to send written confirmation to Société Générale, Service Assemblées, 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.**

In order for the duly signed and completed mandate appointments or revocation to be validly taken into account, they must reach the Company or Société Générale no later than the eve of the General Meeting, i.e. on **April 15, 2022**, for both notifications made by post or by electronic means.

The proxy holder sends his voting instructions for the exercise of his mandates in the form of a scanned copy of the single form, to Société Générale, by email to the following: assemblees.generales@sgss.socgen.com.

It is stipulated that any shareholder having already cast his vote, sent a proxy or asked for an admission card or certificate of attendance:

- cannot choose another method of participation;
- may, at any time, transfer all or part of his shares. If the transfer takes place before **April 13, 2022 at midnight** Paris time, the Company will invalidate or amend, as appropriate, the postal vote, proxy, or certificate of participation. For this purpose, the authorised financial intermediary shall notify the Company or its agent of the transfer and forward the necessary information.

Requests to add draft resolutions or items to the agenda

Requests to add draft resolutions or items to the agenda of the General Meeting fulfilling the conditions provided for by Articles L. 225-105, R. 225-71, and R. 225-73 of the French Commercial Code, presented by shareholders, must, in accordance with the legal provisions, reach ONXEO, 49, Boulevard du General Martial Valin, 75015 Paris, by registered letter with acknowledgement of receipt or by electronic communication at the following address ag2022@onxeo.com, no later than the **twenty-fifth day** preceding the date of the General Meeting.

These requests must be accompanied by a registration certificate that justifies the possession or the representation by the authors of the request of the proportion of the capital required by Article R. 225-71 above. In addition, the examination by the General Meeting of the items or draft resolutions filed by the shareholders in accordance with the regulations is subject to the submission by the authors of the request of a new certificate justifying the registration of their shares under the same conditions by the second business day preceding the Meeting.

The texts of the draft resolutions submitted by the shareholders and the list of items added to the agenda at their request will be posted on the Company's website **www.onxeo.com** as soon as the aforementioned conditions are fulfilled.

Questions in writing

Any shareholder may also formulate a written question. These questions should be addressed:

- To the head office at 49 Boulevard du General Martial Valin, 75015 Paris by registered letter with acknowledgement of receipt, addressed to the Chairman of the Board of Directors,
- to the following email address ag2022@onxeo.com,

four working days, at the latest before the General Meeting, i.e. on **April 12, 2022**, accompanied by a certificate of registration either in the registered securities accounts or in the bearer securities accounts kept by the authorised intermediary.

Shareholders' right to information

In accordance with the French law, all the documents which must be communicated to the General Meetings will be kept, within the legal deadlines, at the disposal of the shareholders at the registered office. The documents can be consulted on the company's website as of the convening of the meeting.

The Board of Directors

ONXeo