

**DBV TECHNOLOGIES**  
**Limited company with share capital of €3,615,777.70**  
**Registered office: 177-181 avenue Pierre Brossolette – 92120 Montrouge.**  
**Nanterre Trade and Companies Register (RCS) 441 772 522**

**PRELIMINARY NOTICE OF MEETING**

The shareholders of the company are hereby invited to attend the Combined Ordinary and Extraordinary General Meeting of Shareholders to be held at **8:30 a.m. on May 24, 2019**, at the registered office: 177-181 avenue Pierre Brossolette – 92120 Montrouge, France, to deliberate on the following agenda:

**Agenda**

■ **Ordinary resolutions:**

1. Approval of the annual financial statements for the year ended December 31, 2018
2. Approval of the consolidated financial statements for the year ended December 31, 2018
3. Allocation of income for the year
4. Special report by the Statutory Auditors on regulated agreements and commitments and approval of said agreements
5. Special report by the Statutory Auditors on regulated agreements and commitments and approval of the company's commitment made to Daniel TASSE
6. Renewal of Julie O'NEILL, as director
7. Ratification of the provisional appointment of Daniel TASSE, as director
8. Appointment of Viviane MONGES, as Board Member
9. Approval of the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to Pierre-Henri BENHAMOU, as Chairman and Chief Executive Officer until November 29, 2018 and Chairman of the Board of Directors thereafter until March 4, 2019
10. Approval of the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to Daniel TASSE as Chief Executive Officer since November 29, 2018
11. Approval of the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to David SCHILANSKY as Deputy Chief Executive Officer
12. Approval of the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to Laurent MARTIN as Deputy Chief Executive Officer
13. Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of overall compensation and benefits of all types to be attributed to the Chairman of the Board of Directors, because of his mandate
14. Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of overall compensation and benefits of all types to be attributed to the Chief Executive Officer and/or any other

executive director, because of his mandate

15. Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of overall compensation and benefits of all types to be attributed to Deputy Chief Executive Officers, because of their mandate;
16. Authorization to be granted to the Board of Directors for the company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code, length of authorization, purpose, terms, and maximum amount, suspension during periods of public offering

■ **Extraordinary resolutions:**

17. Authorization to be granted to the Board of Directors for the company to cancel the shares bought back pursuant to Article L. 225-209 of the French Commercial Code, length of authorization, maximum amount, suspension during periods of public offering
18. Delegation of powers to the Board of Directors to issue ordinary shares, giving, as necessary, access to ordinary shares or to the allocation of debt securities and/or securities giving access to ordinary shares with pre-emptive rights, duration of delegation, maximum par value amount of the capital increase, option to offer non-subscribed shares to the public, suspension during periods of public offering,
19. Delegation of powers to the Board of Directors to issue ordinary shares, giving, as necessary, access to ordinary shares and/or to the allocation of debt securities and/or securities giving access to ordinary shares, without pre-emptive rights and/or in consideration of securities granted as part of a public exchange offer, duration of delegation, maximum par value of the capital increase, issue price, option to limit the total amount of subscriptions or redistribute non-subscribed securities, suspension during periods of public offering,
20. Delegation of powers to the Board of Directors to issue ordinary shares, giving, as necessary, access to ordinary shares and/or to the allocation of debt securities and/or securities giving access to ordinary shares, without pre-emptive rights by an offering covered by paragraph II of Article L.411-2 of the French Monetary and Financial Code, duration of the authorization, maximum par value amount of the capital increase, issue price, option to limit the total amount of subscriptions or redistribute non-subscribed securities, suspension during periods of public offering,
21. Authorization, in the event of issue without pre-emptive rights, to set the issue price according to the terms set by the General Meeting, within a limit of 10% of the capital per year,
22. Delegation of powers to the Board of Directors to issue ordinary shares, giving, if applicable, access to ordinary shares and/or the allocation of debt securities (of the company or a group company) and/or securities giving access to ordinary shares (of the company or a group company), with cancellation of preferential subscription rights reserved for categories of persons with certain characteristics, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit the total amount of subscriptions or redistribute non-subscribed securities, suspension during periods of public offering
23. Authorization to increase the total amount of issues
24. Overall limitation of the maximum amounts of delegations envisaged under the Nineteenth, Twentieth and Twenty-second Resolutions of this Meeting,
25. Delegation of powers to the Board of Directors to issue stock warrants (BSA), subscription and/or acquisition of new and/or existing stock warrants (BSAANE) and/or

subscription and/or acquisition of new and/or existing redeemable stock warrants (BSAAR) with cancellation of preferential subscription rights, reserved for a category of persons, maximum nominal amount of the capital increase, duration of the delegation, exercise price, suspension during periods of public offering

- 26.** Delegation of powers to the Board of Directors to increase the share capital by the issue of ordinary shares and/or securities giving access to capital, with cancellation of preferential subscription rights to the members of a company savings plan pursuant to Articles L. 3332-18 et seq. of the Labor Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to award bonus shares pursuant to Article L. 3332-21 of the Labor Code
- 27.** Authorization to be granted to the Board of Directors to allocate free existing and/or future shares to members of staff and/or certain corporate officers of the company or related companies or economic interest groups, with shareholders waiving their preferential subscription rights, duration of the delegation, maximum amount, duration of vesting periods specifically in respect of invalidity and, if applicable, holding periods
- 28.** Authorization to be granted to the Board of Directors to grant share subscription and/or purchase options (stock options) to members of staff and/or certain corporate officers of the company or related companies or economic interest groups, with shareholders waiving their preferential subscription rights, duration of the delegation, maximum amount, exercise price, maximum term of the option
- 29.** Authorization to be granted to the Board of Directors to lift the attendance condition for the exercise of stock options assigned on the basis of the 31<sup>st</sup> extraordinary resolution of the Combined Ordinary and Extraordinary General Meeting held on June 22, 2018
- 30.** Powers to complete formalities

## PROPOSED RESOLUTIONS

### Ordinary resolutions:

#### **First Resolution Approval of the annual financial statements for the year ended December 31, 2018**

The General Meeting, having reviewed the reports of the Board of Directors and the Statutory Auditors concerning the financial year ended December 31, 2018, approves the annual financial statements for the financial year ended on that date, as they were presented, which show a loss of €(141 678 752,92)

#### **Second Resolution - Approval of the consolidated financial statements for the year ended December 31, 2018**

After having viewed the reports by the Board of Directors and the Statutory Auditors on the consolidated financial statements as at December 31, 2018, the General Meeting approves these financial statements, as they are submitted, recording a loss of €(166 075 606,26).

#### **Third Resolution - Allocation of income for the financial year**

The General Meeting, on the proposal of the Board of Directors, decides to allocate the whole of the loss for the financial year ended December 31, 2018, totaling €(141 678 752,92), entirely to the loss brought forward, which as a result changes from €(277,596,280.82) to €(419 275 033,74).

Pursuant to Article 243a of the French General Tax Code, the Meeting notes that it was reminded that no distribution of dividends or income occurred in the past three financial years.

#### **Fourth Resolution - Special report by the Statutory Auditors on regulated agreements and commitments and approval of said agreements**

In ruling on the special report by the Statutory Auditors on regulated agreements and commitments, as presented, the General Meeting approves the new agreements envisaged therein.

#### **Fifth Resolution - Special report by the Statutory Auditors on regulated agreements and commitments and approval of the company's commitment to Daniel TASSE**

The General Meeting, ruling on the Statutory Auditors' special report on the regulated agreements and commitments presented to it, approves the company's commitment to Daniel TASSE, Chief Executive Officer, corresponding to payments that may be due on account of the cessation of his duties.

#### **Sixth Resolution - Renewal of Julie O'NEILL, as director**

The General Meeting decides to renew the term as Director of Julie O'Neill, for a period of two years, to expire at the end of the General Meeting to be held in 2021 to approve the financial statements for the previous financial year.

**Seventh Resolution - Ratification of the provisional appointment of Daniel TASSE, as director**

The General Meeting ratifies the appointment, made provisionally by the Board of Directors during its meeting of Daniel TASSE on March 4<sup>th</sup>, 2019 as Director, to replace Pierre-Henri BENHAMOU following his resignation.

Consequently, Daniel TASSE will go about his duties for the remaining term of the appointment of his predecessor, namely until the Meeting to be held in 2020 to approve the financial statements for the previous financial year.

**Eighth resolution – Appointment of Viviane MONGES, as Board Member**

The General Meeting decides to appoint Viviane MONGES, as Board Member, for a period of two years, to expire at the end of the General Meeting to be held in 2021 to approve the financial statements for the previous financial year.

**Ninth resolution - Approval of the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to Pierre-Henri BENHAMOU, as Chair and Chief Executive Officer until November 29, 2018 and Chairman of the Board of Directors thereafter until March 4, 2019**

The General Meeting, in ruling in application of Article L.225-100, paragraph II of the French Commercial Code, approves the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to Pierre-Henri BENHAMOU as Chairman and Chief Executive Officer until November 29, 2018 and Chairman of the Board of Directors thereafter until March 4, 2019, as specified in the report by the Board of Directors to the General Meeting under paragraph 6.1.

**Tenth resolution - Approval of the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to Daniel TASSE as Chief Executive Officer, since November 29, 2018**

The General Meeting, in ruling in application of Article L.225-100, paragraph II of the French Commercial Code, approves the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to Daniel TASSE as Chief Executive Officer since November 29, 2018, as specified in the report by the Board of Directors to the General Meeting under paragraph 6.1.

**Eleventh resolution - Approval of the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to David SCHILANSKY as Deputy Chief Executive Officer**

The General Meeting, in ruling in application of Article L.225-100, paragraph II of the French Commercial Code, approves the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to David SCHILANSKY as Deputy Chief Executive Officer, as specified in the report by the Board of Directors to the General Meeting under paragraph 6.1.

**Twelfth resolution - Approval of the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to Laurent MARTIN as Deputy Chief Executive Officer**

The General Meeting, in ruling in application of Article L.225-100, paragraph II of the French Commercial Code, approves the fixed, variable and extraordinary components of overall compensation and benefits of all types paid or assigned during the year ended to Laurent MARTIN as Deputy Chief Executive Officer, as specified in the report by the Board of Directors to the General Meeting under paragraph 6.1.

**Thirteenth resolution - Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of overall compensation and benefits of all types to be attributed to the Chairman of the Board of Directors, because of his mandate**

The General Meeting, in ruling in application of Article L.225-37-2 of the French Commercial Code, approves the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of the fixed, variable and extraordinary components of overall compensation and benefits of all types to be attributed to the Chairman of the Board of Directors, for his mandate, as specified in the report envisaged under the last paragraph of Article L. 225-37 of the French Commercial Code, presented in the 2018 registration document (*French Document de Reference*) as at paragraph 4.1.3.1 and in Annex of the Board Report.

**Fourteenth resolution - Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of the fixed, variable and extraordinary components of overall compensation and benefits of all types to be attributed to the Chief Executive Officer and/or any other executive director, because of his mandate**

The General Meeting, in ruling in application of Article L.225-37-2 of the French Commercial Code, approves the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of the fixed, variable and extraordinary components of overall compensation and benefits of all types to be attributed to the Chief Executive Officer and/or any other executive director, for his mandate, as specified in the report envisaged under the last paragraph of Article L. 225-37 of the French Commercial Code, presented in the 2018 registration document (*French Document de Reference*) as at paragraph 4.1.3.1 and in Annex of the Board Report.

**Fifteenth resolution - Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of the fixed, variable and extraordinary components of overall compensation and benefits of all types to be attributed to Deputy Chief Executive Officers, because of their mandate**

The General Meeting, in ruling in application of Article L.225-37-2 of the French Commercial Code, approves the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of the fixed, variable and extraordinary components of overall compensation and benefits of all types to be attributed to Deputy Chief Executive Officers, for their mandate, as specified in the report envisaged under the last paragraph of Article L. 225-37 of the French Commercial Code, presented in the 2018 registration document (*French Document de Reference*) as at paragraph 4.1.3.1 and in Annex of the Board Report.

### **Sixteenth resolution - Authorization to be granted to the Board of Directors for the company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code**

The General Meeting, having reviewed the report of the Board of Directors, empowers it, for a period of eighteen months, pursuant to Articles L. 225-209 et seq. of the French Commercial Code, to buy back, on one or more occasions and at the times of its choosing, company shares up to the limit of 5% of the number of shares comprising the share capital, adjusted, if necessary, to take into account the potential increase or reduction of capital transactions having taken place during the course of the program.

This authorization cancels the authorization granted to the Board of Directors by the General Meeting of June 22, 2018 in its nineteenth ordinary resolution.

The shares may be bought back in order to:

- support the secondary market or the liquidity of DBV TECHNOLOGIES shares through a liquidity contract with an investment service provider in accordance with the standard practice accepted by the regulations, it being specified that under this scope, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, less the number of shares resold;
- hold the purchased shares and ultimately return them for future exchange or as payment under external growth transactions;
- provide coverage to meet obligations arising from stock option plans and/or free share allocation plans (or similar plans) for the group's employees and/or corporate officers, as well as all share allocations arising under company or group employee savings plans (or similar plans), employee profit-sharing plans and/or any other form of share allocation arrangement for the group's employees and/or corporate officers;
- hedge the securities giving access to the company's shares, pursuant to current regulations;
- where applicable, cancel the shares acquired, in accordance with the authorization granted or to be conferred by the Extraordinary General Meeting.

These share purchases may be executed by any means, including through the purchase of share blocks, at the time deemed appropriate by the Board of Directors'. The Board may not, without the prior authorization of the Shareholders' Meeting, use this authorization during a public offer period initiated by a third party for the shares of the Company until the end of the offer period.

The company does not intend to use options or derivatives.

The maximum purchase price is set at €100 per share. In the event of a capital transaction, in particular a stock split or reverse split, or the allocation of free shares to shareholders, the abovementioned amount shall be adjusted in the same proportions (multiplier coefficient equal to the ratio between the number of shares comprising the capital before the transaction and the number of shares after the transaction).

The maximum transaction amount is fixed at €150,000,000.

The General Meeting hereby authorizes the Board of Directors to carry out these transactions, set the terms and conditions and methods thereof, finalize all agreements and complete all formalities.

### **Extraordinary resolutions:**

**Seventeenth resolution - Authorization to be granted to the Board of Directors to cancel the shares bought back by the company pursuant to Article L. 225-209 of the French Commercial Code**

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' report:

- 1) Authorizes the Board of Directors to cancel, at its discretion, on one or more occasions, up to 5% of the capital calculated on the date of the decision to cancel, less any shares canceled during the last 24 months, shares the company holds or may hold following buy-backs performed pursuant to Article L. 225-209 of the French Commercial Code and to reduce the share capital accordingly in compliance with legal and regulatory provisions in force;
- 2) Sets the validity of this authorization at twenty-four months from the date of this General Meeting;
- 3) Decides that the Board may not, without prior authorization from the Shareholders' Meeting, use this authorization as of the date of filing by a third party of a public offer for the shares of the company until the end of the offer period;
- 4) Empowers the Board of Directors to carry out all necessary operations to perform such cancellations and the resulting reductions of the share capital, accordingly amending the company's Bylaws and fulfilling all formalities required.

**Eighteenth resolution – Delegation of powers to be granted to the Board of Directors to issue ordinary shares giving, as necessary, access to ordinary shares or the allocation of debt securities and/or securities giving access to ordinary shares, with pre-emptive rights**

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report and pursuant to the French Commercial Code, in particular Articles L. 225-129-2, L. 228-92 and L. 225-132 et seq. thereof:

- 1) Delegates authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times of its choosing, on the French and/or international market either in euros or in foreign currencies or in any other accounting unit set with reference to a basket of currencies:
  - ordinary shares;
  - and/or ordinary shares giving access to the allocation of ordinary shares or debt securities;
  - and/or securities giving access to ordinary shares to be issued.

Pursuant to Article L. 228-93 of the French Commercial Code, the securities to be issued may give rights to ordinary shares of any and all companies that directly or indirectly own over half of its capital or of which the Company directly or indirectly owns over half of the capital.

- 2) Sets the term of validity of this authorization at twenty-six months from the date of this General Meeting.
- 3) Decides to fix the limits to the amounts of authorized issues if the Board of Directors should use this delegation of competence:

The total par value of the ordinary shares that may be issued subject to this authorization may not exceed 40% of the capital existing on the date of the resolution passed by the Board of Directors to increase the share capital. This maximum amount is separate from all maximum amounts set by the other resolutions of this General Meeting.

To this maximum amount will be added, as necessary, the par value of the capital increase necessary to preserve the rights of the holders of rights or securities giving access to the



Company's capital, pursuant to the law, and where applicable, the contractual stipulations providing for other adjustments.

- 4) If the Board of Directors should use this delegation of competence under the scope of the issues envisaged in point 1) above, it:
  - a/ decides that the issue(s) of ordinary shares or securities giving access to the capital shall be preferentially reserved to shareholders, who may subscribe them on an irrevocable basis;
  - b/ decides that if subscriptions, on an irreducible basis and, if applicable, on a reducible basis, have not absorbed the entire issue mentioned in 1), the Board of Directors may use the following options:
    - limit the amount of the issue to the amount of subscriptions, if applicable within the limits established by the regulation.
    - freely allocate all or part of the unsubscribed securities.
    - offer to the public all or part of the unsubscribed securities.
- 5) Decides that the issue of Company's warrants (BSA) may be made by subscription offer, but also by free allocation to the owners of the existing shares, it being specified that the Board of Directors may decide that the rights of allotment forming odd lots shall not be negotiable and the corresponding securities will be sold.
- 6) Decides that the Board of Directors shall be granted, within the limits set above, the powers required to set the terms for the issues and determine the issue price, and if applicable, record the execution of the resulting capital increases, amend the Bylaws accordingly, impute, as it sees fit, the costs of the capital increase to the amount of the related premiums and deduct the necessary sums from this amount to bring the statutory reserve to one tenth of the new share capital after each increase and more generally, perform all tasks required in similar matters.
- 7) Decides that the Board cannot, unless authorized in advance by the General Meeting, make use of this delegation in a period public offering initiated by a third party targeting the securities of the Company until the end of the offering period.
- 8) Notes that this delegation, for the part not used, if applicable, supersedes any and all relevant prior delegations.

**Nineteenth Resolution - Delegation of powers to be granted to the Board of Directors to issue ordinary shares giving, as necessary, access to ordinary shares and/or to the allocation of debt securities and/or securities giving access to ordinary shares, without preemptive rights, by public offering**

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report and pursuant to the French Commercial Code, in particular Articles L. 225-129-2, 1 225-136 L. 225-148 and L. 228-92 thereof:

- 1) Delegates authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times of its choosing, on the French and/or international market, by public issue, either in euros or in foreign currencies or in any other accounting unit set with reference to a basket of currencies:
  - ordinary shares;
  - and/or ordinary shares giving access to the allocation of ordinary shares or debt securities;
  - and/or securities giving access to ordinary shares to be issued.

These securities may be issued for the purpose of paying for securities contributed to the

Company in a public exchange offer, pursuant to the conditions of Article L. 225-148 of the French Commercial Code.

Pursuant to Article L. 228-93 of the French Commercial Code, the securities to be issued may give rights to ordinary shares of any and all companies that directly or indirectly own over half of its capital or of which the Company directly or indirectly owns over half of the capital.

- 2) Sets the term of validity of this delegation at twenty-six months from the date of this General Meeting.
- 3) The total par value of the ordinary shares that may be issued subject to this authorization may not exceed 30% of the capital existing on the date of the resolution passed by the Board of Directors to increase the share capital.

To this maximum amount will be added, as necessary, the par value of the capital increase necessary to preserve the rights of the holders of rights or securities giving access to the Company's capital, pursuant to the law, and where applicable, the contractual stipulations providing for other adjustments.

This maximum amount applies to the overall sum of the maximum nominal amount of shares able to be issued as envisaged in the Twenty-Fourth Resolution of this General Meeting.

- 4) Decides to cancel shareholders' pre-emptive rights to ordinary shares and securities giving access to capital and/or to debt securities covered by this resolution, while retaining the Board of Directors' option to grant preferential rights to shareholders, pursuant to the law.
- 5) Decides that the sum due or to be due to the Company for each of the ordinary shares issued under this delegation of powers shall be at least equal to the minimum required by the applicable legal and regulatory provisions at the time the Board of Directors exercises the authorization, having taken into account, in the case of issuing autonomous stock warrants, the issue price of the said warrants.
- 6) Decides, in the case of the issue of securities in consideration of securities contributed to the Company in a public exchange offer, pursuant to the conditions of Article L. 225-148 of the French Commercial Code, and within the limits set out above, to grant the powers required to set the list of securities for exchange, set the issue conditions, the share-for-share basis, and, if applicable, the amount of the equalization payment in cash, and to set the issue terms.
- 7) Decides that if subscriptions have not absorbed the entire issue mentioned at 1), the Board of Directors may use the following options:
  - limit the amount of the issue to the amount of subscriptions, if applicable within the limits established by the regulation.
  - freely allocate all or part of the unsubscribed securities.
- 8) Decides that the Board of Directors shall be granted, within the limits set above, the powers required to set the terms for the issue(s), and if applicable, record the execution of the resulting capital increases, proceed to amend the Bylaws accordingly, levy, as it sees fit, the costs of the capital increase on the amount of related premiums and deduct the necessary sums from this amount to bring the statutory reserve to one-tenth of the new share capital after each increase and, more generally, perform all tasks required in similar matters.
- 9) Decides that the Board cannot, unless authorized in advance by the General Meeting, make use of this authorization in a period public offering initiated by a third party targeting the securities of the Company until the end of the offering period.
- 10) Notes that this delegation, for the part not used, if applicable, supersedes, any and all relevant prior delegations.

**Twentieth Resolution - Delegation of powers to be granted to the Board of Directors to issue ordinary shares giving, as necessary, access to ordinary shares and/or to the allocation of debt securities and/or securities giving access to ordinary shares, without preemptive rights, by means of an offer in accordance with point II of Article L.411-2 of the French Monetary and Financial Code**

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report and pursuant to the French Commercial Code, in particular Articles L. 225-129-2, L. 225-136 and L. 228-92 thereof:

- 1) Delegates authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times of its choosing, on the French and/or international market, by an offering covered by paragraph II of Article L.411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other account unit set with reference to a basket of currencies:
  - ordinary shares;
  - and/or ordinary shares giving access to the allocation of ordinary shares or debt securities;
  - and/or securities giving access to ordinary shares to be issued.

Pursuant to Article L 228-93 of the French Commercial Code, the securities to be issued may give rights to ordinary shares of any and all companies that directly or indirectly own over half of its capital or of which the Company directly or indirectly owns over half of the capital.

- 2) Sets the term of validity of this delegation at twenty-six months from the date of this General Meeting.
- 3) The total par value of the ordinary shares that may be issued subject to this authorization may not exceed 20% of the capital existing on the date of the resolution passed by the Board of Directors to increase the share capital.

To this maximum amount will be added, as necessary, the par value of the capital increase necessary to preserve the rights of the holders of rights or securities giving access to the Company's capital, pursuant to the law, and where applicable, the contractual stipulations providing for other adjustments.

This maximum amount applies to the overall sum of the maximum nominal amount of shares able to be issued as envisaged in the Twenty-Fourth Resolution of this General Meeting.

- 4) Decides to cancel shareholders' pre-emptive rights to ordinary shares and to securities giving access to capital and/or to debt securities covered by this resolution.
- 5) Decides that the sum due or to be due to the Company for each of the ordinary shares issued under this delegation of powers shall be at least equal to the minimum required by the applicable legal and regulatory provisions at the time that the Board of Directors exercises the authorization, having taken into account, in the event of an issue of autonomous stock warrants, the issue price of the said warrants.
- 6) Decides that if subscriptions have not absorbed the entire issue mentioned at 1), the Board of Directors may use the following options:
  - limit the amount of the issue to the amount of subscriptions, if applicable within the limits established by the regulation.
  - freely allocate all or part of the unsubscribed securities.
- 7) Decides that the Board of Directors shall be granted, within the limits set above, the powers required to set the terms for the issue(s), and if applicable, record the execution of the resulting capital increases, amend the Bylaws accordingly, impute, as it sees fit, the costs of

the capital increase to the amount of the related premiums and deduct the necessary sums from this amount to bring the statutory reserve to one tenth of the new share capital after each increase and more generally, perform all tasks required in similar matters.

- 8) Decides that the Board cannot, unless authorized in advance by the General Meeting, make use of this delegation in a period public offering initiated by a third party targeting the securities of the Company until the end of the offering period.
- 9) Notes that this delegation, for the part not used, if applicable, supersedes any and all relevant prior delegations.

**Twenty-First resolution – Authorization, in the event of issue without pre-emptive rights, to set the issue price according to the terms set by the General Meeting, within a limit of 10% of the capital per year**

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report and pursuant to the French Commercial Code, in particular Article L. 225-136-1, paragraph 2 thereof, authorizes the Board of Directors, which decides to issue ordinary shares or securities giving access to capital, pursuant to the Nineteenth and Twentieth Resolutions of this General Meeting, to depart from the price-setting conditions set out in the above-mentioned resolutions, up to a maximum of 10% of the share capital per year, and to set the issue price of similar equity securities to be issued as follows:

The issue price of the equity securities to be issued immediately or at a later date may not be lower than either of the following, at the Board of Directors' discretion:

- either the weighted average trading price of the Company's share on the trading day prior to the date on which the issue price is set, with a maximum discount of up to 15%;
- or the average of five consecutive share trading prices selected from the last thirty trading days prior to the date on which the issue price is set, with a maximum discount of up to 15%.

**Twenty-Second resolution - Delegation of powers to the Board of Directors to issue ordinary shares, giving, if applicable, access to ordinary shares or the allocation of debt securities (of the company or a group company) and/or securities giving access to ordinary shares (of the company or a group company), with cancellation of preferential subscription rights reserved for categories of persons with certain characteristics**

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of the French Commercial Code and specifically Articles L. 225-129-2, L. 225-138 and L. 228-92 of the French Commercial Code:

- 1) Delegates its competence to the Board of Directors to proceed, on one or more occasions, in the proportions and at the time it deems appropriate, both in France and abroad, with cancellation of preferential subscription rights reserved for the categories of persons defined below, with the issue of:
  - ordinary shares;
  - and/or ordinary shares giving access to the allocation of ordinary shares or debt securities;
  - and/or securities giving access to ordinary shares to be issued.

Pursuant to Article L. 228-93 of the French Commercial Code, the securities to be issued may give rights to ordinary shares of any and all companies that directly or indirectly own over half of its capital or of which the company directly or indirectly owns over half of the capital.

- 2) Sets the term of validity of this delegation at eighteen months from the date of this General

Meeting.

- 3) The maximum total nominal amount of the share capital increases that may be made subject to this delegation may not exceed 30% of the share capital existing on the date of the Board of Directors' decision to increase the share capital.

To this maximum amount will be added, as necessary, the nominal amount of the capital increase necessary to preserve the rights of the holders of rights or securities giving access to the Company's capital, pursuant to the law, and where applicable, the contractual stipulations providing for other forms of preservation.

This maximum limit applies to the amount of the share capital increase fixed at the Twenty-Fourth resolution of this General Meeting.

- 4) Decides, in accordance with the provisions of Article L. 225-138 of the French Commercial Code, that the issue price of ordinary shares which can be issued under the scope of this delegation, will be fixed by the Board of Directors and must be at least equal to:

- either the weighted average trading price of the company's share on the trading day prior to the date on which the issue price is set, with a maximum discount of up to 15%;
- or the average of five consecutive share trading prices selected from the last thirty trading days prior to the date on which the issue price is set, with a maximum discount of up to 15%.

- 5) Decides to eliminate the preferential subscription rights by shareholders of ordinary shares and other securities giving access to the capital to be issued in accordance with Article L. 228-91 of the French Commercial Code, to the benefit of the following categories of persons:

(i) natural persons or legal entities, including companies, trusts, investment funds or other investment vehicles, of any form, established under French or foreign law, investing habitually in the pharmaceutical, biotechnological or medical technologies sector; and/or

(ii) companies, institutions or entities of any form, French or foreign, going about a significant portion of their business in these sectors; and/or

(iii) French or foreign investment service providers or any foreign establishment with a similar status, able to guarantee the realization of an issue intended to be invested with the persons specified under point (i) and/or (ii) above and, under this scope, to subscribe the securities issued.

- 6) Decides that if subscriptions have not absorbed the entire issue mentioned at 1), the Board of Directors may, at its choice, use the following options in the order that it determines, one and/or the other of the following faculties:

- limit the amount of the issue to the amount of subscriptions, if applicable within the limits established by the regulation;
- freely allocate all or part of the unsubscribed securities amongst the categories of persons defined above.

- 7) Decides that the Board of Directors shall have full competence to implement this delegation, and therefore to:

a) decree the conditions of the issue(s);

b) decree the list of beneficiaries within the above categories;

c) decree the number of shares to be allocated to each of the beneficiaries;

d) decide the amount to be issued, the issue price and the amount of the premium that can, if applicable, be demanded at issue;

e) determine the dates and methods of issue, the nature, form and characteristics of the

shares to be created that can, notably, take the form of subordinate or other shares, with limited or unlimited term;

- f) determine the method by which the shares and/or securities issued or to be issued can be released;
  - g) fix, if applicable, the methods by which to exercise the rights connected with the securities issued or to be issued and, notably the date, even if retroactive, from which the new shares may be enjoyed, as well as all other terms and conditions involved by the issue;
  - h) suspend, if applicable, the exercise of rights connected with the securities issued, for up to three months;
  - i) at its sole discretion, impute the cost of the capital increase to the amount of the associated premiums and deduct the necessary sums from this amount to bring the statutory reserve to one tenth of the new share capital after each increase;
  - j) record each share capital increase and make the resulting amendments to the Bylaws;
  - k) make all adjustments required in compliance with legal provisions and fix the methods according to which the preservation, if applicable, will be assured of the rights of those holding securities giving access at term to capital;
  - l) generally, pass all agreements, take all measures and fulfill all formalities required for the issue and financial service of the securities issued in accordance with this delegation and exercise all related rights and, more generally, perform all tasks required in similar matters.
- 8) Decides that the Board cannot, unless authorized in advance by the General Meeting, make use of this delegation in a period public offering initiated by a third party targeting the securities of the Company until the end of the offering period.
- 9) It is acknowledged that the Board of Directors will report back at the next General Shareholders' Meeting, in compliance with the law and the regulation, on the use of this delegation granted under this Resolution.
- 10) Notes that this delegation, for the part not used, if applicable, supersedes, as from today's date, any and all relevant prior delegations.

#### **Twenty-Third resolution - Authorization to increase the total amount of issues**

Having read the report by the Board of Directors, the General Meeting decides that for each of the issues of ordinary shares or securities giving access to capital, decided in application of the eighteenth to twentieth and twenty-second resolutions of this General Meeting, the number of securities to be issued may be increased under the conditions envisaged by Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and up to the limits fixed by the Meeting.

#### **Twenty-Fourth resolution - Overall limitation of the maximum amounts of delegations envisaged under the Nineteenth, Twentieth and Twenty-Second Resolutions of this Meeting**

Having read the report by the Board of Directors, the General Meeting decides to fix as 65% of the share capital on the date of this Meeting, the total par value of the shares to be issued, by virtue of the Nineteenth, Twentieth and Twenty-Second Resolutions submitted to this Meeting, it being agreed that to this maximum amount will be added, as necessary, the par value of the capital increase necessary to preserve the rights of the holders of rights or securities giving access to the Company's capital, pursuant to the law, and where applicable, the contractual stipulations providing for other adjustments.

**Twenty-Fifth resolution- Delegation of powers to the Board of Directors to issue stock warrants (BSA), subscription and/or acquisition of new and/or existing stock warrants (BSAANE) and/or subscription and/or acquisition of new and/or existing redeemable stock warrants (BSAAR) with cancellation of preferential subscription rights, reserved for categories of persons**

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of Articles L. 225-129-2, L. 225-138 and L. 228-91 of the French Commercial Code:

- 1) Delegates its competence to the Board of Directors to proceed, on one or more occasions, in the proportions and at the time it deems appropriate, both in France and abroad, with the issue of new stock warrants (BSA), subscription and/or acquisition of new and/or existing stock warrants (BSAANE) and/or subscription and/or acquisition of new and/or existing redeemable stock warrants (BSAAR) with cancellation of preferential subscription rights reserved for the categories of persons defined below.
- 2) Sets the term of validity of this delegation at eighteen months from the date of this General Meeting.
- 3) Decides that the total nominal amount of shares to which the warrants issued pursuant to this delegation give entitlement may not exceed 0.5% of the capital existing on the day of this Meeting. To this maximum amount will be added, as necessary, the nominal amount of the capital increase necessary to preserve the rights of the holders of rights or securities giving access to the Company's capital, pursuant to the law, and where applicable, the contractual stipulations providing for other forms of preservation. This maximum amount is separate from all maximum amounts set by the other resolutions of this General Meeting.
- 4) Decides that the issue price of the warrant will be fixed by the Board of Directors. In the event of assignment to non-executive directors, the warrant issue price will coincide with its market value.
- 5) Decides that the subscription and/or acquisition price of the shares acquired by exercising the warrants shall be at least equal to the average closing price of DBV TECHNOLOGIES shares for the 20 trading days preceding the decision to issue the warrants, if applicable, less the warrant issue price.
- 6) Decides to eliminate the preferential subscription rights of shareholders to the BSAs, BSAANEs and BSAARs to be issued, to the benefit of the following categories of persons: corporate officers, scientific committee members, employees of the company and persons associated with the company and the French or foreign companies related to the company, via a service agreement or as a consultant, in accordance with Article L.225-180 of the French Commercial Code.
- 7) Stipulates that this delegation means that the shareholders waive their pre-emptive rights to shares that may be issued by the exercising of warrants to the holders of BSAs, BSAANEs and/or BSAARs.
- 8) Decides that the Board cannot, unless authorized in advance by the General Meeting, make use of this delegation in a period public offering initiated by a third party targeting the securities of the Company until the end of the offering period.
- 9) Decides that if subscriptions have not absorbed the entire BSA, BSAANE and/or BSAAR issue, the Board of Directors may exercise the following options:
  - limit the amount of the issue to the amount of subscriptions, if applicable within the limits established by the regulation;
  - freely allocate all or part of the non-subscribed BSAs, BSAANEs and/or BSAARs to persons covered by the categories defined above.

10) Decides that the Board of Directors shall be granted all necessary powers, under the terms set by the law and stipulated above, to issue BSAs, BSAANEs and/or BSAARs and in particular to:

- set the specific list of beneficiaries within the categories of persons defined above, the nature and number of warrants to be allocated to each beneficiary, the number of shares to which each warrant shall give entitlement, the issue price of the warrants and the subscription and/or acquisition price of the shares to which the warrants give entitlement under the terms outlined above, the terms and deadlines for the subscription and exercise of the warrants, the associated adjustment mechanisms and more generally, all terms and conditions with respect to the issue
- prepare an additional report describing the final terms and conditions of the transaction
- conduct the necessary share acquisitions within the framework of the share buyback program and to allocate them via the allocation plan
- record the completion of the capital increase resulting from the exercising of the BSAs, BSAANEs and/or BSAARs and to amend the Bylaws accordingly
- at its sole discretion, impute the cost of the capital increase to the amount of the associated premiums and deduct the necessary sums from this amount to bring the statutory reserve to one tenth of the new share capital after each increase
- grant the Chief Executive Officer the powers required to enact the capital increase, and to delay the capital increase, within the limits and according to the terms and conditions previously set by the Board of Directors
- and more generally, perform all tasks required in similar matters.

The General Meeting notes that this delegation, for the part not used, if applicable, supersedes any and all relevant prior delegations.

**Twenty-Sixth resolution - Delegation of powers to the Board of Directors to increase the share capital by the issue of ordinary shares and/or securities giving access to capital, with cancellation of preferential subscription rights to the members of a company savings plan, pursuant to Articles L. 3332-18 et seq. of the French Labor Code**

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report ruling in application of Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and L. 3332-18 et seq. of the French Labor Code:

- 1) Delegates its competence to the Board of Directors, at its own discretion, to enact a capital increase on one or more occasions through the issue of ordinary shares or securities giving access to the equity securities to be issued by the Company, reserved for members of one or more group or company employee savings plans established by the company and/or affiliated French or international companies under the conditions of Article L.225-180 of the French Commercial Code and of Article L.3344-1 of the French Labor Code.
- 2) Withdraws the preferential subscription rights to subscribe shares that could be issued subject to this delegation to these persons.
- 3) Sets the validity of this delegation at twenty-six months from the date of this General Meeting.
- 4) Limits the maximum nominal amount of the increase(s) that may be enacted under this delegation at 2% of the share capital arising from the decision of the Board of Directors to make this increase, with the understanding that this amount is separate from any other maximum amounts set by other delegations relating to capital increases. To this amount will be added, as necessary, the nominal amount of the capital increase necessary to preserve the rights of the holders of rights or securities giving access to the Company's capital, pursuant



to the law, and where applicable, the contractual stipulations providing for other forms of preservation;

- 5) Decides that the price of shares to be issued subject to 1) of this delegation shall not be under a price more than 20%, or 30% when the vesting period stipulated by the scheme pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than or equal to ten years (or any other maximum percentage envisaged by provisions of law applicable at the time the price is fixed) below the average share opening price on the 20 trading days prior to the decision setting the date for the opening of subscriptions, nor higher than this average.
- 6) Decides, pursuant to Article L.3332-21 of the French Labor Code, that the Board of Directors may allocate to the beneficiaries defined in the first paragraph above, free shares already issued or to be issued, or other securities giving access to the Company's capital issued or to be issued (i) in respect of the contribution that may be paid pursuant to the regulations governing the group or company savings plans and/or (ii) where appropriate, as a discount;
- 7) Notes that this delegation, for the part not used, if applicable, supersedes any and all relevant prior delegations.

The Board of Directors shall have the discretion to implement, or not implement, this delegation, take all measures and conduct all necessary formalities.

**Twenty-Seventh resolution - Authorization to be granted to the Board of Directors to allocate free existing and/or future shares to members of staff and/or certain corporate officers of the company or related companies or economic interest groups, with shareholders waiving their preferential subscription rights**

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors, on one or more occasions, in accordance with Articles L. 225-197-1 and L. 225-197-2 of the French Commercial Code, to allocate existing or future ordinary shares of the company, reserved for:

- members of staff of the company or companies or economic interest groups that are directly or indirectly related to it as defined by Article L. 225-197-2 of the French Commercial Code;
- and/or corporate officers who meet the conditions set out in Article L. 225-197-1 of the French Commercial Code.

The total number of shares assigned free of charge pursuant to this authorization shall not exceed 2% of the share capital on the date of this Meeting.

The allocation of shares to beneficiaries will become final after a vesting period to be determined by the Board of Directors. This period shall be no less than two years (the acquisition period). The general meeting authorizes the Board of Directors to stipulate or not an obligation of conservation at the end of the acquisition period.

By way of exception, final allocation will take place before the end of the vesting period in the event of disability of the beneficiary classified under the second and third categories set out in Article L. 341-4 of the French Social Security Code.

All powers are granted to the Board of Directors to:

- if applicable:
  - set the performance condition to which the definitive award of the free shares is subject
  - record the existence of sufficient reserves and upon each grant of shares, to transfer to a reserve account the sums required to pay up new shares to be granted

- at the appropriate time, decide on capital increases by means of incorporation of reserves, premiums or profits relating to the issue of new free shares granted
- conduct the necessary share acquisitions within the framework of the share buyback program and to allocate them via the allocation plan
- determine the impact on beneficiaries' rights of transactions affecting the share capital or likely to affect the value of shares allocated and enacted during the vesting period and as a result, to modify or adjust, if necessary, the number of shares granted to preserve the beneficiaries' rights
- decide whether or not to fix an obligation of conservation at the end of the acquisition period and, if applicable, determine the duration and undertake all useful measures to ensure that beneficiaries comply with any obligation to hold their shares,
- and generally, in connection with the legislation in effect, perform all duties that the implementation of this authorization may require.

This authorization shall imply that shareholders waive their preferential subscription right to subscribe to newly issued shares through the capitalization of reserves, share premium and profits.

This is given for a duration that expires at the General Meeting to be held in 2020 to rule on the financial statements of the previous year.

For the part not used, if applicable, it supersedes any and all relevant prior authorizations.

**Twenty-Eighth resolution - Authorization to be granted to the Board of Directors to grant share subscription and/or purchase options (stock options) to members of staff and/or certain corporate officers of the company or related companies or economic interest groups, with shareholders waiving their preferential subscription rights**

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report:

- 1) Authorizes the Board of Directors, under the provisions of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant the beneficiaries indicated below, on one or more occasions, options giving access to new shares in the company to be issued in respect of a capital increase or to the purchase of existing shares in the company as a result of buybacks carried out under the terms set by law.
- 2) Sets the term of validity of this authorization at eighteen months from the date of this General Meeting.
- 3) Decides that the beneficiaries of these options may only be:
  - firstly, some or all members of staff, or certain categories of staff and where appropriate, those companies or economic interest groups related to it under the conditions of Article L. 225-180 of the French Commercial Code;
  - secondly, those corporate officers who meet the conditions set out in Article L. 225-185 of the French Commercial Code.
- 4) The total number of options that may be granted by the Board of Directors pursuant to this authorization does not give access to the subscription or purchase of more than 7.5% of the share capital at the date of this Meeting.
- 5) Decides that the share subscription and/or purchase price by the beneficiaries will be set on the day the options are granted by the Board of Directors in accordance with the regulations in effect and shall not be less than the average price over the twenty trading days preceding the date of the granting decision.

- 6) Decides that no options may be granted:
- within the ten trading days before and after the date on which the consolidated financial statements are made public;
  - or in the period between the date on which the company's corporate bodies are made aware of information that, if made public, could have a significant impact on the trading price of the company's securities, and the date ten trading days after said information is made public;
  - less than twenty trading days after the detachment of shares from a coupon giving access to a dividend or capital increase.
- 7) Notes that this authorization includes, to the beneficiaries of the options giving access to shares, an express waiver by shareholders of their preferential subscription rights to subscribe shares to be issued as and when the options are exercised.
- 8) Delegates all powers to the Board of Directors to set the other terms and conditions for the granting of options and their exercise, in particular to:
- determine the conditions under which the options shall be granted and to draft the list or categories of beneficiaries as scheduled above; to determine, where appropriate, the seniority and performance conditions that must be met by these beneficiaries; to determine the conditions under which the price and number of shares must be adjusted, particularly in the presumptions set out under Articles R. 225-137 to R. 225-142 of the French Commercial Code;
  - define the exercise period(s) for the options granted, with the understanding that the term of the options may not exceed a period of 10 years from the grant date;
  - provide the option to temporarily suspend the exercise of options for a maximum period of three months in the event that financial transactions are performed involving the exercise of a right attached to shares;
  - if applicable, conduct the necessary share acquisitions within the framework of the share buyback program and to allocate them via the option plan
  - proceed with all acts and formalities required to make final those capital increases that may, if necessary, be performed pursuant to the authorization granted by this resolution; amend the Bylaws accordingly and generally to do whatever is necessary;
  - at its own discretion and if it sees fit, impute the cost of increases in share capital to the amount of the associated premiums and deduct the necessary sums from this amount to bring the statutory reserve to one tenth of the new share capital after each increase.
- 9) Notes that this authorization, for the part not used, if applicable, supersedes any and all relevant prior authorizations.

**Twenty-Ninth resolution - Authorization to be granted to the Board of Directors to lift the attendance condition for the exercise of stock options assigned on the basis of the 31<sup>st</sup> extraordinary resolution of the Combined Ordinary and Extraordinary General Meeting held on June 22, 2018**

Having acknowledged the Board of Directors' report, the General Meeting authorized the Board of Directors to lift the attendance condition for the exercise of stock options assigned on the basis of the 31<sup>st</sup> extraordinary resolution of the Combined Ordinary and Extraordinary General Meeting held on June 22, 2018.

### **Thirtieth resolution - Powers to complete formalities**

The General Meeting grants all powers to the bearer of an original, a copy or an excerpt of these minutes to carry out all mandatory formalities with respect to registration and publication.

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### **Terms and Conditions of Participation**

The Shareholders' Meeting is open to all shareholders, regardless of the number of shares they hold.

The only shareholders who may participate in the Shareholders' Meeting are those who can demonstrate that they hold a registered account of shares in their name or in the name of the intermediary registered for their account on the second business day preceding the Shareholders' Meeting, in this case on **May 22, 2019**, at midnight Paris time:

- either in the registered share accounts kept by the company,
- or in the bearer share accounts kept by the authorized intermediate.

For registered shareholders, simply registering in a share account according to the terms set out above allows them to participate in the Shareholders' Meeting.

For bearer shareholders, the registration of the shares in the bearer share accounts is established by a shareholding certificate issued by the bookkeeper. To participate in the Shareholders' Meeting, this shareholding certificate must be sent by the bookkeeper to Société Générale - Shareholders' Meeting Department - 32, rue du Champ de Tir - CS30812 - 44 308 Nantes Cedex 3 in order to obtain an admission card. Alternatively, the certification may be presented on the day of the Shareholders' Meeting by shareholders who have not received their admission card.

Shareholders who are unable to personally attend the Shareholders' Meeting may choose one of the following options:

- a) Grant proxy to the person of their choice under the terms set out in Article L. 225-106 of the French Commercial Code;
- b) Send a form of proxy to the company without indicating a proxy;
- c) Vote by mail.

Registered shareholders who have been registered for at least one month by the date of the notice of meeting will receive by mail the notification brochure along with a single voting form. In any event, by the twenty-first day prior to the Shareholders' Meeting, the single form for voting by mail or proxy will be posted on the company's website ([www.dbv-technologies.com](http://www.dbv-technologies.com)).

Once the notice of meeting is issued, bearer shareholders may send a written request to Société Générale to send them this form. Any requests received will be granted no later than six days before the Shareholders' Meeting.

This form must be returned along with the bearer shareholder's shareholding certificate. The postal vote form must be received by Société Générale's Shareholders' Meeting Department by **May 20, 2019**.

Shareholders who designate a proxy may provide notification of this delegation by e-mailing a signed, scanned copy of the form along with a photocopy of both sides of their ID card and, if applicable, of their shareholding certificate, to [investors@dbv-technologies.com](mailto:investors@dbv-technologies.com), or by faxing

these documents to 01.43.26.10.83. A proxy that is granted may also be revoked by the same procedures.

Requests by shareholders to include items or draft resolutions on the agenda must be sent to the registered office by registered letter with acknowledgment of receipt, e-mailed to [investors@dbv-technologies.com](mailto:investors@dbv-technologies.com) or faxed to 01.43.26.10.83. These requests must be received no later than the twenty-fifth day preceding the date of the Shareholders' Meeting. They may not be sent more than twenty days after the date of this notice.

Requests to include items on the agenda must be accompanied by explanations.

Requests to include draft resolutions on the agenda must be accompanied by the text of the draft resolutions, along with, if applicable, a brief explanation of the reasons, and the information stipulated in paragraph 5 of Article R. 225-83 of the French Commercial Code if the draft resolution concerns the nomination of a candidate to the Board of Directors.

A certificate of registration in the shares account must also be attached to these requests to include items or draft resolutions on the agenda in order to prove, on the date of the request, the possession or representation of the required portion of the capital in accordance with the provisions of Article R. 225-71 of the French Commercial Code. A new certificate proving the registration in the shares account in the same accounts on the second business day preceding the Shareholders' Meeting, at midnight Paris time, must be sent to the company.

The text of the draft resolutions presented by shareholders and the list of items added to the agenda upon their request will promptly be posted on the company's website ([www.dbv-technologies.com](http://www.dbv-technologies.com)).

The preparatory documents for the Shareholders' Meeting described in Article R. 225-73-1 of the French Commercial Code will be posted on the company's website ([www.dbv-technologies.com](http://www.dbv-technologies.com)) no later than the twenty-first day prior to the Shareholders' Meeting.

Please note that the complete text of the documents intended to be presented to the Shareholders' Meeting in accordance with, in particular, Articles L. 225-115 and R. 225-83 of the French Commercial Code will be made available at the registered office.

In accordance with Article R. 225-84 of the French Commercial Code, any shareholder may submit, to the Chairman of the Company's Board of Directors, questions in writing until the fourth business day preceding the date of the Shareholders' Meeting, in this case until **May 20, 2019**. Such written questions must be sent either by registered mail including a receipt confirmation form, addressed to the registered office, or electronically to the following address: [investors@dbv-technologies.com](mailto:investors@dbv-technologies.com) or by fax to +33 (0)1.43.26.10.83. They must be accompanied by a certificate of account registration.

The Board of Directors