



## **HOW CAN I PARTICIPATE IN THE SHAREHOLDER MEETING ?**

**APRIL 15, 2010**

All NicOx shareholders are entitled to take part in the shareholder meeting.

You may:

- attend the shareholder meeting in person,
- be represented by another shareholder or by your spouse,
- give power of attorney to the Chairman,
- vote by correspondence.

## **I. I am a shareholder and I wish to attend the meeting in person**

### *1. I hold shares in “registered” form. What should I do?*

There are three possibilities:

- I have received a proxy form by post:
  - (1) I put a cross in box A at the top of the proxy form « *I wish to attend the shareholder’s meeting and request an admission card* »;
  - (2) I date and sign the proxy form;
  - (3) I send the proxy form to Société Générale (32 rue du Champ de Tir, BP 81 236, 44312 Nantes Cedex 3) or to NicOx (Taissounières HB4, 1681 route des Dolines, BP313, 06906 Sophia Antipolis);
- I have not received a proxy form by post: I can obtain the proxy form on NicOx’ website ([www.nicox.com](http://www.nicox.com), either on the home page, or in the section Financials, subsection Shareholder Meetings). I just need to print it, to complete it and to send it to NicOx or to Société Générale as stated above, with my name and address indicated on the right, at the bottom of the proxy form;
- I may simply write to NicOx to request an admission card.

2. *I hold shares in “bearer” form. What should I do?*

There are two possibilities:

- I may contact my financial intermediary holding my shares to ask for a proxy form. After having completed, dated and signed the proxy form as stated in I.1 above, I must send the form to my financial intermediary who in turn will send it to Société Générale or to NicOx. My financial intermediary will send, together with the proxy form, a share certificate (“*attestation de participation*”) –see 3. below - which must be dated at least three business days before the date of the meeting (i.e. without counting the day the meeting).
- I may obtain a proxy form on NicOx’ website (www.nicox.com, either on the home page, or in the section Financials, subsection Shareholder Meetings), print it and complete it as indicated above; contact my financial intermediary holding my shares to request a share certificate (“*attestation de participation*”) – see section 3 below. I then send the proxy form to Société Générale (32 rue du Champ de Tir, BP 81 236, 44312 Nantes Cedex 3) or to NicOx (Taissounières HB4, 1681 route des Dolines, BP313, 06906 Sophia Antipolis) together with the share certificate (“*attestation de participation*”).

**Warning: if your shares are in bearer form, you must provide the share certificate (“*attestation de participation*”) to obtain an admission card. The share certificate must be bear a date at least three business days before the meeting and must be received by NicOx at least three calendar days before the meeting.**

3. *What is a share certificate (“*attestation de participation*”)?*

It is an official document issued by an authorized financial intermediary (the financial intermediary holding my shares or its correspondent in France if my financial intermediary is not authorized in France) which certifies the name of the shareholder and the number of shares held in bearer form. The share certificate must be bear a date at least three business days before the meeting and must be received by NicOx at least three calendar days before the meeting. It is only needed if I hold my shares in “bearer” form.

4. *May I attend the shareholder meeting if I have not received an admission card?*

- if my shares are in “registered” form, I can attend the shareholder meeting provided I can show a passport or identity card ;
- if my shares are in “bearer” form, I can attend the shareholder meeting provided I can provide (i) a share certificate (“*attestation de participation*”) dated at least three business days before the meeting (see 3 above), (ii) a passport or identity card.

## **II. I am a shareholder and do not wish to attend the meeting in person**

There are three possible ways to participate in the shareholder meeting without attending the meeting in person:

- vote by correspondence;
- give proxy to the Chairman;
- give proxy to another shareholder or to your spouse.

### *1. How may I vote by correspondence?*

#### 1(a) My shares are in “registered” form

- I have received a proxy form at home:
  - (1) I put a cross in box B at the top of the proxy form « *I prefer to use the postal voting form or the proxy form as specified below* »;
  - (2) I fill in the box on the left to indicate my vote for each resolution (darkening the little box in front of each resolution number means voting against the resolution);
  - (3) I date and sign the proxy form, and
  - (4) I send the proxy form to Société Générale (32 rue du Champ de Tir, BP 81 236, 44312 Nantes Cedex 3) or to NicOx (Taissounières HB4, 1681 route des Dolines, BP313, 06906 Sophia Antipolis);
- I did not receive a proxy form at home: I can obtain the proxy form on NicOx' website ([www.nicox.com](http://www.nicox.com), either on the home page, or in the section Financials, subsection Shareholder meetings). I just need to print it, to complete it and to send it to NicOx or to Société Générale as stated above, with my name and address indicated on the right, at the bottom of the proxy form;
- I can write to NicOx asking for a copy of the proxy form.

1(b) My shares are in “bearer” form

- EITHER I contact the financial intermediary holding my shares requesting a proxy form; send the completed proxy form to the said financial intermediary holding my shares as explained in 1(a) above, with my name and address indicated on the right, at the bottom of the proxy form. My financial intermediary will send to NicOx or to Société Générale, together with the proxy form, a share certificate (“*attestation de participation*”) - see section I. 3. above - which must be dated at least three business days before the date of the meeting (i.e. without counting the day the meeting) and will request an admission card;
- OR I obtain a proxy form on NicOx’ website (www.nicox.com, either on the home page, or in the section Financials, subsection Shareholder Meetings), print it and complete it as indicated above; contact my financial intermediary holding my shares to request a share certificate (“*attestation de participation*”) – see section I. 3 above. I then send the proxy form to Société Générale (32 rue du Champ de Tir, BP 81 236, 44312 Nantes Cedex 3) or to NicOx (Taissounières HB4, 1681 route des Dolines, BP313, 06906 Sophia Antipolis) together with the share certificate (“*attestation de participation*”).

**Warning:** if your shares are in bearer form, your proxy form can only be taken into account when accompanied by a share certificate (“*attestation de participation*”). The share certificate must bear a date at least three business days before the meeting and must be received by NicOx at least three calendar days before the meeting.

2. *May I give proxy to the Chairman?*

2(a) My shares are in “registered” form

- I have received a proxy form at home:
  - (1) I put a cross in box B at the top of the proxy form « *I prefer to use the postal voting form or the proxy form as specified below* »
  - (2) I date and sign the proxy form, and
  - (3) I send the proxy form to Société Générale (32 rue du Champ de Tir, BP 81 236, 44312 Nantes Cedex 3) or to NicOx (Taissounières HB4, 1681 route des Dolines, BP313, 06906 Sophia Antipolis) ;

- I did not receive a proxy form at home:

I can obtain the proxy form on NicOx' website (nicox.com, either on the home page, or in the section Financials, subsection Shareholder meetings). I just need to print it, to complete it and to send it to NicOx or to Société Générale as stated above, with my name and address indicated on the right, at the bottom of the proxy form;

- I can write to NicOx asking for a copy of the proxy form.

2(b) My shares are in "bearer" form

- EITHER I contact the financial intermediary holding my shares requesting a proxy form; send the completed proxy form to the said financial intermediary holding my shares as explained in 2(a) above, with my name and address indicated on the right, at the bottom of the proxy form. My financial intermediary will send to NicOx or to Société Générale, together with the proxy form, a share certificate ("*attestation de participation*") - see section I. 3. above - which must be dated at least three business days before the date of the meeting (i.e. without counting the day the meeting) and will request an admission card;
- OR I obtain a proxy form on the NicOx' website (www.nicox.com, either on the home page, or in the section Financials, subsection Shareholder Meetings), print it and complete it as indicated above; contact my financial intermediary holding my shares to request a share certificate ("*attestation de participation*") – see section I. 3 above. I then send the proxy form to Société Générale (32 rue du Champ de Tir, BP 81 236, 44312 Nantes Cedex 3) or to NicOx (Taissounières HB4, 1681 route des Dolines, BP313, 06906 Sophia Antipolis) together with the share certificate ("*attestation de participation*").

**Warning:** if your shares are in bearer form, your proxy form can only be taken into account when accompanied by a share certificate ("*attestation de participation*"). The share certificate must be bear a date at least three business days before the meeting and must be received by NicOx at least three calendar days before the meeting.

### 3. *How can I give proxy?*

#### 3(a) Who may I give proxy to?

Only to another shareholder or to my spouse.

#### 3(b) My shares are in “registered” form

- I have received a proxy form at home:
  - (1) I put a cross in box B at the top of the proxy form « *I prefer to use the postal voting form or the proxy form as specified below* »
  - (2) I put a cross in the third box on the right, in the middle of the document “*I hereby appoint [...] to represent me at the above mentioned meeting*” and I write the name and address of the person I give proxy to;
  - (2) I date and sign the proxy form, and
  - (3) I send the proxy form to Société Générale (32 rue du Champ de Tir, BP 81 236, 44312 Nantes Cedex 3) or to NicOx (Taissounières HB4, 1681 route des Dolines, BP313, 06906 Sophia Antipolis) ;
- I did not receive a proxy form at home:

I can obtain the proxy form on NicOx’ website (nicox.com, either on the home page, or in the section Financials, subsection Shareholder meetings). I just need to print it, to complete it and to send it to NicOx or to Société Générale as stated above, with my name and address indicated on the right, at the bottom of the proxy form;
- I can write to NicOx asking for a copy of the proxy form.

#### 3(c) My shares are in “bearer” form

- EITHER I contact the financial intermediary holding my shares requesting a proxy form; send the completed proxy form to the said financial intermediary holding my shares as explained in 3(a) above, with my name and address indicated on the right, at the bottom of the proxy form. My financial intermediary will send, together with the proxy form, a share certificate (“*attestation de participation*”) - see section I. 3. above - which must be dated at least three business days before the date of the meeting (i.e. without counting the day the meeting) and will request an admission card ;
- OR I obtain a proxy form on the company’s website (nicox.com, either on the home page, or in the section Financials, subsection Shareholder meetings), print it and complete it as indicated above; contact my financial intermediary holding my shares to request a share certificate (“*attestation de participation*”) – see section I. 3 above. I

then send the proxy form to Société Générale (32 rue du Champ de Tir, BP 81 236, 44312 Nantes Cedex 3) or to NicOx (Taissounières HB4, 1681 route des Dolines, BP313, 06906 Sophia Antipolis) together with the share certificate (“*attestation de participation*”).

**Warning:** if your shares are in bearer form, your proxy form can only be taken into account when accompanied by a share certificate (“*attestation de participation*”). The share certificate must bear a date at least three business days before the meeting and must be received by NicOx at least three calendar days before the meeting.