

## **DBV TECHNOLOGIES**

Société anonyme (public limited company) with a Board of Directors and social capital of € 2,431,345,30.

Registered office: 177-181 avenue Pierre Brossolette – 92120 Montrouge, France

Nanterre Trade and Companies Register (RCS) 441 772 522.

## **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 **June 21, 2016** at the registered office:

177-181 Avenue Pierre-Brossolette – 92120 Montrouge, France, to deliberate the following agenda:

### **Ordinary resolutions:**

1. Approval of the annual financial statements for the period ended December 31, 2015,
2. Approval of the consolidated financial statements for the year ended December 31, 2015,
3. Allocation of income for the year
4. Special report by the Statutory Auditors on the regulated agreements and commitments and approval of these agreements,
5. Special report by the Statutory Auditors on regulated agreements and commitments and approval of a commitment made to Mr. Pierre-Henri Benhamou,
6. Appointment of Claire Giraut as Director,
7. Appointment of Maïlys Ferrere as Director, to replace Chahra LOUAFI
8. Renewal of the appointment of Pierre-Henri Benhamou as Director,
9. Renewal of the appointment of Torbjorn Bjerke as Director,
10. Renewal of the appointment of George Horner as Director,
11. Renewal of the appointment of Daniel Soland as Director,
12. Ratification of the temporary appointment of Michael Goller as Director,
13. Renewal of the appointment of Michael Goller as Director,
14. Ratification of the transfer of the registered office from 80/84 rue des Meuniers – 92220 Bagneux to 177-181 avenue Pierre Brossolette – 92120 Montrouge,
15. 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, duration of authorization, purpose(s), terms, maximum amount, suspension during public offering period,

### **Extraordinary resolutions:**

16. Delegation of powers to be granted to the Board of Directors to increase the share capital through incorporation of reserves, profits and/or premiums, duration of the delegation, maximum nominal amount of the capital increase, policy for fractional shares, suspension during public offering period,
17. Delegation of powers to be granted to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or to the allocation of debt securities and/or to securities giving access to ordinary shares with pre-emptive rights by public offering, duration of the delegation, maximum par value of the capital increase, and option to offer any non-subscribed shares to the public, and suspension during public offering period,

18. Delegation of powers to be granted to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or to the allocation of debt securities and/or to securities giving access to ordinary shares to be issued without preferential subscription rights, by public offering and/or in consideration of securities granted as part of a public exchange offer, duration of the delegation, maximum par value of the capital increase, issue price, option to limit the issue to the amount of subscriptions or redistribute non-subscribed securities, suspension during public offering periods,
19. Delegation of powers to be granted to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or to the allocation of debt securities and/or to securities giving access to ordinary shares to be, without preferential subscription rights, via one of the offers set out in Section II, Article L. 411-2 of the French Monetary and Financial Code, duration of the delegation, maximum par value of the capital increase, issue price, option to limit the issue to the amount of subscriptions or redistribute non-subscribed securities,
20. Authorization, in the event of issue without pre-emptive rights, to set the issue price according to the terms set by the General Meeting, up to a maximum of 10% of the capital per year, suspension during public offering periods,
21. Authorization to increase the total amount of issues in the event of excess demand, suspension during public offering periods,
22. Delegation of powers to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to capital, up to the limit of 10% of the share capital in consideration for contributions in the form of equity securities and/or securities providing access to the capital, and duration of the delegation, suspension during public offering periods,
23. Overall limitation of the authorized amounts provided by the 17th, 18th, 19th and 22th resolutions of this Meeting,
24. Delegation of power to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to capital without pre-emptive rights for the benefit of members of an Employee Savings Plan pursuant to Articles L. 3332-18 et seq. of the French Labor Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to award free shares pursuant to Article L. 3332-21 of the French Labor Code,
25. Delegation of powers to be granted to the Board of Directors to issue stock warrants (BSA: bons de souscription d'actions), warrants for subscription and/or acquisition of new and/or existing shares (BSAANE: bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes) and/or warrants for subscription and/or acquisition of new and/or existing redeemable shares (BSAAR: bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes remboursables) without pre-emptive rights, reserved for a category of persons, maximum par value amount of the capital increase, duration of the delegation, strike price, suspension during public offering periods,
26. Powers to complete formalities.

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## **Terms and Conditions of Participation**

The General Meeting is open to all shareholders independent of the number of shares they own.

To participate in the General Meeting, shareholders must provide proof of a registered account of shares in their name or in the name of an intermediary registered for their account on the second business day preceding the Meeting, in this case at 0:00 midnight of June 17, 2016, Paris time:

- either in the registered share accounts kept by the Company,
- or in the bearer share accounts kept by an authorized intermediary.

The registration of shares in a bearer account is proven by a certificate of ownership issued by the authorized intermediary. To be able to participate in the Meeting, the certificate of ownership must be sent to Société Générale - Service Assemblées – 32, rue du Champ de Tir – CS30812 - 44 308 Nantes Cedex 3 to obtain an admission card, or must be presented on the day of the Meeting by shareholders who have not received an admission card.

Shareholders who cannot attend the Meeting in person may choose one of the following three options:

- a) Assign a proxy to a person of their choice in accordance with Article L.225-106 of the French Commercial Code;
- b) Send a proxy to the Company without naming an individual to act as proxy;
- c) Vote by mail.

After the twenty-first day preceding the Meeting, the single form for voting by mail or by proxy is available online on the Company's website ([www.dbv-technologies.com](http://www.dbv-technologies.com)).

Bearer shareholders may ask their financial intermediary in writing to send them said form. Requests must be received no later than six days before the date of the Meeting.

This form must be completed and sent, along with, for bearer shareholders, their certificate of ownership. The postal voting form must be received by Société Générale no later than June 18, 2016. If appointing a proxy, the shareholder may name the proxy by sending the signed form as a digital file electronically, along with a photocopy of the front and back of their identity card and, if applicable, their certificate of ownership, to the following address: [investors@dbv-technologies.com](mailto:investors@dbv-technologies.com) or by fax to +33 (0)1.43.26.10.83. The proxy is rescindable in the same way.

Shareholders who requested that items or draft resolutions be included on the agenda must send to the Company, marked for the attention of Mr. Pierre-Henri Benhamou, a new certificate of ownership for the same accounts, by 0:00 midnight, Paris time, of the second business day preceding the Meeting.

The preparatory documents for the Meeting specified in Article R. 225-73-1 of the French Commercial Code are available online on the Company's website ([www.dbv-technologies.com](http://www.dbv-technologies.com)) for the twenty-one days preceding the Meeting.

Note that the full text of the documents to be presented at the Meeting in accordance with, in particular, Articles L. 225-115 and R. 225-83 of the French Commercial Code are available at the Company's registered office as well as online on the Company's website ([www.dbv-technologies.com](http://www.dbv-technologies.com)).

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 General Meeting, in this case until June 15, 2016. 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*