

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

June 10, 2014

Commission File Number: 0-29374

EDAP TMS S.A.  
Parc Activite La Poudrette Lamartine  
4/6 Rue du Dauphine  
69120 Vaulx-en-Velin - France

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 10, 2014  
EDAP TMS S.A.

/s/ ERIC SOYER  
ERIC SOYER  
CHIEF FINANCIAL OFFICER

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Dear EDAP Shareholders,

In 2013, EDAP reached a number of important milestones as we continued to further strengthen our long-term growth strategy.

The PMA review process for our Ablatherm HIFU device progressed well with the FDA and we continue to maintain ongoing communications with the FDA to advance to the next step which is the preparation for the upcoming advisory committee meeting scheduled for July 30, 2014.

In addition, we had significant accomplishments within our HIFU division. Most notably, we launched and received the CE mark for Focal One, our new HIFU device. Focal One is the only HIFU device dedicated to the focal approach for the treatment of prostate cancer. Focal One was well received by the global urology community during its debut at the European Urology Association Annual Congress in March 2013 and we are seeing increased market interest for this innovative HIFU device.

Three major clinical papers on Ablatherm-HIFU were published in the most prestigious urology journals, including the American Journal of Urology. These papers highlighted patient treatment follow-up data from more than 2,000 patients over a period of 10 years after receiving Ablatherm HIFU therapy. This is a noteworthy recognition of our technology as a standard of treatment for prostate cancer. We believe this data demonstrates the excellent efficacy results of Ablatherm HIFU in the treatment of prostate cancer with very high cancer-free survival and metastasis-free rates.

Overall, the global market for lithotripters and HIFU devices remained dynamic and robust, and our lithotripsy business continues to gain traction in key global markets. In addition to working towards a FDA approval for Ablatherm HIFU, we are building a U.S. operational structure around the commercialization of our lithotripsy device product line. The Company has become more visible across the U.S. urology market garnering increased exposure with major stakeholders.

During 2013, we strengthened our balance sheet with a capital raise which allowed us to repay the totality of our outstanding \$8.0 million debentures and eliminate all of our long-term debt.

Most recently in April 2014, France's Ministry of Health announced that it had granted national reimbursement of HIFU for prostate cancer, as part of an innovative process to validate breakthrough therapies. This reimbursement is a major milestone for EDAP as it further recognizes the benefits of HIFU in the treatment of localized prostate cancer. Also, in early 2014, the European Association of Urology ('EAU') upgraded its guidelines to recommend HIFU in the treatment of primary prostate cancer and radiotherapy failures. This represents substantive and additional positive recognition for HIFU technology and we now look forward to increasing the adoption of HIFU in France and in the rest of the world.

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In order to actively proceed with the necessary investments in the U.S. to fully and effectively prepare for upcoming FDA advisory Committee in connection with the Ablatherm PMA process, we recently closed a \$9.3 million registered direct placement, with no warrants. This offering will give EDAP more strength to continue adapting its structure and operations in the U.S., in accordance to our strategic long term growth plan.

In this context, we are pleased to convene our shareholders in a General Meeting on June 30, 2014 and would like to take this opportunity to request your support for the attached resolutions.

You will be requested to vote for resolutions submitted to (i) the Ordinary General Meeting of Shareholders and to the (ii) Extraordinary General Meeting of Shareholders.

Resolutions submitted to the **Ordinary General Meeting (Resolutions 1 to 7)** include approval of the Company's 2013 fiscal year accounts, related corporate activity approvals and the renewal of Board of Directors' terms for a period of six years. We invite you to read the Company's Form 20-F Report relating to the 2013 fiscal year available on the Company's website [www.edap-tms.com](http://www.edap-tms.com), Investor Relations section.

Resolutions submitted to the **Extraordinary General Meeting (Resolutions 8 to 15)** relate to the modification of Directors and Chairman of the Board's age limit and also to the renewal of financial delegations to the Board (some of which expire in November 2014) that you previously authorized in last year's General Meeting. The resolutions, in accordance with French and international standards and in the interest of the Company, would allow us to implement share capital increases, with or without preferential subscription rights, and would provide the Company with the maximum flexibility to address US strategic moves and strengthen its long-term growth.

As always, the use of these delegations, if at all, will be done in light of the ultimate interest of the Company and its Shareholders.

We would like to thank our shareholders and investors for your continued support, commitment and confidence you have demonstrated in EDAP's long-term success.

Sincerely,

**S/Philippe Chauveau**  
**Philippe Chauveau**  
**Chairman of the Board**  
**EDAP TMS S.A.**

*This letter may contain forward-looking statements. Such statements are based on management's current expectations and are subject to a number of risks and uncertainties, including matters not yet known to us or not currently considered material by us, and there can be no assurance that anticipated events will occur or that the objectives set out will actually be achieved. Important factors that could cause actual results to differ materially from the results anticipated in the forward-looking statements include, among others the uncertainties of the U.S. FDA approval process, the clinical status and market acceptance of our HIFU devices and the continued market potential for our lithotripsy device. Factors that may cause such a difference also may include, but are not limited to, those described in the Company's filings with the Securities and Exchange Commission and in particular, in the sections "Cautionary Statement on Forward-Looking Information" and "Risk Factors" in the Company's Annual Report on Form 20-F. Ablatherm-HIFU treatment is in clinical trials, but not FDA-approved or marketed in the United States.*

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**EDAP TMS**

A corporation with a share capital of 2,882,255.74 euros  
Registered office: Parc d'activité La Poudrette Lamartine  
4, rue du Dauphiné - 69120 Vaulx en Velin, France  
Lyon Registry of Commerce 316 488 204

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Vaulx-en-Velin, June 3, 2014

**NOTICE**

On Monday June 30, 2014, the shareholders are convened to attend an Ordinary and Extraordinary General Meeting of the shareholders of EDAP TMS S.A., to be held:

at 10:30 am,

at EDAP TMS's headquarters  
4, rue du Dauphiné,  
69120 Vaulx-en-Velin, France

to consider the following agenda:

**AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING:**

1. Reading of the Board of Directors' report on the activity, the situation and the financial statements of the Company relating to the fiscal year ended December 31, 2013; reading of the Board of Directors' special report pursuant to Article L. 225-184, paragraph 1 of the French Commercial Code; reading of the Statutory Auditor's report relating to the annual accounts for the fiscal year ended December 31, 2013; reading of the Statutory Auditor's report relating to the consolidated financial statements, established in accordance with US GAAP; approval of the statutory accounts and of the consolidated financial statements (US GAAP) for the fiscal year ended December 31, 2013; granting of a release to the members of the Board of Directors for their management;
2. Allocation of the loss for the fiscal year ended December 31, 2013;
3. Reading and approval of the special report of the Statutory Auditor on the agreements referred to in article L.225-38 of the French Commercial Code; approval of the agreements as mentioned in the report;
4. Renewal of Mr. Philippe Chauveau's term of office as Director;
5. Renewal of Mr. Pierre Beysson's term of office as Director;
6. Renewal of Mr. Rob Michiels's term of office as Director;
7. Renewal of Mr. Argil Wheelock's term of office as Director;

**AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING:**

8. Modification of the age limit for serving as a Director and related amendment of article 13 of the Company's by-laws;

9. Modification of the age limit for serving as Chairman of the Board and related amendment of article 16 of the Company's by-laws;
10. Determination of the total maximum amount applicable to the delegations of authority granted to the Board of Directors to increase the share capital;
11. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with preferential subscription rights for shareholders;
12. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with cancellation of shareholders' preferential subscription rights, by means of a public offering;
13. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a first category of persons who meet certain specified characteristics;
14. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a second category of persons who meet certain specified characteristics;
15. Delegation of authority to allow the Board of Directors to increase the share capital by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights in favor of participants in the Company's employee savings plan.

Yours sincerely,

**The Board of Directors**

*Note: As per Depositary Agreement dated July 31, 1997 and amendment dated April 7, 2008, signed between Bank of New York Mellon (the "Depositary") and the Company, if no voting Instruction Form is received by the Depositary from a Holder with respect to any of the Securities represented by American Depositary Shares ("ADSs") on or before the Receipt Date (Record Date), or if the voting Instruction Form is improperly completed or blank, or if the voting instructions included in the voting Instruction Form are illegible or unclear, such Holder of ADSs shall be deemed to have instructed the Depositary to vote such ADSs and the Depositary shall vote such ADSs in favor of any resolution proposed or approved by the Board of Directors of the Company and against any resolution not so proposed or approved.*

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A corporation with a share capital of 2,882,255.74 euros  
Registered office : 4, rue du Dauphiné - Parc d'activité la Poudrette Lamartine  
69120 Vaulx-en-Velin (France)  
Lyon Trade and Companies Register Number 316 488 204

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**REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF JUNE 30, 2014**

Ladies and Gentlemen,

We have called this Ordinary and Extraordinary Shareholders' Meeting to vote on the following agenda:

**AGENDA OF THE ORDINARY ANNUAL SHAREHOLDERS MEETING:**

1. Reading of the Board of Directors' report on the activity, the situation and the financial statements of the Company relating to the fiscal year ended December 31, 2013; reading of the Board of Directors' special report pursuant to Article L. 225-184, paragraph 1 of the French Commercial Code; reading of the Statutory Auditor's report relating to the annual accounts for the fiscal year ended December 31, 2013; reading of the Statutory Auditor's report relating to the consolidated financial statements (US GAAP); approval of the statutory accounts and of the consolidated financial statements (US GAAP) for the fiscal year ended December 31, 2013; granting of a release to the members of the Board of Directors for their management;
2. Allocation of the loss for the fiscal year ended December 31, 2013;
3. Reading and approval of the special report of the Statutory Auditor on the agreements referred to in article L. 225-38 of the French Commercial Code; approval of the agreements as mentioned in the report;
4. Renewal of Mr. Philippe Chauveau's term of office as Director;
5. Renewal of Mr. Pierre Beysson's term of office as Director;
6. Renewal of Mr. Rob Michiels's term of office as Director;
7. Renewal of Mr. Argil Wheelock's term of office as Director;

**AGENDA OF THE EXTRAORDINARY SHAREHOLDERS MEETING:**

8. Modification of the age limit for serving as a Director and related amendment of article 13 of the Company's by-laws;
9. Modification of the age limit for serving as Chairman of the Board and related amendment of article 16 of the Company's by-laws;

10. Determination of the total maximum amount applicable to the delegations of authority granted to the Board of Directors to increase the share capital;
11. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with preferential subscription rights for shareholders;
12. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with cancellation of shareholders' preferential subscription rights, by means of a public offering;
13. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a first category of persons who meet certain specified characteristics;
14. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a second category of persons who meet certain specified characteristics;
15. Delegation of authority to allow the Board of Directors to increase the share capital by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights in favor of participants in the Company's employee savings plan.

**A- DECISIONS RELATING TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

**Management report on the Company's activity for the fiscal year ended December 31, 2013:**

We invite you to read the Board of Directors' management report available pursuant to French laws and regulations and the Company's 2013 Annual Report on the 2013 consolidated accounts, which is available on the Company's website [www.edap-tms.com](http://www.edap-tms.com), in the "Investor Relations" section.

With respect to the Company's activities since the beginning of the current fiscal year, we also invite you to read the Board of Directors' management report which also provides information relating to significant events that occurred since January 1, 2014 and future prospects.

This year, as all Directors' terms expire at the Shareholders' Meeting approving the annual accounts for the fiscal year ending December 31, 2013, we propose to renew all appointments for a six-year period. Such terms will expire at the end of the Shareholders' Meeting approving the Company's annual accounts related to fiscal year ending December 31, 2019 (**resolutions 4 to 7**).

**B- DECISIONS RELATING TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**

Prior to examining the various resolutions submitted to your approval, please find below a summary of the reasons that have led us to call the Extraordinary Shareholders' Meeting.



Our Directors and Chairman of the Board's age limit is set by our by-laws at 80 years old. In order to allow some of our Directors to continue their work on the Board, we propose to increase the age limit of the Directors and the Chairman to 85 years old. Our by-laws will be amended accordingly (**resolutions 8 and 9**).

On June 17, 2013, we convened you to submit to you certain resolutions allowing us to seize financing opportunities in order to strengthen the Company's financial structure. We hereby wish to renew and extend the validity of some of these delegations granted to the Board of Directors as some of these delegations will terminate in November 2014.

In accordance with French and international standards and in the interest of the Company, in the view of its development, it seems appropriate to us to renew various financial delegations to your Board of Directors (**resolutions 11 to 14**) granted to the Board of Directors to implement share capital increases, immediately or in the future, with or without preferential subscription rights, with the same objective of responding to opportunities which may arise and thus allow the Company to strengthen its equity capital.

In addition, in line with the Company's profit-sharing policy in favor of its employees and in accordance with French law, we submit a delegation of authority to be granted to your Board of Directors so that it may carry out a share capital increase for the benefit of participants in the Company's employee savings plan (**resolution 15**).

The maximum aggregate nominal amount of share capital increases that may be carried out pursuant to the delegations we propose you to grant to your Board of Directors would be set at 1,300,000 euros, i.e., a maximum number of shares of 10,000,000 with a nominal value of 0.13 euros each (**resolution 10**).

This amount would be an aggregate maximum which would be the same for all resolutions providing for share capital increases. To this amount must be added, if need be, the additional amount of the shares or securities to be further issued to preserve, as provided by law and by any applicable contractual provision providing for other cases of adjustments, the rights of the holders of securities giving access to share capital or other rights giving access to share capital.

Please also note that the delegations granted pursuant to resolutions 10, 11, 12, 13 and 14 will replace the previously granted delegations having the same purpose.

In the event that the Board of Directors uses the delegations of authority granted to it pursuant to these resolutions, it shall report to the next Ordinary Shareholders' Meeting on the use made by it of such delegations, in accordance with applicable laws and regulations.

For each of the delegations submitted to your approval, the reports established by the Company's statutory auditor will be read to you.

We propose to hereinafter review each of the resolutions submitted to your approval in the Extraordinary Shareholders' Meeting:

#### **B-1 FINANCIAL DELEGATIONS TO BE GRANTED TO THE BOARD OF DIRECTORS**

**Resolution 10** sets the maximum aggregate nominal amount of the share capital increases that may be carried out and the debt securities that may be issued pursuant to the delegations submitted to your vote at 1,300,000 euros, i.e., a maximum of 10,000,000 shares to be issued with a nominal value of 0.13 euro each.

**Resolutions 11 to 14** will allow the Board of Directors to seize any capital-raising opportunities which would prove necessary in order to finance the development of the Company.

The Board of Directors would have all powers to implement these delegations, in accordance with applicable law and the Company's by-laws, in order, without limiting the generality hereof, to set the dates, the terms and conditions of any issuance, the form and characteristics of shares or securities giving access to the share capital or debt securities to be issued, with or without a premium. The Board of Directors shall, in particular, determine the amount to be issued, set the date of dividend rights, including retroactive for the shares or securities giving access to the share capital or debt securities to be issued, determine the method of paying-up and, if need be, the strike price, the exercise period of the securities, or the terms of the exercise of the rights for exchange, conversion, repayment or attribution by other manner of shares or securities giving access to the share capital, subject to the limits set in the delegations submitted to your approval.

The Board of Directors would have all powers to implement these delegations, on one or more occasions, and in such proportions and at any such times it may deem appropriate, and to issue the corresponding securities or, as the case may be, to postpone such issuances, enter into all agreements to ensure the success of the contemplated issuances, acknowledge the completion of such issuances and amend accordingly the by-laws and more generally, to do the following:

- determine, in accordance with applicable laws, the possible adjustments of the terms under which the securities may in the future give access to the share capital,
- suspend, if need be, the exercise of rights attached to such securities as permitted by laws and regulations, for a maximum period of three (3) months,
- deduct any amounts from the share premiums, in particular, the cost of any capital increases,
- ensure in the future the protection of the rights of holders of securities giving access to the share capital of the Company in accordance with applicable laws and regulations,
- take all measures and perform all formalities required in light of the issuance, listing and financial services for the securities issued pursuant to this resolution and the exercise of rights attached thereto.

For the purposes hereof, the Board of Directors asks you to approve or renew the resolutions mentioned below, using the legal mechanism of delegation of authority, and to delegate your authority to it in order to:

- increase the share capital by issuance of shares or any securities giving access to the share capital of the Company or giving a right to allocation of debt securities, with preservation of the Company's shareholders' preferential subscription rights (**resolution 11**)
- increase the share capital by issuance of shares or any securities giving access to the share capital of the Company or giving a right to debt securities, with cancellation of the Company's shareholders' preferential subscription rights, by means of a public offering (**resolution 12**)
- increase the share capital by issuance of shares or any securities giving access to the share capital, with cancellation of the shareholders' preferential subscription rights in favor of one or several categories of persons who meet certain specified characteristics, being specified that the issuance price (or the amount of the compensation which is due to the Company for each share to be issued, in the case of issuance of securities giving access to the Company's share capital) will be set in accordance with usual market practices, by reference to the price offered to, and the subscription demands of, the investors through the book-building process. In any case, the price so determined by the Board of Directors may represent a discount compared to the trading price of the Company's American Depositary Shares on the NASDAQ (**resolution 13**).

Pursuant to this resolution 13, you are asked to cancel the shareholders' preferential subscription rights for the shares and securities which would be issued hereto and to reserve subscription of such shares to the new or existing investors who meet all of the criteria specified in A. or B. below, for a minimum individual subscription amount of 250,000 euros or its counter-value in foreign currencies as at the date of subscription (issuance premium included):

- A.
- (i) institutional investors or individuals that are qualified institutional buyers or accredited investors under U.S. law or qualified investors (*investisseurs qualifiés*) under French law (e.g., investment funds, investment companies, pension funds, banks and other financial institutions, insurance companies, etc.) ; and
  - (ii) specialized or skilled in the health care or biotechnologies sectors or specialized in investing in companies with high growth potential; and
  - (iii) which are prepared to make an investment decision in respect of the Company solely based on available public information, provided, however, that each prospective investor will be required to enter into a confidentiality agreement regarding the proposed investment prior to any disclosure to it of the name of the Company; or
- B. any placement agent or underwriter in connection with the offering or the placement of shares or securities giving access to the Company's share capital to investors meeting the criteria set forth in A. above as part of such agent's or underwriter's compensation for their services.
- increase the share capital by issuance of shares or any securities giving access to the share capital, with cancellation of the shareholders' preferential subscription rights in favor of practitioners using the Company's technologies who meet certain specified characteristics, or commercial partners, or patients who have benefited from treatments using technologies developed by the Company, being specified that the issuance price (or the amount of the counterparty which is due to the Company for each share to be issued, in the case of issuance of securities giving access to the Company's share capital) will be set in accordance with usual market practices, by reference to the price offered to, and the subscription demands of, the investors. In any case, the price so determined by the Board of Directors may represent a discount compared to the trading price of the Company's American Depositary Shares on the NASDAQ (**resolution 14**).

In this resolution, you are asked to cancel the shareholders' preferential subscription rights for the shares and securities which would be issued hereto and to reserve subscription in favor of the following new or existing investors, with a maximum of 150 subscribers, with a minimum individual subscription amount of 10,000 euros or its counter-value in foreign currencies as at the date of subscription (issuance premium included): practitioners who have used the Company's technologies over the course of the last 24 months preceding the issuance of the shares, subject to compliance with the applicable laws and professional ethics, commercial partners who contracted with the Company within the last 24 months or patients who benefited from technologies developed by the Company within the last 10 years.

#### **B-2 DELEGATION TO BE GRANTED IN THE SCOPE OF THE PROFIT-SHARING PLAN IN FAVOR OF THE COMPANY'S EMPLOYEES**

Pursuant to the provisions of articles L. 3332-20 of the French Labor code, we submit a delegation of authority to be granted to your Board of Directors so that it may carry out a share capital increase for the benefit of participants in the Company's employee savings scheme (**resolution 15**).

We propose that you review the delegation detailed in the draft resolutions (**resolution 15**) and the reports of the Company's statutory auditor.

The Shareholders' Meeting is asked by the Board of Directors to vote on the resolution mentioned below to delegate its authority to the Board of Directors to decide for a maximum amount of 42,549 euros, one or several capital increases by issuance of ordinary shares of the Company reserved for participants in the Company's employee savings scheme (resolution 15). This last resolution is submitted to you pursuant to the provisions of Article L. 225-129-6 of the French Commercial Code.

**However, your Board of Directors reminds you that, taking into account the organization of the Company, this proposal does not fall within the Company's profit-sharing policy. Consequently, we recommend that you do not vote in favor of this resolution submitted for your approval.**

In this context, we ask you to vote on the aforementioned resolutions submitted to you by your Board of Directors.

**The Board of Directors**

*This document and the draft resolutions that it refers to and will be submitted for your approval are not an offer to purchase, or a solicitation of an offer to buy shares or any other securities of the Company.*

**EDAP - TMS**

A corporation with a share capital of 2,882,255.74 euros  
Registered office: Parc d'activité La Poudrette Lamartine  
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**DRAFT RESOLUTIONS TO BE SUBMITTED  
TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD  
ON JUNE 30, 2014**

Shareholders are invited to attend the Ordinary and Extraordinary Shareholders' Meeting of EDAP-TMS S.A. (the "Company") on June 30, 2014, at 10.30 am., at the Company's offices, 4 Rue du Dauphiné, 69120, Vaulx-en-Velin, France. The shareholders will deliberate on the following agenda:

**AGENDA OF THE ORDINARY ANNUAL SHAREHOLDERS' MEETING:**

1. Reading of the Board of Directors' report on the activity, the situation and the financial statements of the Company relating to the fiscal year ended December 31, 2013; reading of the Board of Directors' special report pursuant to Article L. 225-184, paragraph 1 of the French Commercial Code; reading of the Statutory Auditor's report relating to the annual accounts for the fiscal year ended December 31, 2013; reading of the Statutory Auditor's report relating to the consolidated financial statements, established in accordance with US GAAP; approval of the statutory accounts and of the consolidated financial statements (US GAAP) for the fiscal year ended December 31, 2013; granting of a release to the members of the Board of Directors for their management;
2. Allocation of the loss for the fiscal year ended December 31, 2013;
3. Reading and approval of the special report of the Statutory Auditor on the agreements referred to in article L.225-38 of the French Commercial Code; approval of the agreements as mentioned in the report;
4. Renewal of Mr. Philippe Chauveau's term of office as Director;
5. Renewal of Mr. Pierre Beysson's term of office as Director;
6. Renewal of Mr. Rob Michiels's term of office as Director;
7. Renewal of Mr. Argil Wheelock's term of office as Director;

**AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING:**

8. Modification of the age limit for serving as a Director and related amendment of article 13 of the Company's by-laws;
9. Modification of the age limit for serving as Chairman of the Board and related amendment of article 16 of the Company's by-laws;

10. Determination of the total maximum amount applicable to the delegations of authority granted to the Board of Directors to increase the share capital;
11. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with preferential subscription rights for shareholders;
12. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with cancellation of shareholders' preferential subscription rights, by means of a public offering;
13. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a first category of persons who meet certain specified characteristics;
14. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a second category of persons who meet certain specified characteristics;
15. Delegation of authority to allow the Board of Directors to increase the share capital by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights in favor of participants in the Company's employee savings plan.

\* \* \*

**RESOLUTIONS SUBMITTED TO THE ORDINARY ANNUAL SHAREHOLDERS' MEETING:**

**FIRST RESOLUTION** (*Reading of the Board of Directors' report on the activity, the situation and the financial statements of the Company relating to the fiscal year ended December 31, 2013; reading of the Board of Directors' special report pursuant to Article L. 225-184 paragraph 1 of the French Commercial Code; reading of the Statutory Auditor's report relating to the annual accounts for the fiscal year ended December 31, 2013; reading of the Statutory Auditor's reports relating to the consolidated financial statements (US GAAP); approval of the statutory accounts and of the consolidated financial statements (US GAAP) for the fiscal year ended December 31, 2013; granting of a release to the members of the Board of Directors for their management*)

The Shareholders' Meeting, acting in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, and after having been read:

- the Board of Directors' report on the activity, the situation and the financial statements of the Company relating to the fiscal year ended December 31, 2013,
- the Board of Directors' special report on stock-options pursuant to Article L. 225-184 paragraph 1 of the French Commercial Code,
- the Statutory Auditor's report relating to the annual accounts relating to the fiscal year ended December 31, 2013,
- the Statutory Auditor's report relating to the consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles (US GAAP) applying to companies listed on the NASDAQ.

Approves the annual accounts, i.e., the balance sheet, income statement and the related note as of and for the period ended December 31, 2013 as they have been presented, together with the transactions transcribed in the aforesaid financial statements and summarized in such reports.

Approves the consolidated financial statements relating to the fiscal year ended December 31, 2013 established in accordance with U.S. GAAP as applied to companies listed on the Nasdaq market, as they have been presented in the 20-F Report filed with SEC on April 3, 2014, together with the transactions transcribed in the aforesaid financial statements and summarized in such report.

The Shareholders' Meeting therefore grants a release to all members of the Board of Directors for their management during the fiscal year 2013.

**SECOND RESOLUTION** (*Allocation of the loss for the fiscal year ended December 31, 2013*)

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, acknowledges that the Company has recorded a net loss (not consolidated) of € 2,987,789.69 during fiscal year ended December 31, 2013 taking into account:

- § a depreciation allowance amounting to €118,751,
- § a provision allowance amounting to €1,850,115.37.

The Shareholders' Meeting, after reading the Board of Directors report, decides to clear the loss amounting to € 2,987,789.69 by allocating the entire € 2,987,789.69 amount to the cumulated losses account.

Pursuant to Article 243 bis of the French Tax Code, the Shareholders' Meeting takes note that no dividend has been paid during the last three fiscal years.

The Shareholders' Meeting, pursuant to the Board of Directors' report, in accordance with article 223 quarter of the French Tax Code, takes note that no expenses, nor charges concerned by article 39-4 of this Code, nor theoretical tax amount, will be recorded by the Company.

**THIRD RESOLUTION** (*Reading and approval of the special report of the Statutory Auditor on the agreements referred to in Article L. 225-38 of the French Commercial Code; approval of the agreements as mentioned in the said report*)

After hearing the Statutory Auditor's special report relating to the agreements referred to in article L.225-38 of the French Commercial Code (related party transactions), the Shareholders' Meeting approves the terms of the report and the agreements mentioned therein.

**FOURTH RESOLUTION** (*Renewal of Mr. Philippe Chauveau's term of office as Director*)

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, takes note that Mr. Philippe Chauveau's term of office as Director expires today and decides to renew such appointment for a new period of six years expiring at the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the Company's annual accounts related to fiscal year ending December 31, 2019.

**FIFTH RESOLUTION (Renewal of Mr. Pierre Beysson's term of office as Director)**

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, takes note that Mr. Pierre Beysson's term of office as Director expires today and decides to renew such appointment for a new period of six years expiring at the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the Company's annual accounts related to fiscal year ending December 31, 2019.

**SIXTH RESOLUTION (Renewal of Mr. Rob Michiels's term of office as Director)**

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, takes note that Mr. Rob Michiels's term of office as Director expires today and decides to renew such appointment for a new period of six years expiring at the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the Company's annual accounts related to fiscal year ending December 31, 2019.

**SEVENTH RESOLUTION (Renewal of Mr. Argil Wheelock's term of office as Director)**

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, takes note that Mr. Argil Wheelock's term of office as Director expires today and decides to renew such appointment for a new period of six years expiring at the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the Company's annual accounts related to fiscal year ending December 31, 2019.

**RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING:**

**EIGHTH RESOLUTION (Modification of the age limit for serving as a Director and related amendment of article 13 of the Company's by-laws)**

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Extraordinary Shareholders' Meetings, after hearing the Board of Directors' report, decides to modify the age limit for serving as a Director and to increase it from 80 to 85 years old.

Consequently, the Shareholders' Meeting decides to amend the Company's by-laws accordingly, the last paragraph of Article 13 of the by-laws will then read as follows:

**« ARTICLE 13 – BOARD OF DIRECTORS**

[...]

*Directors cannot be more than eighty five years old. In case one of the Directors reaches this limit during his/her office, such Director is automatically considered as having resigned at the next Shareholders' Meeting.»*

**NINTH RESOLUTION : (Modification of the age limit for the Chairman of the Board and related amendment of article 16 of the Company's by-laws)**

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Extraordinary Shareholders' Meetings, after hearing the Board of Directors' report, decides to modify the age limit for serving as Chairman of the Board during his tenure and to increase it from 80 to 85 years old.



Consequently, the Shareholders' Meeting decides to amend the Company's by-laws accordingly, the last paragraph of Article 16 of the by-laws will then read as follows:

« ARTICLE 16 - CHAIRMAN

[...]

*The Chairman of the Board of Directors cannot be over eighty five years old. In case the Chairman reaches this limit during his/her term, he/she will automatically be considered as having resigned. However, his/her term is extended until the next Board of Directors meeting, during which his/her successor shall be appointed. Subject to this provision, the Chairman of the Board may always be re-elected. »*

**TENTH RESOLUTION (Determination of the total maximum amount applicable to the delegations of authority granted to the Board of Directors to increase the share capital)**

The Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings,

having considered the report of the Board of Directors,

**decides that:**

- the maximum aggregate nominal amount of share capital increases that may be carried out pursuant to the delegations in the eleventh to fifteenth resolutions, is set at 1,300,000 euros (one million three hundred thousand euros) i.e., a maximum number of shares of 10,000,000 with a nominal value of 0.13 euro each., to which amount must be added, if need be, the additional amount of the shares or securities to be issued to preserve, as provided by law and by any applicable contractual provision providing for any other cases of adjustments, the rights of the holders of securities giving access to share capital or other rights giving access to share capital,
- the maximum aggregate nominal amount of debt securities which may be issued pursuant to the delegations granted in the eleventh to fifteenth resolutions is set at 1,300,000 euros (one million three hundred thousand euros) or the equivalent of this amount in euros on the issuance date, provided that:
  - this maximum aggregate nominal amount may be increased by any reimbursement premium exceeding par value , and
  - this maximum aggregate nominal amount does not apply to debt securities which issuance would be decided or authorized by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code.

This delegation terminates as of today, the prior delegation having the same purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013 with respect to the unused portion of such delegation.

**ELEVENTH RESOLUTION (Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with preferential subscription rights for shareholders)**

The Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings and noting that the share capital is fully paid-up,

having considered the report of the Board of Directors and the Auditors' Special Report,

pursuant to the provisions of articles L. 225-129-2, L. 225-134, L. 228-92 and L. 228-93 of the French Commercial code,

1. **delegates** its authority to the Board of Directors to decide, under any such proportion and at any such periods it may deem appropriate, one or several capital increases by issuance, in France or abroad, of ordinary shares of the Company or any securities giving access by any means, whether immediately and/or in the future, to the share capital of the Company or to the share capital of any company which may directly or indirectly hold more than half of its share capital or of which it may directly or indirectly hold more than half of the share capital, or any securities giving a right to the allocation of debt securities. Said securities may be issued in euros, in foreign currencies or in any monetary units whatsoever established by reference to several currencies, at the option of the Board of Directors and which subscription may be made either in cash or by set off,

2. **decides** that the aggregate maximum nominal amount of the capital increases which may be carried out, immediately or in the future, pursuant to this resolution is set at 1,300,000 euros (or its counter-value in foreign currencies as at the date of subscription), to which amount must be added, if need be, the nominal amount of the additional shares or securities to be issued to preserve, as provided by law and by any applicable contractual provision providing for any other cases of adjustments, the rights of the holders of securities giving access to the share capital and other rights giving access to the share capital,
3. **decides** that this amount shall be applied against the aggregate maximum provided for in the tenth resolution above,
4. **decides** to set the maximum nominal amount of debt securities which may be issued pursuant to this delegation at 1,300,000 euros (or its counter-value in foreign currencies as at the date of subscription), to be applied against the aggregate maximum provided for in the tenth resolution above,
5. **decides** that the shareholders may exercise, in accordance with the law and regulations in force, their preferential subscription rights to the ordinary shares and the securities issued pursuant to the present delegation,
6. **decides** that the Board of Directors may grant shareholders the right to subscribe to securities in excess of those they may subscribe to as of right (*droit de souscription à titre réductible*), which shall be exercised in proportion to their rights and within the limits of their requests,
7. **decides** that if the subscriptions as of right (*souscription à titre irréductible*), or as the case may be, excess subscriptions (*souscription à titre réductible*) have not absorbed the entire issuance of shares or of securities or debt securities, the Board of Directors may choose, in the order that seems relevant to it, one or several of the options below:
  - limit the issuance to the amount of the subscriptions received, provided that such subscription is equivalent to at least three-fourths of the initial amount of the relevant issuance as decided by the Board of Directors,
  - distribute freely all or some of the unsubscribed shares, which have not been subscribed as of right, or as the case may be, excess subscriptions,
  - offer to the public all or part of the unsubscribed securities,
8. **specifies** that transactions contemplated by this delegation may be carried out at any moment, including during a tender offer and/or a standing market offer for the securities of the Company,
9. **decides** that the Board of Directors shall have all powers to implement this delegation, in accordance with the law and the Company's by-laws, in order, in particular, to decide the dates, terms and conditions of issuances, the form and characteristics of shares or securities giving access to the share capital or debt securities to be issued, with or without a premium. The Board of Directors shall in particular determine the amount to be issued, set the date of dividend rights, including a retroactive date, for the securities to be issued, determine the method of paying-up of the shares or securities giving access to the share capital to be issued immediately or in the future; if need be, the strike price and exercise period of the securities or the terms of the exercise of the rights for exchange, conversion, repayment, or attribution by other manner of shares or securities giving access to the share capital pursuant to this delegation,

10. **decides** that the Board of Directors shall have all powers to implement this delegation, on one or more occasions, and in such proportions and at any such times it may deem appropriate, and to issue the corresponding securities or to postpone such issuances, enter into all agreements to ensure the success of the contemplated issuances, acknowledge the completion of such issuances and amend accordingly the by-laws and more generally, to do the following:

- determine, in accordance with applicable laws, the possible adjustments of the terms under which the securities may in the future give access to the share capital,
- suspend, if need be, the exercise of rights attached to such securities as permitted by laws and regulations, for a maximum period of three (3) months,
- deduct any amounts from the share premiums, in particular, the cost of any capital increases,
- ensure in the future the protection of the rights of holders of securities giving access to the share capital of the Company in accordance with applicable laws and regulations,
- take all measures and perform all formalities required in light of the issuance, listing and financial services for the securities issued pursuant to this resolution and the exercise of rights attached thereto,

11. **acknowledges** that, in the event that the Board of Directors uses the delegation of authority granted to it under this resolution, it shall report to the next Shareholders' Meeting on the use made by it of such delegation, in accordance with applicable laws and regulations,

12. **acknowledges** that this authorization, subject to the approval of this resolution, terminates the prior authorization having the same purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013, with respect to the unused portion of such delegation.

13. **decides** the present delegation is granted for a period of twenty-six (26) months from the date of this meeting.

**TWELFTH RESOLUTION** (*Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital of the Company or giving rights to debt securities issued by the Company, with cancellation of shareholders' preferential subscription rights, by means of a public offering*)

The Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings and noting that the share capital is fully paid-up,

having considered the report of the Board of Directors and the Auditors' Special Report,

pursuant to the provisions of articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and L. 228-91 *et seq.* of the French Commercial code,

1. **delegates** its authority to the Board of Directors to decide, under any such proportion and at any such periods it may deem appropriate, one or several capital increases by issuance of, by means of a public offering with cancellation of preferential subscription rights, in France or abroad, ordinary shares of the Company or any securities giving access by any means, whether immediately and/or in the future, to the share capital of the Company or to the share capital of any company which may directly or indirectly hold more than half of its share capital or of which it may directly or indirectly hold more than half of the share capital, or any securities giving a right to the allocation of debt securities. Said securities may be issued in euros, in foreign currencies or in any monetary units whatsoever established by reference to several currencies, at the option of the Board of Directors and which subscription may be made either in cash or by set off,

2. **decides** the issuances which may be carried out pursuant to this delegation may be realized through a public offering, being specified that the Company may proceed by way of the filing of a registration statement with the Securities and Exchange Commission in the United States,

3. **decides** that the maximum nominal amount of the capital increased which may be carried out, immediately or in the future, pursuant to this resolution, is set at 1,300,000 euros (or its counter-value in foreign currencies as at the date of subscription), to which amount must be added, if need be, the nominal amount of the additional shares or securities to be issued to preserve, as provided by law and by any applicable contractual provision providing for other cases of adjustments, the rights of the holders of securities giving access to the share capital and other rights giving access to the share capital, which amount shall be applied against the aggregate maximum provided for in the tenth resolution above. In any case, such share capital increases may represent, subject to the aforementioned limit, more than 20% of the Company's share capital at the date of issuance,
  4. **decides** to set at 1,300,000 euros (or its counter-value in foreign currencies as at the date of subscription), the maximum nominal amount of debt securities which may be issued pursuant to this delegation, which amount shall be applied against the aggregate maximum provided for in the tenth resolution,
  5. **decides** to cancel the shareholders' preferential subscription rights to the shares and/or any securities and/or any debt securities to be issued, in accordance with applicable law,
  6. **decides** that the price of shares or securities issued pursuant to this delegation shall be determined by the Board of Directors as such price would result from the mechanism of supply and demand as per the so-called book-building method developed by professional customs (specifying, however, that if the shares of the Company are admitted for trading on a regulated market when this delegation is used, the price shall be set in accordance with the provisions of article L. 225-136-1° of French Commercial code). In any case, the price so determined by the Board of Directors may represent a discount compared to the trading price of the Company's American Depositary Shares ("ADSs") on the NASDAQ,
  7. **acknowledges and decides** that this delegation shall automatically result in the waiver by the shareholders of their preferential subscription rights to the shares to which the issued securities entitle them, in favor of holders of securities to be issued by the Board of Directors,
  8. **specifies** that transactions contemplated in this resolution may be carried out at any moment, including during a tender offer and/or a standing market offer for the securities of the Company,
  9. **decides** that the Board of Directors shall have all powers to implement this delegation, in accordance with law and the Company's by-laws, in order, in particular, to decide the dates, terms and conditions of issuances, the form and characteristics of shares or securities giving access to the share capital or debt securities to be issued, with or without a premium. The Board of Directors shall in particular determine the amount to be issued, set the date of dividend rights, including retroactive, for the securities to be issued, determine the method of paying-up of the shares or securities giving access to the share capital to be issued immediately or in the future; if need be, the strike price and exercise period of the securities or the terms of the exercise of the rights for exchange, conversion, repayment, or attribution by other manner of shares or securities giving access to the share capital pursuant to this delegation,
  10. **decides** that the Board of Directors shall have all powers to implement this delegation, on one or more occasions, and in such proportions and at any such times it may deem appropriate, and to issue the corresponding securities or to postpone such issuances, enter into all agreements to ensure the success of the contemplated issuances, acknowledge the completion of such issuances and amend accordingly the by-laws and more generally, to do the following:
    - determine, in accordance with applicable laws, the possible adjustments of the terms under which the securities may in the future give access to the share capital,
    - suspend, if need be, the exercise of rights attached to such securities as permitted by laws and regulations, for a maximum period of three (3) months,
    - deduct any amounts from the share premiums, in particular, the expenses of any capital increases,
    - ensure in the future the protection of the rights of holders of securities giving access to the share capital of the Company in accordance with applicable laws and regulations,
    - take all measures and perform all formalities required in light of the issuance, listing and financial services for the securities issued pursuant to this resolution and the exercise of rights attached thereto,
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11. **acknowledges** that, in the event that the Board of Directors uses the delegation of authority granted to it under this resolution, it shall report to the next Shareholders' Meeting on the use made by it of such delegation, in accordance with applicable laws and regulations,
12. **acknowledges** that this authorization, subject to the approval of this resolution, terminates the prior authorization having the same purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013, with respect to the unused portion of such delegation.
13. **decides** the present delegation is granted for a period of twenty-six (26) months from the date of this meeting.

**THIRTEENTH RESOLUTION** (*Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a first category of persons who meet certain specified characteristics*)

In line with the Company's development and growth strategy, the Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings,

having considered the report of the Board of Directors and the Auditors' Special Report,

pursuant to the provisions of articles L. 225-129, L. 225-129-2, L. 225-138 and L. 228-91 *et seq.* of the French Commercial code,

1. **delegates** its authority to the Board of Directors to decide, under any such proportion and at any such periods it may deem appropriate, one or several capital increases by issuance of, in France or abroad, ordinary shares of the Company or any securities giving access by any means, whether immediately and/or in the future, to the share capital of the Company (including, in particular, bonds redeemable or convertible into shares and all share warrants, attached or not to shares or other securities). Such securities may be issued in euros, in foreign currencies or in any monetary units whatsoever established by reference to several currencies, at the option of the Board of Directors and which subscription may be made either in cash or by set off,
2. **decides** that the issuance of preferred shares is expressly excluded from this delegation,
3. **decides** that the maximum nominal amount of the capital increases which can be carried out, immediately or in the future, pursuant to the authority delegated by the Shareholders' Meeting to the Board of Directors by this resolution, is set at 1,300,000 euros (or its counter-value in foreign currencies as at the date of subscription) to which amount must be added, if need be, the nominal amount of the additional shares or securities to be issued to preserve, as provided by law and by any applicable contractual provision providing for other adjustments, the rights of the holders of securities giving access to the share capital and other rights giving access to the share capital; this amount shall be applied against the aggregate maximum provided for in the tenth resolution above. In any case, such share capital increases may represent, subject to the aforementioned limit, more than 20% of the Company's share capital at the date of issuance,
4. **decides** that the maximum nominal amount of debt securities that could be issued pursuant to the current delegation is set at 1,300,000 euros (or its counter-value in foreign currencies at the date of subscription), this amount shall be applied against the aggregate maximum amount provided for in the tenth resolution above,

5. **decides** to cancel the shareholders' preferential subscription rights for the shares and securities which would be issued hereto and to reserve subscription of such shares and securities which are the subject of this resolution to the new or existing investors which meet all of the criteria specified in A. or B. below, for a minimum individual subscription amount of 250,000 euros or its counter-value in foreign currencies as at the date of subscription (issuance premium included):
- A.
- (i) institutional investors or individuals who are qualified institutional buyers or accredited investors under U.S. law or qualified investors (*investisseurs qualifiés*) under French law (e.g., investment funds, investment companies, pension funds, banks and other financial institutions, insurance companies, etc.); and
  - (ii) specialized or skilled in the health care or biotechnologies sectors or specialized in investing in companies with high growth potential; and
  - (iii) which are prepared to make an investment decision in respect of the Company solely based on available public information, provided, however, that each prospective investor will be required to enter into a confidentiality agreement regarding the proposed investment prior to any disclosure to it of the name of the Company; or
- B. any placement agent or underwriter in connection with the offering or the placement of shares or securities giving access to the Company's share capital to investors meeting the criteria set forth in A. above, as part of such agent's or underwriter's compensation for their services.
6. **specifies** that, pursuant to article L. 225-132 of the French Commercial code, this delegation shall automatically result in the cancellation by the shareholders of their preferential subscription rights to the shares to which the issued securities entitle them,
7. **decides** that the issuance price (or the amount of the compensation which is due to the Company for each share to be issued, in the case of issuance of securities giving access to the Company's share capital) will be set in accordance with usual market practices, by reference to the price offered to, and the subscription demands of, the investors through the book-building process. In any case, the price so determined by the Board of Directors may represent a discount compared to the trading price of the Company's ADSs on the NASDAQ,
8. **decides** that the Board of Directors shall have all powers to implement this delegation, in accordance with applicable laws, including but not limited to the following purposes:
- determine, the amount of the share capital increase, the issuance price (being specified that the latter will be set in accordance with the modalities defined above) as well as any issuance premium, that may be requested,
  - set the dates, the terms and conditions of any issuance as well as the form and characteristics of shares or securities giving access to the share capital to be issued,
  - set the date of dividend rights, including retroactive, for the shares and securities giving access to the share capital to be issued, and determine the method of paying-up,
  - set the list of beneficiaries for each of the aforementioned categories and the number of shares to be allocated to each of them,
  - allocate the costs of capital increases to the amount of premiums related thereto and deduct from such amount the sums necessary to raise the level of the legal reserve to one-tenth of the new capital after each capital increase,
  - perform formalities following each capital increase and subsequent modification of the by-laws,
  - more generally, enter into any agreement, in particular if necessary to ensure completion of the contemplated issuances, take all measures and perform all formalities required in light of the issuance, listing and financial services for the securities issued pursuant to this resolution and the exercise of rights attached thereto,

9. **decides** that this delegation is granted for a period of eighteen (18) months from the date of this meeting and replaces the prior authorization having the same purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013 with respect to the unused portion of such delegation.

10. **acknowledges** that, in the event that the Board of Directors uses the delegation of authority granted to it under this resolution, it shall report to the next Shareholders' Meeting on the use made by it of such delegation, in accordance with applicable laws and regulations.

**FOURTEENTH RESOLUTION** *(Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a second category of persons who meet certain specified characteristics)*

In line with the Company's development and growth strategy, the Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings,

having considered the report of the Board of Directors and the Auditors' Special Report,

pursuant to the provisions of articles L. 225-129, L. 225-129-2, L. 225-138 and L. 228-91 *et seq.* of the French Commercial code,

1. **delegates** its authority to the Board of Directors to decide, under any such proportion and at any such periods it may deem appropriate, one or several capital increases by issuance of, in France or abroad, ordinary shares of the Company or any securities giving access by any means, whether immediately and/or in the future, to the share capital of the Company (including, in particular, bonds redeemable or convertible into shares and all share warrants, attached or not to shares or other securities). Such securities may be issued in euros, in foreign currencies or in any monetary units whatsoever established by reference to several currencies, at the option of the Board of Directors and which subscription may be made either in cash or by set off,

2. **decides** that the issuance of preferred shares is expressly excluded from this delegation,

3. **decides** that the maximum nominal amount of the capital increases which can be carried out, immediately or in the future, pursuant to the authority delegated by the Shareholders' Meeting to the Board of Directors by this resolution, is set at 1,300,000 euros (or its counter-value in foreign currencies at the date of subscription) to which amount must be added, if need be, the nominal amount of the additional shares or securities to be issued to preserve, as provided by law and by any applicable contractual provision providing for other cases of adjustments, the rights of the holders of securities giving access to the share capital and other rights giving access to the share capital, this amount shall be applied against the aggregate maximum provided for in the tenth resolution above. In any case, such share capital increases may represent, subject to the aforementioned limit, more than 20% of the Company's share capital at the date of issuance,

4. **decides** that the maximum nominal amount of debt securities that could be issued pursuant to the current delegation is set at 1,300,000 euros (or its counter-value in foreign currencies at the date of subscription), this amount shall be applied against the aggregate maximum amount provided for in the tenth resolution above,

5. **decides** to cancel the shareholders' preferential subscription rights for the shares and securities which would be issued hereto and to reserve subscription of such shares and securities which are the subject of this resolution in favor of the following new or existing investors, with a maximum of 150 subscribers, with a minimum individual subscription amount of 10,000 euros or its counter-value in foreign currencies as at the date of subscription (issuance premium included):

- (i) practitioners who have used the Company's technologies over the course of the last 24 months preceding the issuance of the securities, subject to compliance with the applicable laws and professional ethics; and/or
  - (ii) commercial partners of the Company who have entered into a business agreement with the Company over the last 24 months preceding the issuance of the securities; and/or
  - (iii) patients who have benefited from treatments using technologies developed by the Company over the last ten years,
6. **specifies** that, pursuant to article L. 225-132 of the French Commercial code, this delegation shall automatically result in the cancellation by the shareholders of their preferential subscription rights to the shares to which the issued securities entitle them,
7. **decides** that the issuance price (or the amount of the compensation which is due to the Company for each share to be issued, in the case of issuance of securities giving access to the Company's share capital), will be set in accordance with usual market practices, by reference to the price offered to, and the subscription demands of, the investors. In any case, the price so determined by the Board of Directors may represent a discount compared to the trading price of the Company's ADSs on the NASDAQ,
8. **decides** that the Board of Directors shall have all powers to implement this delegation, in compliance with applicable laws, including but not limited to the following purposes:
- determine, the amount of the share capital increase, the issuance price (being specified that the latter will be set in accordance with the conditions defined above) as well as any issuance premium, that may be requested,
  - set the dates, the terms and conditions of any issuance as well as the form and characteristics of shares or securities giving access to the share capital to be issued,
  - set the date of dividend rights, including a retroactive date, for the shares and securities giving access to the share capital to be issued, and determine the method of paying-up,
  - set the list of beneficiaries for the aforementioned category and the number of shares to be allocated to each of them,
  - allocate the costs of capital increases to the amount of premiums related thereto and deduct from such amount the sums necessary to raise the level of the legal reserve to one-tenth of the new capital after each capital increase,
  - perform formalities following each capital increase and subsequent modification of the by-laws,
  - more generally, enter into any agreement, in particular if necessary to ensure completion of the contemplated issuances, take all measures and perform all formalities required in light of the issuance, listing and financial services for the securities issued pursuant to this resolution and the exercise of rights attached thereto,
9. **decides** that this delegation is granted for a period of eighteen (18) months from the date of this meeting and terminates the prior authorization having a similar purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013 with respect to the unused portion of such delegation.
10. **acknowledges** that, in the event that the Board of Directors uses the delegation of authority granted to it under this resolution, it shall report to the next Shareholders' Meeting on the use made by it of such delegation, in accordance with applicable laws and regulations.

***FIFTEENTH RESOLUTION (Delegation of authority to allow the Board of Directors to increase the share capital by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights in favor of participants in the Company's employee savings plan)***



The Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings,

having considered the report of the Board of Directors and the Auditors' Special Report,

pursuant to the provisions of articles L. 225-129-6 of the French Commercial code and articles L. 3332-18 *et seq.* of the French Labor code,

1. **delegates** its authority to the Board of Directors to decide, pursuant to its own deliberations, one or several capital increases by issuance of ordinary shares of the Company, directly or through an employee mutual fund, reserved for participants in the Company's employee savings plan as permitted under articles L. 3332-1 *et seq.* of the French Labor code which would be open to the Company's employees and affiliated entities, as defined by article L. 225-180 of the French Commercial code, and who further meet, as the case may be, the conditions that may be set by the Board of Directors (hereinafter the "**Group Employees**")
2. **decides** therefore to cancel the shareholders' preferential subscription rights under article L. 225-132 of the French Commercial code for the ordinary shares which would be issued hereto and to reserve subscription of such ordinary shares to the Group Employees,
3. **decides** that this authorization is granted for a period of eighteen (18) months from the date of this meeting and replaces the prior authorization having the same purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013.
4. **decides** that the maximum nominal amount of the shares which may be issued pursuant to this resolution is set at 42,549 (forty two thousand five hundred forty nine) euros (or its counter-value in foreign currencies at the date of subscription), provided that these amounts do not take into account the nominal amount of additional shares to be issued, pursuant to applicable laws and regulations, and any contractual provisions providing for other adjustments in order to preserve the rights of the holders of securities giving access to the share capital and other rights giving access to the share capital.
5. **decides** that this amount shall be applied against the aggregate maximum of 1,300,000 euros for share capital increase which may be carried out pursuant to the delegations granted to the delegations granted to the Board of Directors, as provided in the tenth resolution above,
6. **decides** that the issuance price per share will be set by the Board of Directors in accordance with article L. 3332-20 of the French Labor code.

*This document is not an offer to purchase, or a solicitation of an offer to buy shares or any other securities of the Company.*

The Shareholders' Meeting grants all powers to the holder of an original, a copy or an extract of these meeting minutes in order to carry out all required or necessary filing publicity and other formalities.

**IMPORTANT ANNUAL MEETING INFORMATION**

Using a **black ink** pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



**Annual Meeting Proxy Card**

q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

**A Proposals**

**ORDINARY SHAREHOLDERS' MEETING:**

	For	Against	Abstain
1.	[ ]	[ ]	[ ]
2.	[ ]	[ ]	[ ]
3.	[ ]	[ ]	[ ]
4.	[ ]	[ ]	[ ]
5.	[ ]	[ ]	[ ]

**EXTRAORDINARY SHAREHOLDERS' MEETING:**

	For	Against	Abstain
6.	[ ]	[ ]	[ ]
7.	[ ]	[ ]	[ ]
8.	[ ]	[ ]	[ ]
9.	[ ]	[ ]	[ ]
10.	[ ]	[ ]	[ ]
11.	[ ]	[ ]	[ ]
12.	[ ]	[ ]	[ ]

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**B Non-Voting Items**

**Change of Address** — Please print new address below.

[Empty box for Change of Address]

**Comments** — Please print your comments below.

[Empty box for Comments]

**C Authorized Signatures** — This section must be completed for your vote to be counted. — **Date and Sign Below**

**NOTE:** Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

Date (mm/dd/yyyy) — Please print date below.

[Empty box for Date]

Signature 1 — Please keep signature within the box.

[Empty box for Signature 1]

Signature 2 — Please keep signature within the box.

[Empty box for Signature 2]

1UPX

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**AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING:**

1. Reading of the Board of Directors' report on the activity, the situation and the financial statements of the Company relating to the fiscal year ended December 31, 2013; reading of the Board of Directors' special report pursuant to Article L. 225-184, paragraph 1 of the French Commercial Code; reading of the Statutory Auditor's report relating to the annual accounts for the fiscal year ended December 31, 2013; reading of the Statutory Auditor's report relating to the consolidated financial statements, established in accordance with US GAAP; approval of the statutory accounts and of the consolidated financial statements (US GAAP) for the fiscal year ended December 31, 2013; granting of a release to the members of the Board of Directors for their management;
2. Allocation of the loss for the fiscal year ended December 31, 2013;
3. Reading and approval of the special report of the Statutory Auditor on the agreements referred to in article L.225-38 of the French Commercial Code; approval of the agreements as mentioned in the report;
4. Renewal of Mr. Philippe Chauveau's term of office as Director;
5. Renewal of Mr. Pierre Beysson's term of office as Director;
6. Renewal of Mr. Rob Michiels's term of office as Director;
7. Renewal of Mr. Argil Wheelock's term of office as Director;

**AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING:**

8. Modification of the age limit for serving as a Director and related amendment of article 13 of the Company's by-laws;;
9. Modification of the age limit for serving as Chairman of the Board and related amendment of article 16 of the Company's by-laws;
10. Determination of the total maximum amount applicable to the delegations of authority granted to the Board of Directors to increase the share capital;
11. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with preferential subscription rights for shareholders;
12. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with cancellation of shareholders' preferential subscription rights, by means of a public offering;
13. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a first category of persons who meet certain specified characteristics;
14. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a second category of persons who meet certain specified characteristics;
15. Delegation of authority to allow the Board of Directors to increase the share capital by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights in favor of participants in the Company's employee savings plan.

¶ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ¶

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**Proxy — EDAP TMS S.A.**

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**Instructions to the BANK OF NEW YORK MELLON, as Depositary  
Must be received prior to 5:00 PM (New York City Time) on June 25, 2014**

The undersigned Holder of American Depositary Receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, insofar as practicable, to vote or cause to be voted the Deposited EDAP TMS S.A. Shares represented by such Receipts registered in the name of the undersigned on the books of the Depositary as of the close of business on May 21, 2014 at the Ordinary and Extraordinary General Meeting of EDAP TMS S.A. to be held in France, on June 30, 2014 at 10:30 am in respect of the resolutions specified in the enclosed Notice of Meeting.

**NOTES:**

**Instructions as to voting on the specified resolutions should be indicated by an "X" in the appropriate box. If no Voting Instruction Card is received by the Depositary from an Owner with respect to any of the Shares represented by American Depositary Shares on or before the Receipt Date, or if the Voting Instruction Card is improperly completed or blank, or if the voting instructions included in the Voting Instruction Card are illegible or unclear, such Owner shall be deemed to have instructed the Depositary to vote such Shares and the Depositary shall vote such Shares in favor of any resolution proposed or approved by the Board of Directors of the Company and against any resolution not so proposed or approved.**

**(Continued and to be marked, dated and signed, on the other side)**