

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
of the Securities Exchange Act of 1934**

For the month of January 2014

Commission File Number 000-28508

Flamel Technologies S.A.
(Translation of registrant's name into English)

**Parc Club du Moulin à Vent
33 avenue du Dr. Georges Levy
69693 Vénissieux Cedex France**
(Address of principal executive offices)

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 whether registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

An Extraordinary Meeting of the Shareholders of Flamel Technologies S.A. will be held on February 11, 2014. Information provided to or made available to the holders of the ordinary shares of Flamel Technologies S.A. in connection with the meeting are filed herewith as Exhibits 99.1 through 99.6

EXHIBIT LIST

Exhibit Number	Description
99.1	Notice of an Extraordinary Meeting of Shareholders on February 11, 2014
99.2	Draft Resolutions to be submitted at the Extraordinary Meeting of Shareholders on February 11, 2014
99.3	Board Report to be submitted at the Extraordinary Meeting of Shareholders on February 11, 2014
99.4	Form of Proxy to Shareholders
99.5	Form of Proxy to ADS Holders
99.6	Document and Information Request Form

SIGNATURES

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

Dated: January 30, 2014

Flamel Technologies, S.A.

/s/ Michael S. Anderson

Michael S. Anderson
Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Notice of an Extraordinary Meeting of Shareholders on February 11, 2014
99.2	Draft Resolutions to be submitted at the Extraordinary Meeting of Shareholders on February 11, 2014
99.3	Board Report to be submitted at the Extraordinary Meeting of Shareholders on February 11, 2014
99.4	Form of Proxy to Shareholders
99.5	Form of Proxy to ADS Holders
99.6	Document and Information Request Form

NOTICE & AGENDA

Dear Shareholders,

We are pleased to invite you to attend the Extraordinary General Meeting of Flamel Technologies, SA that will be held on Tuesday, 11th February 2014 at 1:00 pm (Paris time), at Company headquarters, located at 33, avenue du Dr Georges Lévy, 69693 Vénissieux, France, in order to deliberate on the following agenda:

Resolutions within the competence of the extraordinary general shareholders' meeting

1. Authorization to be granted to the Board of Directors for issue of a maximum number of three million (3,000,000) ordinary shares of a nominal value of EUR 0.12196, in the form of American Depositary Shares (ADS) with preferential subscription rights for shareholders; authorization to be granted to the Board of Directors for carrying out the resulting capital increases.
2. Authorization to be granted to the Board of Directors for issue of a maximum number of fifteen million (15,000,000) ordinary shares of a nominal value of EUR 0.12196, in the form of American Depositary Shares (ADS), with removal of the shareholders' preferential subscription right and reserved for a category of persons defined by the third resolution; authorization to be granted to the Board of Directors for carrying out the resulting capital increases.
3. Cancellation of the preferential right of subscription attributed to the shareholders with respect to the capital increases performed under the delegation set forth in the second resolution to the benefit of a category of persons consisting of any financial management company, or investment fund managed by a financial management company, with at least EUR 35,000,000 in total assets under management, and any company or entity (including holding company) which invest in listed or unlisted mid-size companies as part of its regular business.
4. Limitation of the total number of shares to be issued pursuant to the first and second resolutions to fifteen million (15,000,000) shares.
5. Authorization to be granted to the Board of Directors for issue of a maximum number of two million (2,000,000) ordinary shares of a nominal value of EUR 0.12196, in the form of American Depositary Shares (ADS), with removal of the shareholders' preferential subscription rights and reserved for a category of persons defined by the sixth resolution; authorization to be granted to the Board of Directors for carrying out the resulting capital increases.
6. Cancellation of the preferential right of subscription attributed to the shareholders with respect to the capital increase set forth in the fifth resolution to the benefit of a category of persons consisting of any public or private company engaged in the manufacture, sale, marketing and/or distribution of pharmaceutical products or active pharmaceutical ingredients.



7. Authorization to be granted to the Board of Directors to increase the share capital by issuing of shares reserved for the members of a company savings plan established in application of Articles L.3332-18 et seq. of the French Labor Code.
8. Cancellation of the preferential right of subscription attributed to the shareholders with respect to the capital increase set forth in the seventh resolution to the benefit of a category of persons consisting of employees of the Company.
9. Powers for formalities.

The present Notice of Meeting includes:

- the draft resolutions submitted to the General Meeting, the Board's report to the General Meeting, and, more generally, all documents and information referred to in article R. 225-81 of the French Commercial Code (Code de commerce);
- a form to be used in order to obtain the documents and information referred to in article R. 225-83 of the French Commercial Code (Code de commerce).

A voting form ("*Form of proxy and vote by mail*"), to be used to vote by post is also attached.

Information about how to participate in the General Meeting is provided hereafter.

Yours sincerely,

ON BEHALF OF THE BOARD OF DIRECTORS



The required quorum for extraordinary resolutions is one fourth (25%) of the total outstanding shares with voting rights, upon first call of the shareholders' meeting. If such quorum is not met, the Board of Directors will give a second notice of Shareholders' Meeting. At this second Meeting, which shall take place within two months after the first meeting, the required quorum is one fifth (20%) of the total outstanding shares with voting rights.

IF THE QUORUM FOR THE ORDINARY MEETING IS NOT MET ON FEBRUARY 11, 2014, SHAREHOLDERS WILL BE INVITED TO VOTE AT A MEETING WHICH WILL BE HELD ON FEBRUARY 17, 2014 ON THE SAME AGENDA, AS DESCRIBED IN THIS NOTICE.



Flamel Technologies S.A.

French public limited-liability company, with a Board of Directors (*société anonyme avec Conseil d'administration*) with share capital of €3,123,700.00

Registered office: 33 avenue du Dr Georges Lévy – 69693 VENISSIEUX Cedex - France

Telephone: +33 (0)472 783 434

Registered with the Lyon Trade and Companies Registry under number 379 001 530

Website: www.flamel.com

Documents and information referred to in article R. 225-81 du Code de commerce.

This English version has been prepared for the convenience of English language readers.

It is a translation of the original French *Document d'Assemblée Générale* prepared for the Extraordinary General Meeting.

It is intended for general information only and in case of doubt the French original shall prevail.



PROPOSED RESOLUTIONS PRESENTED AT THE EXTRAORDINARY GENERAL MEETING

FIRST RESOLUTION

Authorization to be granted to the Board of Directors for issue of a maximum number of three million (3,000,000) ordinary shares of a nominal value of EUR 0.12196, in the form of American Depositary Shares (ADS) with preferential subscription rights for shareholders; authorization to be granted to the Board of Directors for carrying out the resulting capital increases.

The General Shareholders' Meeting, voting under the quorum and majority requirements for extraordinary general meetings,

After having heard a reading of the Board of Directors' report, acknowledging that the share capital of the Company is fully paid up, and

In accordance with the provisions of the French Commercial Code, in particular Article L 225-129-2 thereof:

1. Delegates to the Board of Directors, its powers for deciding, at its sole discretion, on one or more occasions, in the proportion and at the time of its choice, a maximum of three million (3,000,000) new ordinary shares, in the form of American Depositary Shares (ADS) to be fully paid up in cash or being offset against debt owed by the Company ("paiement par compensation de créance").
2. Decides that the subscription price for the issue of the shares to be issued pursuant to this resolution shall be determined by the Board based on the Company's share price; this subscription price shall be equal to the average of the opening trading prices for the shares, in the form of ADS, on the NASDAQ Global Market, during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date for the period of subscription to a share capital increase performed on the basis of this first resolution, with the possibility of reducing this average by a maximum discount of 20%; the amount of this discount shall be determined by the Board of Directors within the aforementioned limit.
3. Decides that the maximum nominal amount of capital increase which may be realized, immediately or overtime, under the present decision, is EUR 365,880, representing the issuance of three million (3,000,000) ordinary shares of a nominal value of EUR 0.12196;

This global cap includes the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment.

This global cap will be included in the amount of the total cap provided for in the fourth resolution of this General Shareholders' Meeting.



4. Decides that this authorization is granted for a term of twenty-six (26) months starting from the date of this General Shareholders' Meeting.
5. Should the Board of Directors use the delegation provided for in this resolution:
 - (a) Decides that the issue(s) shall be reserved by preference to the shareholders, who shall have irreducible subscription rights in proportion to existing shareholdings ("souscriptions à titre irréductible"),
 - (b) Decides that the Board of Directors may grant shareholders secondary priority rights ("*souscriptions à titre réductible*") to be exercised in proportion to their rights and up to the amounts requested by them,
6. Decides that, where shareholders' irreducible subscription rights ("*souscriptions à titre irréductible*"), and where applicable, shareholders' secondary priority rights ("*souscriptions à titre réductible*"), do not absorb the entire issue of shares, the Board of Directors may, in the order that it deems appropriate, and in accordance with the law, either (i) limit the issue to the amount of subscriptions received, provided that at least three-quarters of the decided issue is subscribed, or (ii) freely allocate some or all of the shares that have not been subscribed. Decides to grant the Board of Directors all necessary powers to implement this decision under the terms and conditions set forth in this resolution and by law, and in particular:
 - (a) set the terms and conditions of issuance, subscription and vesting of such shares, within the limits set forth in this resolution,
 - (b) to record the number of shares issued, to carry out the formalities resulting from the corresponding capital increases and to make the related modifications of the articles of association,
 - (c) deduct from the "issuance premiums" account the amount of the expenses relating to these share capital increases and charge, if it deems fit, on this account the necessary amounts to increase the legal reserve to one tenth of the new share capital after each issuance,
 - (d) to prepare and file, with assistance from the Company's officers and outside advisors, a registration statement with the United States Securities and Exchange Commission to register the shareholders' subscription rights pertaining to the existing shares, as well as the ADS relating to the new shares, and
 - (e) to take all steps and to carry out all formalities that are useful in connection with the present issuance.
7. Acknowledges that the Board of Directors, when it uses this authorization, will provide a supplementary report to the next General Meeting which indicates the final terms and conditions of the operation; such report will be put at the shareholders' disposal at the company's head office within fifteen (15) days following the meeting of the Board of Directors at the latest.
8. Acknowledges that the delegation provided for in this resolution cancels and supersedes any and all previous delegations having the same purpose.



SECOND RESOLUTION

Authorization to be granted to the Board of Directors for issue of a maximum number of fifteen million (15,000,000) ordinary shares of a nominal value of EUR 0.12196, in the form of American Depositary Shares (ADS), with removal of the shareholders' preferential subscription right and reserved for a category of persons defined by the third resolution; authorization to be granted to the Board of Directors for carrying out the resulting capital increases.

The General Shareholders' Meeting, voting under the quorum and majority requirements for extraordinary general meetings,

After having heard a reading of the Board of Directors' report and Statutory Auditor's special report, acknowledging that the share capital of the Company is fully paid up, and

In accordance with the provisions of the French Commercial Code, in particular Articles L225-129, L.225-129-2, L.225-138 and seq. thereof:

1. Delegates to the Board of Directors, its powers for deciding, at its sole discretion, on one or more occasions, in the proportion and at the time of its choice, a maximum of fifteen million (15,000,000) new ordinary shares, in the form of American Depositary Shares (ADS) to be fully paid up in cash or being offset against debt owed by the Company (*paiement par compensation de créance*).
2. Decides to remove the shareholders' preferential subscription right in relation to the capital increase(s) realized under this resolution for the benefit of the category of persons defined by the third resolution below.
3. Decides that the subscription price for the issue of the shares to be issued pursuant to this resolution shall be determined by the Board based on the Company's share price; this subscription price shall be equal to the average of the opening trading prices for the shares, in the form of ADS, on the NASDAQ Global Market, during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date for the period of subscription to a share capital increase performed on the basis of this second resolution, with the possibility of reducing this average by a maximum discount of 20%; the amount of this discount shall be determined by the Board of Directors within the aforementioned limit.
4. Decides that the maximum nominal amount of capital increase which may be realized, immediately or overtime, under the present decision, is EUR 1,829,400 representing the issuance of fifteen million (15,000,000) ordinary shares of a nominal value of EUR0.12196;

This global cap includes the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment.

This global cap will be included in the amount of the total cap provided for in the fourth resolution of this General Shareholders' Meeting.



5. Decides that where subscriptions do not absorb the entire issue of shares, the Board of Directors may, in the order that it deems appropriate, and in accordance with the law, either (i) limit the issue to the amount of subscriptions received, provided that at least three-quarters of the decided issue is subscribed, or (ii) freely allocate some or all of the shares that have not been subscribed.
6. Decides that the Reserved Shares will be subject to all the provisions of the bylaws of the Company and will carry distribution rights from the date of their creation;
7. Decides that this authorization is granted for a term of eighteen (18) months starting from the date of this General Shareholders' Meeting;
8. Decides to grant the Board of Directors all necessary powers to implement this decision under the terms and conditions set forth in the present resolution and by law, and in particular:
 - (a) set the terms and conditions of issuance, subscription and vesting of such Reserved Shares, within the limits laid down by this general meeting of shareholders,
 - (b) determine the beneficiaries of such Reserved Shares amongst the category defined by the third resolution and the number of ordinary shares to be issued,
 - (c) to record the number of shares issued, to carry out the formalities resulting from the corresponding capital increases and to make the related modifications of the articles of association,
 - (d) deduct from the "issuance premiums" account the amount of the expenses relating to these share capital increases and charge, if it deems fit, on this account the necessary amounts to increase the legal reserve to one tenth of the new share capital after each issuance,
 - (e) to prepare and file, with assistance from the Company's officers and outside advisors, a registration statement with the United States Securities and Exchange Commission to register the ADS to be issued upon issuance of any Reserved Shares, and
 - (f) to take all steps and to carry out all formalities that are useful in connection with the issues of shares performed under this resolution.
9. Acknowledges that the Board of Directors, when it uses this authorization, will provide a supplementary report to the next General Meeting which indicates the final terms and conditions of the operation; such report will be put at the shareholders' disposal at the company's head office within fifteen (15) days following the meeting of the Board of Directors at the latest; a supplementary report will be also issued by the Statutory Auditors.
10. Acknowledges that the delegation provided for in this resolution cancels and supersedes any and all previous delegations having the same purpose.



THIRD RESOLUTION

Cancellation of the preferential right of subscription attributed to the shareholders with respect to the capital increases performed under the delegation set forth in the second resolution to the benefit of a category of persons consisting of any financial management company, or investment fund managed by a financial management company, with at least EUR 35,000,000 in total assets under management, and any company or entity (including holding company) which invest in listed or unlisted mid-size companies as part of its regular business.

The General Shareholders' Meeting, voting under the quorum and majority requirements for extraordinary general meetings,

After having heard a reading of the Board of Directors' report and Statutory Auditor's special report, acknowledging that the share capital of the Company is fully paid up, and

In accordance with the provisions of the French Commercial Code, in particular Articles L.225-129, L.225-129-2, L.225-132 and L.225-138:

1. Decides to cancel the preferential right of subscription attributed to the shareholders to the shares which could be issued under the second resolution of the General Shareholders Meeting and to reserve the subscription of such shares, to the following category of beneficiaries: *financial management company, or investment fund managed by a financial management company, with at least EUR 35,000,000 in total assets under management, and any company or entity (including holding company) which invest in listed or unlisted mid-size companies as part of its regular business.*
2. Grants the Board of Directors all necessary powers to determine the beneficiaries amongst the category defined by this resolution and the exact number of shares to be issued, up to the limit of the nominal amount set forth in the second resolution.

FOURTH RESOLUTION

Limitation of the total number of shares to be issued pursuant to the first and second resolutions to fifteen million (15,000,000) shares.

The General Shareholders' Meeting, voting under the quorum and majority requirements for extraordinary general meetings,

After having heard a reading of the Board of Directors' report, acknowledging that the share capital of the Company is fully paid up, and

In accordance with the provisions of Articles L.225-129, L.225-129-2, L.225-132 and L.225-138 of the French Commercial Code:

Authorized that the maximum number of shares that the Board of Directors may issue pursuant to the first and second resolutions shall be limited to fifteen million (15,000,000) ordinary shares.



This global cap includes the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment.

FIFTH RESOLUTION

Authorization to be granted to the Board of Directors for issue of a maximum number of two million (2,000,000) ordinary shares of a nominal value of EUR 0.12196, in the form of American Depositary Shares (ADS), with removal of the shareholders' preferential subscription rights and reserved for a category of persons defined by the sixth resolution; authorization to be granted to the Board of Directors for carrying out the resulting capital increases.

The General Shareholders' Meeting, voting under the quorum and majority requirements for extraordinary general meetings,

After having heard a reading of the Board of Directors' report and Statutory Auditor's special report, acknowledging that the share capital of the Company is fully paid up, and

In accordance with the provisions of the French Commercial Code, in particular Articles L225-129, L.225-129-2, L.225-138 and seq. thereof,

1. Delegates to the Board of Directors its powers for deciding, at its sole discretion, on one or more occasions, in the proportion and at the time of its choice, a maximum of two million (2,000,000) new ordinary shares, in the form of American Depositary Shares (ADS) to be fully paid up in cash or being offset against debt owed by the Company (*paiement par compensation de créance*).
2. Decides to remove the shareholders' preferential subscription rights in relation to the capital increase(s) realized under this resolution for the benefit of the category of persons defined by the sixth resolution below.
3. Decides that the subscription price for the issue of the shares to be issued pursuant to this resolution shall be determined by the Board based on the Company's share price; this subscription price shall be equal to the average of the opening trading prices for the shares, in the form of ADS, on the NASDAQ Global Market, during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date for the period of subscription to a share capital increase performed on the basis of this fifth resolution, with the possibility of reducing this average by a maximum discount of 20%; the amount of this discount shall be determined by the Board of Directors within the aforementioned limit.
4. Decides that the maximum nominal amount of capital increase which may be realized, immediately or overtime, under the present decision, is EUR 243,920, representing the issuance of two million (2,000,000) ordinary shares of a nominal value of EUR 0.12196;



This global cap includes the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment.

This global cap is independent from all the other caps provided for in the other resolutions of this Shareholders' Meeting, including the cap provided for in the fourth resolution.

5. Decides that where subscriptions do not absorb the entire issue of shares, the Board of Directors may, in the order that it deems appropriate, and in accordance with the law, either (i) limit the issue to the amount of subscriptions received, provided that at least three-quarters of the decided issue is subscribed, or (ii) freely allocate some or all of the shares that have not been subscribed.
6. Decides that the Reserved Shares will be subject to all the provisions of the bylaws of the Company and will carry distribution rights from the date of their creation;
7. Decides that this authorization is granted for a term of eighteen (18) months starting from the date of this General Shareholders' Meeting;
8. Decides to grant the Board of Directors all necessary powers to implement this decision under the terms and conditions set forth in the present resolution and by law, and in particular:
 - (a) set the terms and conditions of issuance, subscription and vesting of such Reserved Shares, within the limits laid down by this general meeting of shareholders,
 - (b) determine the beneficiaries of such Reserved Shares amongst the category defined by the sixth resolution and the number of ordinary shares to be issued,
 - (c) to record the number of shares issued, to carry out the formalities resulting from the corresponding capital increases and to make the related modifications of the articles of association,
 - (d) deduct from the "issuance premiums" account the amount of the expenses relating to these share capital increases and charge, if it deems fit, on this account the necessary amounts to increase the legal reserve to one tenth of the new share capital after each issuance,
 - (e) to prepare and file, with assistance from the Company's officers and outside advisors, a registration statement with the United States Securities and Exchange Commission to register the ADS to be issued upon issuance of any Reserved Shares, and
 - (f) to take all steps and to carry out all formalities that are useful in connection with the present issuance.
9. Acknowledges that the Board of Directors, when it uses this authorization, will provide a supplementary report to the next General Meeting which indicates the final terms and conditions of the operation; such report will be put at the shareholders' disposal at the company's head office within fifteen (15) days following the meeting of the Board of Directors at the latest; a supplementary report will be also issued by the Statutory Auditors.
10. Acknowledges that the delegation provided for in this resolution cancels and supersedes any and all previous delegations having the same purpose.



SIXTH RESOLUTION

Cancellation of the preferential right of subscription attributed to the shareholders with respect to the capital increase set forth in the fifth resolution to the benefit of a category of persons consisting of any public or private company engaged in the manufacture, sale, marketing and/or distribution of pharmaceutical products or active pharmaceutical ingredients.

The General Shareholders' Meeting, voting under the quorum and majority requirements for extraordinary general meetings,

After having heard a reading of the Board of Directors' report and Statutory Auditor's special report, acknowledging that the share capital of the Company is fully paid up, and

In accordance with the provisions of Articles L.225-129, L.225-129-2, L.225-132 and L.225-138 of the French Commercial Code,

1. Decides to cancel the preferential right of subscription attributed to the shareholders to the shares which could be issued under the fifth resolution of the General Shareholders Meeting and to reserve the subscription of such shares, to the following category of beneficiaries: *any public or private company engaged in the manufacture, sale, marketing and/or distribution of pharmaceutical products or active pharmaceutical ingredients.*
2. Grants the Board of Directors all necessary powers to determine the beneficiaries amongst the category defined by this resolution and the exact number of shares to be issued, up to the limit of the nominal amount set forth in the fifth resolution.

SEVENTH RESOLUTION

Authorization to be granted to the Board of Directors to increase the share capital by issuing of shares reserved for the members of a company savings plan established in application of Articles L.3332-18 et seq. of the French Labor Code.

The General Shareholders' Meeting, voting under the quorum and majority requirements for extraordinary general meetings,

After having heard a reading of the Board of Directors' report and Statutory Auditor's special report, acknowledging that the share capital of the Company is fully paid up, and

In accordance with the provisions of Articles L.225-129-6 and L.225-138-1 of the French Commercial Code and Article L.3332-18 et seq. of the French Labor Code,

1. Authorizes the Board of Directors to carry out, on one or more occasions, on its own resolution, an increase of the share capital, through the issuance of shares reserved, directly or through an Employee Profit Sharing FCP ("*Plan Epargne entreprise*"), to members of a company sponsored saving plan, as provided for in Article L.3332-1 et seq. of the Labor Code, for employees of the Company or its affiliates, as defined under Article L.225.180 of the French Commercial Code, who shall meet additional criteria to be defined by the Board, if any (the "Group Employees");



2. Decides that this authorization is granted for a term of twenty-six (26) months starting from the date of this General Shareholders' Meeting;
3. Decides to set at 1% of the share capital, as of the date of this meeting, the issuance of shares that could result from the use of this authorization.
4. Decides that the subscription price per share for the shares to be issued in accordance with this authorization shall be determined by the Board of Directors in accordance with Article L.3332-20 of the French Labor Code;
5. Decides to grant the Board of Directors with all powers necessary to implement this resolution in accordance with applicable laws and regulations, and subject to the limitations and conditions specified above;
6. Acknowledges that, in the event the Board uses this authorization, it shall so inform the next ordinary general meeting of the shareholders of the operations in accordance with applicable laws and regulations.

EIGHTH RESOLUTION

Cancellation of the preferential right of subscription attributed to the shareholders with respect to the capital increase set forth in the seventh resolution to the benefit of a category of persons consisting of employees of the Company.

The General Shareholders' Meeting, after having heard a reading of the Board of Directors' report and Statutory Auditor's special report, decides to cancel, to the benefit of those Group Employees (as defined above), the preferential subscription rights of the shareholders to the shares to be issued under the seventh resolution.

NINTH RESOLUTION

Powers for formalities.

The General Shareholders' Meeting grants a power of attorney to the bearer of an original, an extract or a copy hereof, in order to effect all publication, filing and other formalities required by law.



REVIEW OF THE COMPANY'S BUSINESS OPERATIONS SINCE EARLY 2013

The Company continues to pursue a strategy whereby three distinctive sources of revenue covering the short term, the mid-term and the long term will be pursued as opposed to one source of revenue from collaborative agreements, as was the case few years ago.

We pursue the development of our own products in order to allow the Company to blend novel, high-value internally developed products with its leading drug delivery capabilities and to commercialize niche branded and generic pharmaceutical products in the U.S.

As of the end of September the Company has continued to pursue the change in its business model, creating a specialty pharma company with the ability to identify, develop, and partner its own products. The Company has continued to work on building its share of the neostigmine market, but will not enjoy the full benefit until the FDA removes unapproved products from the market. At the end of 2013 the Company negotiated and completed a \$15M line of credit with one of its largest shareholders, Broadfin. The Company continues to move forward with its plans for both short-term and long-term revenue opportunities maintaining its investment in R&D.

Overview of Products portfolio

On May 31, 2013, the U.S. Food and Drug Administration (FDA) approved the company's New Drug Application (NDA) for **Bloxiverz**TM (neostigmine methylsulfate), a drug used intravenously in the operating room for the reversal of the effects of non-depolarizing neuromuscular blocking agents after surgery. Our subsidiary, Eclat Pharmaceuticals is working to place product into the marketplace and informing clinical staff, hospital risk managers and Group Purchasing Organizations (GPOs) to make them aware of availability of the first FDA-approved version of neostigmine sulfate.

On September 2013, the US Food and Drug Administration (FDA) accepted for review the Company's second new drug application (NDA). Flamel has received a Prescription Drug User Fee Act (PDUFA) date, the target date for the FDA to complete its review of the NDA, of April 28, 2014. For competitive reasons, the Company has decided not to identify the product at this time, but intends to provide additional information at a later date.

As a part of its R&D program, Flamel has completed preclinical studies with its proprietary extended release Medusa hGH XL product which utilizes Flamel's Medusa technology applied to recombinant human growth hormone (rhGH). Flamel's study data provided significant evidence to move this proprietary drug forward into a human clinical trial in 2014 with once weekly dosing.

We will continue to push forward on additional NDA filings out of the Éclat portfolio and on development of additional, innovative drugs that employ Flamel's proprietary platform of technologies. Greater research and development spending on these new product efforts is designed to build Flamel's near-term and mid-term pipeline and potential revenues. In addition, we continue to explore development, supply and licensing opportunities for our five drug delivery platforms with third parties, but will not rely completely on those partnerships to create revenue and profit opportunities. The Company anticipates additional NDA submissions in 2014.



Financial operations

We completed a debt financing in February 2013 to support the development, regulatory approval and, if approved, commercial launch, of products currently under development. The Company received funding of \$15 million in relation to a Facility and Royalty agreement signed through its wholly owned subsidiary Flamel US Holdings, Inc, with Deerfield Capital Management, a current Flamel shareholder.

In December 2013, Flamel established a USD \$15.0 million secured line of credit with Broadfin Capital, a current Flamel shareholder. The \$15.0 million credit facility can be drawn in three tranches of \$5.0 million each. The Company will draw \$5.0 million initially and can draw up to two additional \$5.0 million tranches prior to August 15, 2014, subject to satisfaction of funding conditions. This flexible line of credit from Broadfin Capital, drawn only as needed, will be used by Flamel to advance our extensive R&D portfolio in both the U.S. and France and our launch of Bloxiverz across the US, especially as we await potential FDA action on the status of unapproved versions of neostigmine that are still on the market.



FIVE-YEAR FINANCIAL SUMMARY

Since the results of Fiscal year ending December 31, 2013 are unaudited, you will find below the table of earning for the period since 2008 to 2012.

FLAMEL TECHNOLOGIES -December 31, 2012

FINANCIAL RESULTS OF LAST FIVE YEARS

In euros

	12/31/2008	12/31/2009	12/31/2010	12/31/2011	12/31/2012
a) Share Capital	2,951,947	2,968,824	3,005,783	3,044,396	3,099,662
b) Number of Ordinary Shares	24,205,350	24,342,600	24,645,650	24,962,250	25,415,400
c) Number of Preference Shares					
d) Maximum number of shares to be issued by :					
- Bond Issue					
- Exercise of Stock Options and Warrants and issue of Free Shares	3,725,357	4,341,840	4,370,990	4,481,640	7,723,140

SHARE CAPITAL

a) Revenues	23,781,681.19	36,521,247.22	25,324,364.68	22,503,580.78	17,183,940.00
b) Income before taxes, depreciation and provisions	(7,378,250.04)	1,218,053.54	(9,477,166.03)	(7,856,268.36)	(14,124,502.34)
c) Income Tax (Tax Credit)	(4,663,240.07)	(4,742,258.00)	(5,720,673.00)	(4,931,445.00)	(5,067,856.00)
d) Employee's Profit-Sharing					
e) Income after taxes, profit sharing, depreciation and provisions	(5,226,231.48)	1,270,699.14	(7,158,443.00)	(6,647,651.00)	(12,315,766.04)
f) Profit Distribution					

ANNUAL OPERATIONS AND EARNINGS

a) Income after tax and profit sharing and before depreciation and provisions	(0.11)	0.24	(0.15)	(0.12)	(0.36)
b) Income after tax, profit-sharing, depreciation and provisions	(0.22)	0.05	(0.29)	(0.27)	(0.48)
c) Dividend per share					

EARNINGS PER SHARE

a) Average number of employees	285	299	301	278	243
b) Payroll Costs	11,678,122.25	12,155,475.20	12,888,143.45	11,817,905.34	12,037,122.88
c) Social tax costs	5,278,445.72	5,634,990.17	5,991,371.53	5,398,852.98	5,400,517.43



Flamel Technologies S.A.

French public limited-liability company, with a Board of Directors (*société anonyme avec Conseil d'administration*) with share capital of €3,123,700.00

Registered office: 33 avenue du Dr Georges Lévy – 69693 VENISSIEUX Cedex - France

Telephone: +33 (0)472 783 434

Registered with the Lyon Trade and Companies Registry under number 379 001 530

Website: www.flamel.com

Documents and information referred to in article R. 225-81 du Code de commerce.

This English version has been prepared for the convenience of English language readers.

It is a translation of the original French *Document d'Assemblée Générale* prepared for the Extraordinary General Meeting.

It is intended for general information only and in case of doubt the French original shall prevail.



PRESENTATION OF THE RESOLUTIONS - REPORT BY THE BOARD OF DIRECTORS TO THE EXTRAORDINARY SHAREHOLDERS MEETING TO BE HELD ON FEBRUARY 11, 2014

We have called you to meet in the form of shareholders meeting in order to submit the following items to you for your approval as extraordinary matters:

1. A proposal to issue a maximum number of fifteen million (15,000,000) ordinary shares divided into two parts, one part with preferential subscription rights for shareholders (up to three million shares) and the other part reserved for a category of persons as further described below (up to fifteen million shares), but in any case limited to a total amount of fifteen million (15,000,000) ordinary shares (*First to fourth resolutions*).
2. A proposal to issue a maximum number of two million (2,000,000) ordinary shares, reserved for a category of persons consisting of any public or private company engaged in the manufacture, sale, marketing and/or distribution of pharmaceutical products or active pharmaceutical ingredients (*Fifth and sixth resolutions*).
3. A proposal for a capital increase reserved for the employees (*Seventh and eighth resolutions*).

The proposed authorizations aim at granting to the Board the powers to increase the Company's share capital using various means to serve different purposes. Each of the authorizations sought from the shareholders is in response to a specific need.

Like all international companies, the Company needs to have the flexibility to respond quickly to changing market conditions. The Company must, in particular, be in a position to meet its financing needs under the best possible conditions.

We would like to draw your attention to the fact that the 15,000,000 shares issue contemplated in the 2nd and 3rd resolutions, as further described below, involves a removal of the shareholders' preferential subscription right, for efficiency reasons. The delegation to issue such 15,000,000 shares is accompanied by a delegation of authority allowing the Board to decide a capital increase reserved for Shareholders (1st resolution).



1. Proposal to issue a maximum number of fifteen million (15,000,000) ordinary shares divided into two parts, one part with preferential subscription rights for shareholders (up to three million shares) and the other part reserved for a category of persons as further described below (up to fifteen million), but in any case limited to a total amount of fifteen million (15,000,000) ordinary shares (First to fourth resolutions).

As we have stated previously, our “new” business model is to develop products identified by Flamel and to “self-fund” early stage clinical work. Once sufficient data is available in order to establish “proof of concept” the Company would generally look for a partner and entrust such partner with the task of completing the studies under license rights. With respect to some products the Company will be able to complete the work on its own and accept responsibility for marketing of the product, which requires a certain level of cash. The proceeds of the capital increase will also allow the Company to finance the commercialization of Bloxiverz (inventory and some promotional spending) and other new products either submitted for approval or expected to be submitted for approval in the short term.

A/ Authorization to be granted to the Board of Directors for issue of a maximum number of three million (3,000,000) ordinary shares with preferential subscription rights for shareholders; authorization to be granted to the Board of Directors for carrying out the resulting capital increases (First resolution)

As a result, we request that, by approving the first resolution, you delegate for a period of twenty-six months from the date of this Shareholders Meeting, pursuant to the provisions of Article L. 225-129-2 of the French Commercial Code, to the Board of Directors, the authority to decide to proceed with one or more issuances of ordinary shares in the form of American Depositary Shares (ADS), with preferential subscription rights.

The capital increases undertaken pursuant to this delegation may be carried out through the payment of cash consideration or by offset against debt owed by the Company (“*paiement par compensation de créance*”) as authorized by applicable law and regulations.

We propose that you limit this delegation to a maximum number of three million (3,000,000) new Company ordinary shares with a nominal value of EUR 0.12196, which represent approximately 12% of the Company’s share capital as at December 31, 2013. Accordingly, the maximum nominal amount of the Company’s share capital which may be realized, immediately or overtime, under the present resolution is EUR 365,880. This global cap includes the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment.



We propose that the issue price of one (1) ordinary share of the Company shall be determined by the Board based on the Company's share price; this issue price shall be equal to the average of the opening trading prices for the shares, in the form of ADS, on the NASDAQ Global Market, during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date for the period of subscription to a share capital increase performed on the basis of this first resolution, with the possibility of reducing this average by a maximum discount of 20%; the amount of this discount shall be determined by the Board of Directors within the aforementioned limit.

Where the Board of Directors uses the delegation provided for in this first resolution, we propose that you decide that the issue(s) shall be reserved by preference to the shareholders, who shall have irreducible subscription rights in proportion to existing shareholdings ("*souscriptions à titre irréductible*"). In addition, we propose that you decide that the Board of Directors may grant shareholders secondary priority rights ("*souscriptions à titre réductible*") to be exercised in proportion to their rights and up to the amounts requested by them. Also, we request that you decide that, where shareholders' irreducible subscription rights ("*souscriptions à titre irréductible*"), and where applicable, shareholders' secondary priority rights ("*souscriptions à titre réductible*"), do not absorb the entire issue of shares, the Board of Directors may, in the order that it deems appropriate, and in accordance with the law, either (i) limit the issue to the amount of subscriptions received, provided that at least three-quarters of the decided issue is subscribed, or (ii) freely allocate some or all of the shares that have not been subscribed. The shares may not be offered to the public.

Finally, we propose that you decide to grant full powers to the Board of Directors to implement the present authorization, in accordance with the terms and conditions to be laid down in your resolution, and in particular for the following purposes:

- (a) set the terms and conditions of issuance, subscription and vesting of such shares, within the limits set forth in this resolution,
- (b) to record the number of shares issued, to carry out the formalities resulting from the corresponding capital increases and to make the related modifications of the articles of association,
- (c) deduct from the "issuance premiums" account the amount of the expenses relating to these share capital increases and charge, if it deems fit, on this account the necessary amounts to increase the legal reserve to one tenth of the new share capital after each issuance,
- (d) to prepare and file, with assistance from the Company's officers and outside advisors, a registration statement with the United States Securities and Exchange Commission to register the shareholders' subscription rights pertaining to the existing shares, as well as the ADS relating to the new shares, and
- (e) to take all steps and to carry out all formalities that are useful in connection with the present issuance.

We remind you that when the Board of Directors uses this authorization, it will provide a special report to the next General Meeting which indicates the final terms and conditions of the operation; such report will be put at the shareholders' disposal at the company's head office within fifteen (15) days following the meeting of the Board of Directors at the latest.



B/ Authorization to be granted to the Board of Directors for issue of a maximum number of fifteen million (15,000,000) ordinary shares reserved for a category of persons consisting of any financial management company, or investment fund managed by a financial management company, with at least EUR 35,000,000 in total assets under management, and any company or entity (including holding company) which invest as part of its regular business activities in mid-size companies, listed or not listed; authorization to be granted to the Board of Directors for carrying out the resulting capital increases. (Second and Third resolutions)

In the second resolution, pursuant to the Articles listed above and Article L. 225-135 and L. 225-138 of the French Commercial Code, we propose that you delegate to the Board of Directors the authority to decide, during a period of eighteen months, to proceed with one or more issuances of ordinary shares in the form of American Depositary Shares (ADS).

With respect to the said fifteen million (15,000,000) Reserved Shares, you will be required to cancel the shareholders' preferential subscription right appearing in Article L.225-132 of the French Commercial Code.

This cancellation is required in practice in order to facilitate the fund raising, as it will allow the Company to issue to each investor having expressed an interest in buying shares of the Company the number of shares he is prepared to buy. The Company's management will appoint a financial services provider in order to place the shares.

We request, in the third resolution, that you reserve applications for a category of persons consisting of any financial management company, or investment fund managed by a financial management company, with at least EUR 35,000,000 in total assets under management, any company or entity (including holding company) which invest as part of its regular business activities in mid-size companies, listed or not listed.

Capital increases undertaken pursuant to this delegation may be carried out through the payment of cash consideration or by offset against debt owed by the Company ("*paiement par compensation de créance*") as authorized by applicable law and regulations.

As indicated above, we propose that you cap this delegation to a maximum number of **fifteen million (15,000,000)** new Company ordinary shares with a nominal value of EUR 0.12196, which represents a maximum of approximately 59% of the Company's share capital as at December 31, 2013. Accordingly, the maximum nominal amount of the Company's share capital which may be realized, immediately or overtime, under the present resolution is EUR 1,829,400. This global cap includes the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment.

We propose that the subscription price of one (1) ordinary share of the Company shall be determined by the Board based on the Company's share price; this issue price shall be equal to the average of the opening trading prices for the shares, in the form of ADS, on the NASDAQ Global Market, during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date for the period of subscription to a share capital increase performed on the basis of this second resolution, with the possibility of reducing this average by a maximum discount of 20%; the amount of this discount shall be determined by the Board of Directors within the aforementioned limit.



We request that you decide where subscriptions do not absorb the entire issue of shares, that the Board of Directors may, in the order that it deems appropriate, and in accordance with the law, either (i) limit the issue to the amount of subscriptions received, provided that at least three-quarters of the decided issue is subscribed, or (ii) freely allocate some or all of the shares that have not been subscribed. The shares may not be offered to the public.

We propose that you decide that the new Reserved Shares delivered to any person or company within the category defined herein shall be subject to all the provisions of the bylaws, and shall bear dividend rights as of the time of their issuance.

We propose that you set the validity term of the present delegation at eighteen (18) months, starting from the date of this General Shareholders' Meeting according to the provisions of Article L.225-138 of the French Commercial Code.

Finally, we propose that you decide to grant full powers to the Board of Directors to implement the present authorization, in accordance with the terms and conditions to be laid down in your resolution, and in particular for the following purposes:

- (a) set the terms and conditions of issuance, subscription and vesting of such Reserved Shares, within the limits laid down by this general meeting of shareholders,
- (b) determine the beneficiaries of such Reserved Shares amongst the category defined by the third resolution and the number of ordinary shares to be issued,
- (c) to record the number of shares issued, to carry out the formalities resulting from the corresponding capital increases and to make the related modifications of the articles of association,
- (d) deduct from the "issuance premiums" account the amount of the expenses relating to these share capital increases and charge, if it deems fit, on this account the necessary amounts to increase the legal reserve to one tenth of the new share capital after each issuance,
- (e) to prepare and file, with assistance from the Company's officers and outside advisors, a registration statement with the United States Securities and Exchange Commission to register the ADS to be issued upon issuance of any Reserved Shares, and
- (f) to take all steps and to carry out all formalities that are useful in connection with the present issuance.

We remind you that when the Board of Directors uses this authorization, it will provide a special report to the next General Meeting which indicates the final terms and conditions of the operation; such report will be put at the shareholders' disposal at the company's head office within fifteen (15) days following the meeting of the Board of Directors at the latest; a special report will be also issued by the Statutory Auditors.



C/ A proposal to limit the total number of shares to be issued to fifteen million (15,000,000) shares (Fourth Resolution)

In the fourth resolution, we propose that you decide that the maximum number of shares that the Board of Directors may issue pursuant to the first and second resolutions shall be limited to fifteen million (15,000,000) ordinary shares. This global cap includes the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment.

2. Authorization to be granted to the Board of Directors for issue of a maximum number of two million (2,000,000) ordinary shares, reserved for a category of persons consisting of any public or private company engaged in the manufacture, sale, marketing and/or distribution of pharmaceutical products or active pharmaceutical ingredients; authorization to be granted to the Board of Directors for carrying out the resulting capital increases. (Fifth and Sixth Resolutions)

The purpose of this delegation is to provide to the Company flexibility in dealing with potential partners. It is not uncommon in the pharmaceutical industry for potential partners to take minority interests in companies with whom they work and we would like to be able to have shares available for such transactions, should one arise. Issuance of these shares would allow the company to be able to take advantage of such things as the sale or purchase of assets, products, and/or licenses where the parties can come to a mutual agreement. Agreeing to this proposal will allow the Company to act in a timely manner should such an opportunity arise.

Hence, we propose that you authorize the issuance of a maximum of two million (2,000,000) ordinary shares in the form of American Depositary Shares (ADS), which shall have to be fully paid up on the date of their subscription through the payment of cash consideration or by offset against debt owed by the Company (“*paiement par compensation de créance*”) as authorized by applicable law and regulations.

We request that you decide to cancel the shareholders’ preferential subscription rights in relation to the capital increase(s) realized under this resolution for the benefit of the category of persons consisting of any public or private company engaged in the manufacture, sale, marketing and/or distribution of pharmaceutical products or active pharmaceutical ingredients (**Sixth Resolution**).

We propose that the subscription price of one (1) ordinary share of the Company shall be determined by the Board based on the Company’s share price; this issue price shall be equal to the average of the opening trading prices for the shares, in the form of ADS, on the NASDAQ Global Market, during the twenty trading days preceding the date of the Board of Directors’ decision setting the opening date for the period of subscription to a share capital increase performed on the basis of this fifth resolution, with the possibility of reducing this average by a maximum discount of 20%; the amount of this discount shall be determined by the Board of Directors within the aforementioned limit.



We propose that you limit this delegation to a maximum number of **two million (2,000,000)** new Company ordinary shares with a nominal value of EUR 0.12196, which represent approximately 8% of the Company's share capital as at December 31, 2013. Accordingly, the maximum nominal amount of the Company's share capital which may be realized, immediately or overtime, under the present resolution is EUR 243,920. This global cap includes the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment.

This global cap is independent from all the other caps provided for in the other resolutions of this Shareholders' Meeting, including the cap provided for in the fourth resolution.

We request that you decide where subscriptions do not absorb the entire issue of shares, that the Board of Directors may, in the order that it deems appropriate, and in accordance with the law, either (i) limit the issue to the amount of subscriptions received, provided that at least three-quarters of the decided issue is subscribed, or (ii) freely allocate some or all of the shares that have not been subscribed. The shares may not be offered to the public.

We propose that you decide that the new Reserved Shares delivered to any person or Company within the category defined herein shall be subject to all of the provisions of the bylaws, and shall bear dividend rights as of the time of their issuance.

We propose that you set the validity term of the present delegation at eighteen (18) months, starting from the date of this General Shareholders' Meeting according to the provisions of Article L.225-138 of the French Commercial Code.

Finally, we propose that you decide to grant full powers to the Board of Directors to implement the present authorization, in accordance with the terms and conditions to be laid down in your resolution, and in particular for the following purposes:

- (a) set the terms and conditions of issuance, subscription and vesting of such Reserved Shares, within the limits laid down by this general meeting of shareholders,
- (b) determine the beneficiaries of such Reserved Shares amongst the category defined by the sixth resolution and the number of ordinary shares to be issued,
- (c) to record the number of shares issued, to carry out the formalities resulting from the corresponding capital increases and to make the related modifications of the articles of association,
- (d) deduct from the "issuance premiums" account the amount of the expenses relating to these share capital increases and charge, if it deems fit, on this account the necessary amounts to increase the legal reserve to one tenth of the new share capital after each issuance,
- (e) to prepare and file, with assistance from the Company's officers and outside advisors, a registration statement with the United States Securities and Exchange Commission to register the ADS to be issued upon issuance of any Reserved Shares, and
- (f) to take all steps and to carry out all formalities that are useful in connection with the present issuance.



We remind you that when the Board of Directors uses this authorization, it will provide a special report to the next General Meeting which indicates the final terms and conditions of the operation; such report will be put at the shareholders' disposal at the company's head office within fifteen (15) days following the meeting of the Board of Directors at the latest; a special report will be also issued by the Statutory Auditors.

3. Authorization to be granted to the Board to increase the share capital through issuance of shares reserved for the employees (*Seventh and Eighth resolutions*)

Pursuant to the provisions of Article L.225-126-6 of the French Commercial Code and of Article L.3332-18 of the Labour Code, we remind you that the shareholders must make a decision on a draft resolution aimed at carrying out a capital increase under the conditions laid down in Article L.3332-18 of the Labour Code (reserved, directly or through an Employee Profit Sharing FCP ("*Plan Epargne entreprise*"), to members of a company sponsored saving plan, even in the absence of such a plan within the Company), on the occasion of each capital increase by cash conveyance that is proposed to them.

As a result of the proposals regarding a capital increase listed above, we therefore invite you to make a decision on the proposed capital increase reserved for the Company's employees.

Such a resolution implies the cancellation of the preferential subscription right granted to the shareholders to the benefit of a category of persons consisting of employees of the Company pursuant to the applicable legal and regulatory provisions (***Eighth Resolution***).

In order to comply with this legal requirement, we are submitting for your approval a draft resolution authorizing the Board of Directors and delegating to it, for a period of twenty-six (26) months, the powers required to increase the share capital, in a nominal amount equal at most to 1% of the share capital on the date of the present meeting, to set the issue price under the conditions laid down in the provisions of Article L.3332-20 of the Labour Code, subject to supervision by the Auditor, and to determine the number of shares allocated to each beneficiary pursuant to the provisions of Article L.225-138 of the French Commercial Code.

We draw your attention to the fact that the Company does not have a company savings plan.

Furthermore, the Board of Directors considers that the present authorization is unnecessary in view of the Company's situation and other existing compensation tools. Hence we urge you to vote **against** these resolutions.

4. Powers for formalities (*Ninth resolution*)

The ninth resolution is a usual one granting the required powers for carrying out the notice and other formalities to be required in the light of the nature of the present Extraordinary Shareholders meeting.



* * * * *

The auditors will prepare and make available to the shareholders reports on the proposed cancellation of the shareholders' preferential rights, as required under French laws and regulations.

You will find thereafter information on the Company's business operations during the last financial year and since the beginning of the pending financial year.

The Board considers that the Share Capital Increase is in the interests of the Company and the Shareholders as a whole. Accordingly, in light of the draft resolutions subject to the jurisdiction of the Extraordinary Shareholders meeting, the Board recommends the shareholders to **vote in favour of the first, second, third, fourth, fifth, sixth and ninth resolutions**, and to **vote against the seventh and eighth resolutions**.

The Board of Directors



Flamel Technologies S.A.

French public limited-liability company, with a Board of Directors (*société anonyme avec Conseil d'administration*) with share capital of €3,123,700.00

Registered office: 33 avenue du Dr Georges Lévy – 69693 VENISSIEUX Cedex - France

Telephone: +33 (0)472 783 434

Registered with the Lyon Trade and Companies Registry under number 379 001 530

Website: www.flamel.com

Documents and information referred to in article R. 225-81 du Code de commerce.

This English version has been prepared for the convenience of English language readers.

It is a translation of the original French *Document d'Assemblée Générale* prepared for the Extraordinary General Meeting.

It is intended for general information only and in case of doubt the French original shall prevail.



IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please see instructions on reverse side

QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM

FLAMEL TECHNOLOGIES Société Anonyme au capital de 3.123.707 € Siège social : Parc Club du Moulin à Vent 33, avenue du Docteur Georges Lévy 69693 VENISSIEUX – France 379 001 530 R.C.S. LYON	ASSEMBLEE GENERALE EXTRAORDINAIRE du 11 février 2014 (à 13 heures au siège social) sur 1 ^{ère} convocation ou du 17 février 2014 sur deuxième convocation EXTRAORDINARY GENERAL MEETING of February 11, 2014 (at 1.00 pm. at the registered office)(1 st calling) or February 17, 2014 (2 nd calling)	CADRE RESERVE / For Company's use only Identifiant / Account: _____ Nombre d'actions / Number of shares: _____ Nombre de voix / Number of voting rights: _____
--	---	--

Choisir l'une des deux options A ou B	A Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholders' meeting and request an admission card : date and sign at the bottom of the form. B Je l'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes ci-dessous (B1, B2 ou B3) / I prefer to use the postal voting form or the proxy form as specified below (B1, B2 ou B3).
---------------------------------------	--

B1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST <p>Pour les projets de résolutions proposées ou agréés par le Conseil d'Administration,</p> <ul style="list-style-type: none"> - je vote OUI à tous les projets de résolutions en ne noircissant aucune case - je vote NON ou je m'abstiens (ce qui équivaut à voter « non ») sur certaines ou sur toutes les résolutions en noircissant individuellement les cases correspondantes. <p>For the resolutions proposed or agreed by the Board, I can:</p> <ul style="list-style-type: none"> - vote FOR all the draft resolutions by leaving the boxes blank - vote "AGAINST" or "ABSTENTION" (which is equivalent to voting against) by shading boxes of my choice 	JE VOTE PAR PROCURATION / I GIVE PROXY <p>B2 JE DONNE POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE / I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING</p> <p>Compléter simplement les cadres C et D</p> <p>Complete only frames C and D.</p> <p>B3 JE DONNE POUVOIR A* / I HEREBY APPOINT**</p> <p>M., Mme / Mr., Ms.: _____</p> <p>Code postal/ Zip Code : _____</p> <p>*soit votre conjoint, partenaire de PACS ou un autre actionnaire – cf. renvoi (3) au verso</p> <p>** you may give your PROXY either to your spouse or to another shareholder – see reverse (3)</p>												
<table border="1"> <thead> <tr> <th>Résolutions</th> <th>Résolutions</th> <th>OUI/ YES</th> <th>NON/ Abst Against/ Abs</th> </tr> </thead> <tbody> <tr> <td>1 2 3 4 5 6 9 £ £ £ £ £ £ £</td> <td>7</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td></td> <td>8</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>	Résolutions	Résolutions	OUI/ YES	NON/ Abst Against/ Abs	1 2 3 4 5 6 9 £ £ £ £ £ £ £	7	<input type="checkbox"/>	<input type="checkbox"/>		8	<input type="checkbox"/>	<input type="checkbox"/>	<p>ATTENTION</p> <p>Pour être prise en considération, tout formulaire doit parvenir daté et signé à la Société, au siège social ci-dessus ou par courriel à l'adresse suivante general.meeting@flamel.com au plus tard 3 jours ouvrés avant l'assemblée, soit le 6 février 2014.</p> <p>In order to be considered, this completed form must be returned dated and signed to the Company, at registered office at mentioned above, or by e-mail at general.meeting@flamel.com at least 3 business days before the meeting, i.e. February 6, 2014.</p>
Résolutions	Résolutions	OUI/ YES	NON/ Abst Against/ Abs										
1 2 3 4 5 6 9 £ £ £ £ £ £ £	7	<input type="checkbox"/>	<input type="checkbox"/>										
	8	<input type="checkbox"/>	<input type="checkbox"/>										
<p>Si des amendements ou des résolutions nouvelles étaient présentés en assemblée (noircir la case correspondante à votre choix) / If amendments or new resolutions are presented during the meeting (shading the appropriate box) :</p> <p>£ Je donne pouvoir au Président de l'A.G. de voter en mon nom / I appoint the Chairman of the meeting to vote on my behalf</p> <p>£ Je m'abstiens (l'abstention équivaut à un vote contre) / I abstain from voting (is equivalent to a vote against).</p> <p>£ Je donne procuration (cf. au verso renvoi (3)) à M., Mme _____ pour voter en mon nom /</p> <p>I appoint (see reverse (3)) Mr., Mrs. or Miss / to vote on my behalf. _____</p>	<p>Cadre C</p> <p>Identité de l'actionnaire (Nom, Prénom, Adresse)¹</p> <p>Shareholder's identity (Surname, first name, address)¹</p> <p>Cadre D</p> <p>Date et signature :</p>												

UTILISATION DU DOCUMENT

ATTENTION : Ce document est réservé aux actionnaires au nominatif ; les titulaires de titres au porteur (« Amercian Depository Shares») doivent utiliser le formulaire remis par leur courtier.

IMPORTANT : à défaut d'assister personnellement à l'assemblée, l'actionnaire peut retourner ce formulaire * en utilisant l'une des trois possibilités :

- _ Voter par correspondance (cocher la case appropriée, puis dater et signer au bas du formulaire)
- _ Donner pouvoir au Président de l'Assemblée Générale (dater et signer au bas du formulaire sans remplir)
- _ Donner pouvoir à une personne dénommée (cocher et compléter la case appropriée, puis dater et signer au bas du formulaire)

Quelle que soit l'option choisie la signature de l'actionnaire est indispensable

1 Le signataire est prié d'inscrire très exactement, dans la zone réservée à cet effet, ses nom (en majuscules d'imprimerie), prénom usuel et adresse ; si ces indications figurent déjà sur le formulaire, il est demandé au signataire de les vérifier et, éventuellement, de les rectifier.
Pour les personnes morales, indiquer les nom, prénom et qualité du signataire.
Si le signataire n'est pas lui-même un actionnaire (exemple : Administrateur légal, Tuteur, etc.) il doit mentionner ses nom, prénom et la qualité en laquelle il signe le formulaire de vote.
Le formulaire adressé pour une Assemblée vaut pour les autres Assemblées successives convoquées avec le même ordre du jour (Art. R 225.77 §3 du Code de commerce).

2 VOTE PAR CORRESPONDANCE

Art. L 225-107 du Code de Commerce (extrait) :

« Tout actionnaire peut voter par correspondance, au moyen d'un formulaire dont les mentions sont fixées par décret. Les dispositions contraires des statuts sont réputées non écrites. Pour le calcul du quorum, il n'est tenu compte que des formulaires qui ont été reçus par la Société avant la réunion de l'Assemblée, dans les conditions de délais fixés par décret. Les formulaires ne donnant aucun sens de vote ou exprimant une abstention sont considérés comme des votes négatifs. »

3 POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE OU POUVOIR A UNE PERSONNE DENOMMEE

Art. L 225-106 du Code de Commerce (extrait) :

« Un actionnaire peut se faire représenter par un autre actionnaire, par son conjoint ou par le partenaire avec lequel il a conclu un pacte civil de solidarité. [...] Pour toute procuration d'un actionnaire sans indication de mandataire, le Président de l'Assemblée Générale émet un vote favorable à l'adoption de projets de résolutions présentés ou agréés par le Conseil d'Administration, et un vote défavorable à l'adoption de tous les autres projets de résolution. Pour émettre tout autre vote, l'actionnaire doit faire choix d'un mandataire qui accepte de voter dans le sens indiqué par le mandat. »

Art L225-106-1 du Code de commerce (extrait)

« Lorsque l'actionnaire se fait représenter par une personne autre que son conjoint ou le partenaire avec lequel il a conclu un pacte civil de solidarité, il est informé par son mandataire de tout fait lui permettant de mesurer le risque que ce dernier poursuive un intérêt autre que le sien. [...] (Dans ce cas.) à défaut par (le mandant) de confirmation expresse du mandat, celui-ci est caduc. La caducité du mandat est notifiée sans délai par le mandataire à la Société. ».

R 225-79 du Code de commerce (extrait)

L'actionnaire peut notifier à la société la désignation et la révocation du mandataire par voie électronique à l'adresse suivante : general.meeting@flamel.com.

Le texte des résolutions figure dans le dossier de convocation joint au présent formulaire (art R 225-81 du Code de Commerce). Ne pas utiliser à la fois : «JE VOTE PAR CORRESPONDANCE» et «JE DONNE POUVOIR A» (art. R.225-81-8 du Code de commerce). La langue française fait foi.

NB : Si les informations contenues sur le présent formulaire sont utilisées pour un fichier nominatif informatisé, elles sont soumises aux prescriptions de la Loi 78-17 du 6 janvier 1978, notamment en ce qui concerne le droit d'accès et de rectification pouvant être exercé par l'intéressé.

INSTRUCTIONS FOR COMPLETION

CAUTION : This form applies only to registered shareholders ; holders of bearer securities (« American Depository Shares») must use the voting card provided by their broker.

IMPORTANT: If the shareholder cannot attend the meeting, he/she may return this form * and choose one of the three possibilities :

- _ Use the postal voting form (tick the appropriate box, date and sign below)
- _ Give your proxy to the Chairman of the meeting (date and just sign at the bottom of the form without filling in)
- _ Give your proxy to another shareholder (tick and fill in the appropriate box, date and sign below)

Whichever option is used the shareholder's signature is required

1 The shareholder should write his/her exact name and address in capital letters in the space provided: if this information is already supplied, please verify and correct if necessary. If the shareholder is a legal entity, the signatory should indicate his/her full name and the capacity in which he is entitled to sign on the legal entity's behalf. If the signatory is not the shareholder (e.g. a legal guardian, etc.), please specify your full name and the capacity in which you are signing the proxy.
The forms sent for one meeting will be valid for all meetings subsequently convened with the same agenda (art. R 225-77§3 Code de Commerce).

2 POSTAL VOTING

Art L. 225-107 of Code de Commerce (extract):

« Any shareholder may vote by post, using a form the wording of which shall be fixed by an Order approved by the Conseil d'Etat. Any provisions to the contrary contained in the memorandum and articles of association shall be deemed non-existent. When calculating the quorum, only forms received by the company before the meeting shall be taken into account, on conditions to be laid down by an Order approved by the Conseil d'Etat. Forms not indicating any vote or expressing an abstention shall be considered negative votes.

3 PROXY TO THE CHAIRMAN OF THE MEETING OR PROXY TO ANOTHER SHAREHOLDER

Art L. 225-106 of Code de Commerce (extract):

"A shareholder can have himself/herself represented by another shareholder, his/her spouse or his/her partner in a "Pacte Civil de Solidarité [...] When proxies do not indicate the name of the appointed proxy, the chairman of the meeting will vote the proxy in favor of the adoption of the draft resolutions presented or approved by the Board of Directors or the Executive Board, and will vote the proxy against the adoption of all the other draft resolutions. To give any other vote, the shareholder must choose a proxy who accepts to vote as he/she indicates".

Art. L225-106-1 of Code de Commerce (extract) :

« When (...) the shareholder names a proxy which is not his/her spouse or his/her partner under a contract of civil union, such proxy has to inform the shareholder of any fact enabling the latter to appreciate the risk that the former may follow an interest other than his/her own. [...] (In that case) if not expressly confirmed by the principal, the proxy is null and void. The representative must immediately notify the nullity of the proxy to the company. »

Code Art. R 225-79 of Code de Commerce

The shareholder can notify the company of the appointment or the revocation of the proxy by electronic email to general.meeting@flamel.com.

The text of the resolutions is in the notice of the meeting which is sent with this proxy (art R225-81 Code de Commerce). Please do not use both « I VOTE BY POST » and « I HEREBY APPOINT » (art R 225-81 8° Code de Commerce). The French version of this document governs. The English translation is for convenience only.

NB : If any information included in this form is used for a computer file, it is protected by the provisions of law 78-17 of January 6, 1978, especially about rights of access and alteration that can be exercised by interested parties.

EXTRAORDINARY RESOLUTIONS

1. Authorization to be granted to the Board of Directors for issue of a maximum number of three million (3,000,000) ordinary shares of a nominal value of EUR 0.12196, in the form of American Depositary Shares (ADS) with preferential subscription rights for shareholders; authorization to be granted to the Board of Directors for carrying out the resulting capital increases.
2. Authorization to be granted to the Board of Directors for issue of a maximum number of fifteen million (15,000,000) ordinary shares of a nominal value of EUR 0.12196, in the form of American Depositary Shares (ADS), with removal of the shareholders' preferential subscription right and reserved for a category of persons defined by the third resolution; authorization to be granted to the Board of Directors for carrying out the resulting capital increases.
3. Cancellation of the preferential right of subscription attributed to the shareholders with respect to the capital increase set forth in the second resolution to the benefit of a category of persons consisting of any financial management company or investment fund managed by a financial management company with at least EUR 35,000,000 in total assets under management or companies or entities (including holding companies) which invest in listed or unlisted mid-size companies as part of their regular business.
4. Limitation to the total number of shares to be issued pursuant to the first and second resolutions to fifteen million (15,000,000) shares.
5. Authorization to be granted to the Board of Directors for issue of a maximum number of two million (2,000,000) ordinary shares of a nominal value of EUR 0.12196, in the form of American Depositary Shares (ADS), with removal of the shareholders' preferential subscription rights and reserved for a category of persons defined by the sixth resolution; authorization to be granted to the Board of Directors for carrying out the resulting capital increases.
6. Cancellation of the preferential right of subscription attributed to the shareholders with respect to the capital increase set forth in the fifth resolution to the benefit of a category of persons consisting of any public or private company engaged in the manufacture, sale, marketing and/or distribution of pharmaceutical products or active pharmaceutical ingredients.
7. Authorization to be granted to the Board of Directors to increase the share capital by issuing of shares reserved for the members of a company savings plan established in application of Articles L.3332-18 et seq. of the French Labor Code.
8. Cancellation of the preferential right of subscription attributed to the shareholders with respect to the capital increase set forth in the seventh resolution to the benefit of a category of persons consisting of employees of the Company.
9. Powers for formalities.

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

Proxy — Flamel Technologies S.A.

Instructions to the Bank of New York Mellon, as Depositary (Must be received prior to 5:00 p.m. (New York City Time) on February 4, 2014)

The undersigned registered owner of American Depositary Shares hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of Ordinary Shares or other deposited securities represented by such American Depositary Shares registered in the name of the undersigned on the books of the Depositary as of the close of business on January 17, 2014 at the Extraordinary Shareholders Meeting of Flamel Technologies S.A. to be held on February 11, 2014 in respect of the resolutions specified on the reverse.

Please direct the Depositary how it is to vote by placing an X in the appropriate box beside each resolution.

If no instructions are received by the Depositary from any Owner with respect to any of the Deposited Securities represented by the American Depositary Shares evidenced by such Owner's Receipts on or before the date established by the Depositary for such purpose, the Depositary shall deem such Owner to have instructed the Depositary to vote such Deposited Securities and the Depositary shall vote such Deposited Securities in favor of any resolution proposed by the management of the Issuer and against any resolution not proposed by such management, except in case where (i) the Issuer does not wish such vote cast, (ii) substantial opposition exists or (iii) such matter materially and adversely affects the rights of holders of Shares or American Depositary Shares.

NOTE: As registered owners of American Depositary Shares are not registered as holders of Shares on the registry maintained by or on behalf of Flamel Technologies, S.A., in accordance with French company law and the statutes of the Flamel Technologies S.A., registered owners of American Depositary Shares have no standing to (i) appear and vote at any meeting of holders of Shares, or (ii) propose any resolution at any shareholders' meeting. If a holder of American Depositary Shares wishes to appear and vote at any meeting of the holders of Shares, or to propose any resolution at such meeting, such holder must surrender its receipts and withdraw the corresponding Deposited Securities pursuant to Section 2.5 of the Deposit Agreement and become registered on the registry maintained by or on behalf of Flamel Technologies S.A. at least (i) one (1) Paris Business Day prior to the date of the relevant shareholders' meeting to appear and vote at such meeting, or (ii) twenty five (25) calendar days prior to the date of the relevant shareholders' meeting to propose any such resolution.

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

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

ARTICLE R.225-83 OF THE FRENCH

COMMERCIAL CODE⁽¹⁾

Extraordinary Shareholders' Meeting

February 11, 2014

I, the undersigned:

Name (or corporate name) _____

Address: _____

Owner of

_____ registered shares

_____ bearer shares, in the form of ADR, recorded in an account held with

_____ (2)

hereby request the Company to send to the above address the documents and information referred to in article R.225-83 of the French Commercial code, for the purpose of the Flamel's Extraordinary Shareholders' Meeting to be held on February 11, 2014.

Signed in _____, on _____ 2014

Signature:

In accordance with article R.225-88 of the French Commercial code, holders of registered shares may make a one-time request to the Company to send the documents and information referred to in articles R.225-81 and R.225-83 of the said Code prior to all future Shareholders' Meetings.

Please check this box if you wish to lodge this request

(1) The documents and information referred to in article R.225-83 of the French Commercial Code include the Statutory Auditors' reports

(2) For holders of ADR, please state the name and address of the authorized financial intermediary responsible for managing your shares.



Flamel Technologies S.A.

French public limited-liability company, with a Board of Directors (*société anonyme avec Conseil d'administration*) with share capital of €3,123,700.00

Registered office: 33 avenue du Dr Georges Lévy – 69693 VENISSIEUX Cedex - France

Telephone: +33 (0)472 783 434

Registered with the Lyon Trade and Companies Registry under number 379 001 530

Website: www.flamel.com

Documents and information referred to in article R. 225-81 du Code de commerce.

This English version has been prepared for the convenience of English language readers.

It is a translation of the original French *Document d'Assemblée Générale* prepared for the Extraordinary General Meeting.

It is intended for general information only and in case of doubt the French original shall prevail.

