

## **SHAREHOLDERS MEETING**

### **NOVACYT**

**Société Anonyme with a capital of 2.510.956,06 euros**

**Registered office: 13 avenue Morane Saulnier - 78140 VELIZY-VILLACOUBLAY**

**491 062 527 RCS VERSAILLES**

**(hereinafter the "Company")**

### **TEXT OF RESOLUTIONS**

The Board of Directors has decided to convene the shareholders' general meeting on Monday 11<sup>th</sup> June 2018 at 2 pm at the headquarters of the Stance Avocats, 37/39 avenue Friedland 75008 Paris, in order to deliberate on the following agenda:

#### **I. Agenda of the competence of the ordinary general meeting**

- Reading the management report of the Board of Directors and presentation by the board of Directors of the financial statements and operations for the financial year ending on 31 December 2017
- Reading the general report of the auditor on the exercise of his mission during the fiscal year ended 31 December 2017,
- Reading the special report of the auditor on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code,
- Approval of the parent company financial statements for the 2017 financial year (Resolution No. 1),
- Approval of the consolidated financial statements for the 2017 financial year (Resolution No. 2),
- Allocation of the result for the 2017 financial year (Resolution No. 3),
- Review of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code (Resolution No. 4),
- Discharge to the Board of Directors (Resolution No. 5),
- Authorisation to buy back the Company's own shares (Resolution No. 6),
  - Renewal of the mandate of Member of the Board of Directors of Mr Jean-Pierre Crinelli (Resolution No. 7),

- Renewal of the mandate of Member of the Board of Directors of Dr Andrew Heath (Resolution No. 8),
- Renewal of the mandates of the Statutory Auditor (Resolution No. 9),
- Determination of Directors' attendance fees to be allocated to the members of the Board of Directors (Resolution No. 10),
- Powers for formalities (Resolution No. 11).

## II. Agenda of the competence of the extraordinary general meeting

- Reading the report of the Board of Directors to the extraordinary general meeting
- Reading the special reports of the Auditor
- Delegation of powers granted to the Board of Directors to issue common shares of the company and/or securities giving access to the capital of the company, with removal of the preferential right of subscription for the benefit of a category of persons (Resolution No.12).
- Delegation of authority to the Board of Directors to issue ordinary shares of the Company and / or securities giving access to the capital of the Company, with cancellation of the preferential subscription right for the benefit of a category of persons under the TEPA scheme and in accordance with the provisions of Article L.225-138 of the French Commercial Code (Resolution No.13),
- Delegation of powers to the Board of Directors for the purpose of issuing common shares of the company and/or securities giving access to the capital of the company, with maintenance of the preferential subscription right (Resolution No. 14).
- Authorisation granted to the Board of Directors in case of increase of capital, with or without removal of the preferential right of subscription, to increase the number of shares to be issued (Resolution No. 15),
- Global limitation of delegations (Resolution No.16),
- Delegation of powers to the Board of Directors to issue ordinary shares and/or securities giving access to the capital of the company to the benefit of the members to a savings plan of the company (Resolution No. 17).
- Powers for formalities (Resolution No. 18).

## **Text of the resolutions**

### **Under the jurisdiction of the ordinary general meeting:**

#### **First resolution**

*Approval of the parent company financial statements for the 2017 financial year* - The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after taking note of (i) the management report of the Board of Directors for the financial year 2017, (ii) the report of the Board of Directors to the general meeting and (iii) the general report of the Statutory Auditor on the parent company financial statements for the fiscal year ended 31 December 2017, approves the transactions which are reflected in the annual accounts or summarised in these reports, as well as the parent company financial statements for the year ended 31 December 2017 as presented by the Board of Directors, which show a net accounting loss of 6,166,131 euros.

The general meeting acknowledges that no expense referred to in Articles 39-4 and 39-5 of the French General Tax Code was recorded during the financial year.

#### **Second resolution**

*Approval of the consolidated financial statements for the 2017 financial year* - The general meeting, voting in accordance with the quorum and majority requirements required for ordinary general meetings, after taking note of (i) the management report of the Board of Directors for the 2017 financial year, (ii) the report of the Board of Directors to the general meeting and (iii) the general report of the Statutory Auditor on the consolidated financial statements for the year ended 31 December 2017, approves the transactions which are reflected in the consolidated financial statements or summarised in these reports, as well as the said consolidated financial statements for the year ended 31 December 2017, as presented by the Board of Directors, which show a loss 5,442,000 euros.

#### **Third resolution**

*Allocation of the result for the 2017 financial year* - The general meeting, ruling on the conditions the quorum and majority required for ordinary general meetings, after having taken note of (i) the report of the Board of Directors to the general meeting and (ii) the general report of the external auditor, decides to allocate the net accounting loss of 6,166,131 euros for the year ended 31 December 2017 to the deferral account, which now stands at 34,744,493 euros, and decides not to distribute a dividend for that year.

The General Assembly takes note of what it has not been distributed dividends in respect of the past three years.

#### **Fourth resolution**

*Review of the conventions referred to in articles L. 225 - 38 and following of the French Commercial Code* - the General Assembly, acting under the conditions of quorum and majority required for ordinary general meetings, after having reviewed the special report of the Auditor on the conventions under articles L.225 - 38 and following the Commercial Code, approve and/or ratify the conclusions of that report and the conventions mentioned therein by application of the provisions of articles L.225 - 38 and L. 225 - 42 of the Code of commerce.

#### **Fifth resolution**

*Discharge to the Board of Directors* - the General Assembly, acting under the conditions of quorum and majority required for ordinary general meetings, gives as a result, entire and unconditional discharge to the Board of Directors of the company.

## **Sixth resolution**

*Authorisation of the Company to buy back its own shares* - The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having taken note of the report of the Board of Directors, authorises the Board, with the option of subdelegation, under the conditions set forth in Articles L. 225-209 et seq. of the French Commercial Code, to purchase shares of the Company in connection with the implementation of a share buyback program.

The Assembly decides that:

- the maximum purchase price (excluding fees) per share is EUR 8.10; and
- the maximum amount of funds intended for the implementation of this share purchase program may not exceed 100,000 euros.

The Shareholders' Meeting delegates to the Board of Directors, with the option of subdelegation under the conditions set forth in Article L. 225-209 of the French Commercial Code, in the event of a change in the par value of the share, a capital increase by reserves incorporation, the free allotment of shares, the division or regrouping of securities, the distribution of reserves or any other assets, the amortisation of capital or any other transaction involving equity, the power to adjust the purchase price referred to above to take into account the impact of these transactions on the value of the share.

The Meeting decides that purchases of Company shares may relate to a number of shares such as:

- the maximum number of shares that may be purchased under this authorisation may not exceed 10% of the total number of shares making up the Company's share capital and, in the case of acquisitions made for the purpose of their preservation and subsequent remittance in payment or exchange in connection with a merger, demerger or contribution transaction, 5% of the total number of shares making up the share capital of the Company, it being specified that (i) these limits apply to an amount of the share capital of the Company which will, if necessary, be adjusted to take into account transactions affecting the share capital subsequent to this Meeting and (ii) when the shares are redeemed to favour liquidity under the conditions defined by the General Regulation of the Autorité des Marchés Financiers ("AMF"), the number of shares taken into account for calculating the limit of 10% referred to above corresponds to the number of shares purchased, net of the number of shares sold during the term of the authorisation; and
- the acquisitions made by the Company cannot in any case cause it to hold, at any time, directly or indirectly, more than 10% of its share capital.

This authorisation is intended to enable the Company to pursue the following objectives, in compliance with the applicable laws and regulations:

- (i) retain the shares of the Company which have been purchased and subsequently remit them for exchange or payment in connection with any external growth transactions, within the framework of the stock exchange regulations;
- (ii) deliver shares upon the exercise of rights attached to securities giving access to the capital of the Company;
- (iii) allocate shares to employees or corporate officers of the Company and its subsidiaries under the conditions and in the manner provided for by law, in particular for the allocation of free shares, participation in the benefits of the expansion of the company, the stock option plan or through a corporate savings plan;

(iv) ensure liquidity and facilitate the secondary market of the Company's securities, this activity being carried out by an investment services provider acting under a liquidity contract in accordance with the Code of Ethics recognised by the AMF;

(v) cancel all or part of the repurchased securities, to the extent of the adoption of the eighth resolution below; and

(vi) carry out any other purpose authorised or that may be authorised by law or recognised or that may come to be recognised as a market practice by the AMF; in such a case, the Company would inform its shareholders by way of a press release.

The Meeting decides that these purchase, sale, exchange or transfer operations may be carried out by any means, ie on the regulated market, on a multilateral trading system, through a systematic or over-the-counter internaliser, including by acquisition or sale of blocks, or by the use of financial instruments, in particular derivative financial instruments traded on a regulated market or a multilateral trading facility, through a systematic internaliser or over-the-counter or by the use of warrants, under the conditions authorised by the laws and regulations in force on the date of the transactions in question and at the times that the Board of Directors of the Company or the person acting on the delegation of the Board of Directors will appreciate. The maximum share of the share capital acquired or transferred in the form of blocks of shares may reach the limit of the entire program.

The Meeting resolves that these transactions may be carried out at any time, in compliance with the regulations in force, including during a public offer period initiated by the Company or with respect to its securities, subject to legal and regulatory provisions applicable in such matters.

In addition, the Shareholders' Meeting grants full powers to the Board of Directors, with the option of sub-delegation under the conditions set out in Article L. 225-209 of the French Commercial Code, to decide and implement this authorisation, to specify, if necessary, the terms and in particular to place all orders on the stock market or off-market, allocate or reassign the shares acquired for the various objectives pursued under the applicable legislative and regulatory conditions, conclude all agreements with a view in particular to the holding of share purchase and sale registers, carry out all formalities and declarations with all bodies, in particular the AMF, and in general, do all that will be necessary to carry out the operations carried out pursuant to this authorisation.

The Shareholders' Meeting also confers full powers to the Board of Directors, should the law or the AMF extend or supplement the objectives authorised for share repurchase programs, in order to bring it to the attention of the public, under the applicable legal and regulatory conditions, any modifications of the program concerning the modified objectives.

This authorisation is given for a period of eighteen months from this Meeting. It cancels as of this day up to the amount, if any, of the unused part, any previous delegation having the same purpose, that is to say any authorisation to buy back by the Company of its own shares.

### **Seventh resolution**

*Renewal of the mandate of Member of the Board of Directors of Mr Jean-Pierre Crinelli* - the General Assembly, acting under the conditions of quorum and majority of the ordinary general assembly, and noting that the mandate of Member of the Board of Directors of Mr Jean-Pierre Crinelli expires today, decides to renew the mandate of Member of the Board of Directors of Mr Jean-Pierre Crinelli for a period of three years ending at the conclusion of the ordinary general meeting of shareholders to be held in the year 2021 to rule on the accounts for the financial year.

### **Eighth resolution**

*Renewal of the mandate of Member of the Board of Directors of Dr Andrew Heath* - the General Assembly, acting under the conditions of quorum and majority of the ordinary general assembly, and noting that the mandate of Member of the Board of Directors of Dr Andrew Heath expires today, decides to renew the mandate of Member of the Board of Directors of Dr Andrew Heath for a period of three years ending at the conclusion of the ordinary general meeting of shareholders to be held in the year 2021 to rule on the accounts for the financial year.

### **Ninth resolution**

*Renewal of the mandates of the Statutory Auditors* - the General Assembly, acting under the conditions of quorum and majority of the ordinary general assembly, and noting that the mandate of the Statutory Auditor expires today, decides to renew the mandate of Statutory Auditor, Deloitte & Associates, and secondly the mandate of the Alternate Statutory Auditor of BEAS as a substitute for a period of six years which will end at the conclusion of the ordinary general meeting of the shareholders to be held in the year 2024 to rule on the accounts of the past year.

### **Tenth resolution**

*Determination of directors' fees to be allocated to the members of the Board of Directors* - The General Meeting, acting under the conditions of quorum and majority of Ordinary General Meetings, after deliberating and taking note of the report of the Board of Directors, decide to allocate, as attendance fees, to the members of the Board of Directors, a maximum overall amount for the 2017 financial year equal to £ 200,000 or EUR 240,000, whichever is the greater, the exchange rate base applicable on 11 June 2018.

The General Meeting empowers the Board of Directors to allocate all or part of this sum among its members according to the terms and conditions it determines.

### **Eleventh resolution**

*Powers for formalities* - The general meeting gives full powers to the bearer of a copy, or an excerpt of the minutes of those present for the purpose of carrying out the legal formalities.

### **Under the jurisdiction of the extraordinary general meeting:**

### **Twelfth resolution**

*Delegation of authority granted to the Board of Directors to issue ordinary shares of the Company and / or securities giving access to the share capital of the Company, with cancellation of the shareholders' preferential subscription right for the benefit of a category of persons* - The general meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditor, in accordance with the Articles L.225-129 to L.225-129-6, L.225-135, L.225-138, L.228-91 and following of the French Commercial Code,

1. Delegates to the Board of Directors, with the power to sub-delegate, its power to decide on the issue, without preferential subscription rights, on one or more occasions, in the proportions and at the times that it will appreciate, both in France and abroad, ordinary shares or any other securities giving access to the capital of the Company. Such securities may be issued in euros, in foreign currency or in any monetary units established by reference to several currencies, such shares conferring the same rights as the previous shares, subject to their date of possession;
2. Decides that the Board of Directors will fix the rights of the shares and / or securities giving access to the Company's share capital; on the other hand, it decides that any issue of preference shares and securities giving access to preference shares is expressly excluded;

3. Decides that the nominal amount of the capital increases that may be carried out, immediate or future, under this delegation may not exceed a total nominal amount of 2,200,000 euros or its equivalent in foreign currency, given this amount will be charged on the overall nominal ceiling of 2,500,000 euros for the sixteenth resolution and that this amount does not take into account adjustments likely to be operated in accordance with the legislative and regulatory provisions applicable and, where appropriate, to the contractual stipulations providing for other cases of adjustment, to protect the rights of holders of securities or other rights giving access to capital;

4. Decides to remove the preferential subscription right of the shareholders in securities covered by this resolution and to reserve the right to subscribe them to industrial or commercial health/pharmaceutical/biotechnology companies or savings fund managers of french law or foreign law investing, directly or indirectly through a french or foreign financial intermediary, in the health/pharmaceutical/biotechnology sector, or individuals having a significant net worth (at least 500,000 euros), investing directly or indirectly through any legal entity and/or a french or foreign financial intermediary, and with experience in the health/pharmaceutical/biotechnology sector;

5. Notes that if the subscriptions have not absorbed all of an issue of shares or securities, the Board of Directors may limit the amount of the transaction to the amount of the subscriptions received;

6. Notes that the delegation carries full right to the benefit of the holders of securities issued to the title of this resolution and giving access to the capital of the company, waiver of the shareholders to their preferential subscription right to the shares or securities giving access to the capital that these securities entitle immediately or at term;

7. Decides that the issue price of the shares issued as part of this delegation, will be at least equal to the average weighted by the volume of the trading prices of the shares selected from a period of between five and thirty consecutive trading sessions amongst the 30 trading sessions prior to the fixing of the issue price, with a permitted discount of a maximum of 25%, after adjustment, if necessary, of this amount to account for the difference at date of possession;

8. Decides that the issue price of the securities giving access to capital will be such that the amount received immediately by the company plus, as appropriate, may be seen later by it, either, for each share issued in consequence of the issuance of these securities, at least equal to the issue price defined in paragraph above;

9. Decides that the Board of Directors will have full powers to implement this delegation of authority and, in particular, to:

- decide on the issue of securities, determine the terms and conditions of the transactions, determine the form and characteristics of the securities to be issued and set the conditions of subscription, the terms of their release, their date of enjoyment (with a permitted retroactive date of enjoyment), the manner in which the securities issued on the basis of this delegation will give access to common shares of the Company;

- establish the list of the beneficiary or beneficiaries of the removal of the preferential subscription right within the categories defined in paragraph 4 of this resolution and the number of shares or securities allocated to each of them;

- charge the amount of the costs relating to these capital increases to the item "share premium" and, if it deems it appropriate, deduct from it the sums necessary to increase the legal reserve to one-tenth of the new share capital after each issue;

- record the completion of the share capital increase, amend the Articles of Association and carry out, directly or by proxy, all transactions and formalities related to the share capital increases carried out pursuant to this authorisation;

In addition, the Board of Directors may generally take all the necessary measures and conclude all agreements to achieve the successful completion of the proposed issue, to carry out all the formalities required for the admission of the shares issued on the Euronext Growth Paris market or any other market;

10. Acknowledges that, should the Board of Directors use the delegation of authority conferred upon it in this resolution, the Board of Directors will report to the following ordinary general meeting in accordance with the law and applicable regulations, the use made of the authorisations conferred in this resolution; and

11. Acknowledges that this delegation renders null and void as of this day, if applicable, the unused part of any previous delegation having the same purpose, that is to say any delegation of authority relating to the capital increase with cancellation of the preferential subscription right in favour of a category of persons whose definition is similar to the definition in paragraph 4 of this resolution and in particular the delegation granted by the general meeting of the Company dated December 5, 2016.

The delegation thus granted to the Board of Directors is valid for a period of 18 months from this meeting.

### **Thirteenth resolution**

*Delegation of authority to the Board of Directors to issue ordinary shares of the Company and / or securities giving access to the capital of the Company, with cancellation of the preferential subscription right for the benefit of a category of persons, within the framework of the TEPA system and in accordance with the provisions of Article L.225-138 of the French Commercial Code - The general meeting, acting under the conditions of quorum and majority required for extraordinary general meetings, after having deliberated and acknowledged the report of the Board of Directors and the special report of the External Auditor, in accordance with Articles L.225-129 to L.225-129-6, L.225-135, L.225-138, L.228-91 and following of the French Commercial Code:*

1. Delegates to the Board of Directors, with the power to sub-delegate, its power to decide on the issue, without preferential subscription rights, on one or more occasions, in the proportions and at the times that it will appreciate, both in France and abroad, ordinary shares or any other securities giving access to the capital of the Company, to subscribe in cash, said shares conferring the same rights as the old shares, subject to their date of possession;

2. Decides that the Board of Directors will fix the rights of the shares and / or securities giving access to the Company's share capital; on the other hand, it decides that any issue of preference shares and securities giving access to preference shares is expressly excluded;

3. Decides that the maximum nominal amount of capital increases that may be carried out, immediate or future, under this delegation may not exceed a total nominal amount of 375,000 euros, being specified that this amount will be calculated within the overall nominal ceiling of 2,500,000 euros mentioned in the sixteenth resolution of this meeting and that this amount does not take into account adjustments likely to be operated in accordance with the legislative and regulatory provisions applicable and, where appropriate, to the contractual stipulations providing for other cases of adjustment, to protect the rights of holders of securities or other rights giving access to capital;

4. Decides to remove the preferential subscription right of the shareholders in securities covered by this resolution and to reserve the right to subscribe them to the benefit of the following categories of people:

- investors who wish to invest in a company to benefit from a reduction of (i) the tax under the provisions of law No. 2007 - 1223 of August 21, 2007, in favour of labour, employment and purchasing power, known as "TEPA law." codified in article 885-0 V bis of the general Code of taxes, or (ii) the tax on income under the provisions of article 199 I - OA of the General Tax Code;
  - companies which invest on a regular basis in small and medium-sized companies and who wish to invest in a company in order to allow their shareholders or members to get a discount of (i) the wealth tax under the Act No. 2007 1223 August 21, 2007, in favour of labour, employment and purchasing power, known as "Act TEPA", codified in article 885-0 V bis of the General Code of taxes, or (ii) the tax on income under the provisions of article 199 I - OA of the General Code of taxes;
  - Investment funds which invest on a regular basis in small and medium-sized companies and who wish to invest in a company in order to allow their unit subscribers, shareholders or members to get a decrease of (i) the wealth or income tax under the Act No. 2007 1223 August 21, 2007, in favor of labor, employment and purchasing power, known as "Act TEPA", codified in article 885-0 V bis of the General Code of taxes, or (ii) the income tax under the provisions of article 199 I - OA of the General Code of taxes;
5. Acknowledges that if the subscriptions have not absorbed the entire issue of shares or securities, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received;
6. Acknowledges that this delegation automatically entails, for the benefit of the holders of securities issued pursuant to this resolution and giving access to the capital of the Company, shareholders' waiver of their preferential subscription right to the shares or securities giving access to the Company capital to which these securities give right immediately or in the future;
7. Decides that the issue price of the shares issued pursuant to this delegation will be at least equal to the weighted average of the quoted share prices of the share chosen from a period comprising between five and thirty consecutive trading sessions among the last thirty trading days preceding the fixing of the price of the issue possibly reduced by a maximum discount of 25%, after adjustment, if necessary, of this amount to take account of the difference of date of possession;
8. Decides that the issue price of the securities giving access to the capital will be such that the amount received immediately by the company plus, as appropriate, may be seen later by it, either, for each share issued in consequence of the issuance of these securities, at least equal to the issue price defined in paragraph above;
9. Decides that the Board of Directors shall have all powers to implement this delegation of jurisdiction and, in particular, to the effect of:
- decide the issuance of securities, set the terms and conditions of operations, determine the form and the characteristics of the Securities issue and set the subscription terms, the terms of their release, their date of possession (with a permitted retroactive date of possession), the terms by which the securities issued on the basis of this delegation will give access to common shares of the company;
  - set the list of the beneficiaries of the removal of the preferential subscription right within the categories defined in paragraph 4 of the present resolution as well as the number of shares or securities allotted to each of them;

- charge to the "share premium" account the amount of costs related to these capital increases and take, if they think fit, the sums necessary to carry the legal reserve to a tenth of the new capital after every operation;

- ensure the realisation of the capital increase, proceed to the consequential amendment of the articles of association and perform, directly or by proxy, all operations and formalities related to the share capital increases carried out in the application of this authorisation;

In addition, the Board of Directors may take all normal useful measures and conclude all agreements to achieve the completion of the proposed share issue, conduct all formalities required for admission of issued shares at the negotiations on the Euronext Growth Paris market or any other market;

10. Acknowledges that this delegation deprives of effect from that day for the unused portion, if any, of any prior delegation having the same effect, i.e. any delegation of powers relating to the capital increase with removal of the preferential subscription right for the benefit of a category of persons whose definition is similar to the definition contained in paragraph 4 of this resolution, and in particular the delegation granted by the Assembly meeting of the company as of December 5, 2016; and

11. Takes note of the fact that, in the event that the Board of Directors come to use the authorisation granted in this resolution, the Board of Directors will report to the next ordinary general meeting, in accordance with the law and applicable regulations, on the use made of the authorisations granted in this resolution.

The delegation granted to the Board of Directors pursuant to this resolution is valid for a period of 18 months from this meeting.

#### **Fourteenth resolution**

*Delegation of powers to the Board of Directors for the purpose of issuing common shares of the company and/or securities giving access to the capital of the company, with maintenance of the preferential subscription right* - The General Assembly, acting under the conditions of quorum and majority required for extraordinary general meetings, after deliberating in and having considered the report of the Board of Directors and the special report of the Auditor:

1. Delegates to the Board of Directors, with the option of sub-delegation, jurisdiction to decide the issue, with maintenance of the preferential right of subscription, once or several times, in the proportions and at such times as it will decide, both in France and overseas, shares or any other securities giving access to the capital of the company, subscribed in cash, such actions conferring the same rights as previous shares, subject to their date of possession;
2. Decides that the Board of Directors will set shares and/or securities rights giving access to the capital of the company; however it decides to expressly exclude any issue of preference shares and securities giving access to preference shares;
3. Decides that the nominal amount of the capital increases that may be carried out immediately or at term, under this delegation of responsibility, may not exceed a total nominal amount of 375,000 euros, being specified that this amount will be calculated within the overall global ceiling of 2,500,000 euros of the sixteenth resolution of this meeting and that this amount does not take into account adjustments likely to be operated in accordance with the legislative and regulatory provisions applicable and, where appropriate, to the contractual stipulations providing for other cases of adjustment, to protect the rights of holders of securities or other rights giving access to capital;

4. Note that this delegation carries full right to the benefit of the holders of securities issued on the basis of this resolution and giving access to the capital of the company waiver of shareholders to their preferential subscription right to the shares or securities giving access to the capital that these securities entitle immediately or at term;
5. Decides that the issue price of the shares issued pursuant to this delegation will be at least equal to the weighted average of the quoted share prices of the share chosen from a period comprising between five and thirty consecutive trading sessions among the last thirty trading days preceding the fixing of the price of the issue reduced by a maximum discount of 25%, after adjustment if necessary, of this amount to take account of the difference of date of possession;
6. Decides that shareholders may exercise their preferential subscription right under the conditions provided by law, on an irreducible basis. In addition, the Board of Directors shall have the right to give shareholders the right to subscribe on a reducible basis a number of securities higher than they could subscribe to hold, in proportion to the rights of subscription available to them and, in any case, within the limits of their application; If subscriptions on an irreducible basis and, if necessary, on a reducible basis, have not absorbed all of an issue of such shares as defined above, the Board of Directors may use, to the extent that it deems appropriate, one or other methods offered by article L. 225 - 134 of the Commercial Code;
7. Decides that the Board of Directors shall have all powers, with option of sub-delegation under the conditions provided by law, to implement this delegation of responsibility, to the particular effect to:
  - decide the issuance of securities, set the terms and conditions of operations, determine the form and the characteristics of the Securities issue and set the subscription terms, the terms of their release, their date of possession (with a permitted date of retroactive possession), the terms by which the securities issued on the basis of this delegation will give access to common shares of the company;
  - charge on the "share premium" account the amount of costs related to these capital increases and take, if they think fit, the sums necessary to carry the legal reserve to a tenth of the new capital after every show;
  - ensure the achievement of the capital increase, proceed to the consequential amendment of the articles of association and perform, directly or by proxy, all operations and formalities related to the share capital increases carried out in application of this authorisation;

In addition, the Board of Directors may take all normal useful measures and conclude all agreements to achieve the completion of the proposed share issue, conduct all formalities required for admission of issued shares at the negotiations on the Euronext Growth Paris market or any other market;

8. Acknowledges that this delegation deprives of effect from that day the unused portion, if any, of any prior delegation having the same effect, i.e. any delegation of powers relating to the capital increase with removal of the preferential subscription right for the benefit of a category of persons whose definition is similar to the definition contained in paragraph 4 of this resolution, and in particular the delegation granted by the Assembly meeting of the company as of December 5, 2016; and

9. Takes note of the fact that, in the event that the Board of Directors come to use the authorisation granted in this resolution, the Board of Directors will report to the next ordinary general meeting in

accordance with the law and applicable regulations, any use made of the authorisations granted in this resolution.

The delegation granted to the Board of Directors pursuant to this resolution is valid for a period of 26 months from this meeting.

#### **Fifteenth resolution**

*Authorisation given to the Board of Directors in case of capital increase, with or without removal of the preferential right of subscription, to increase the number of shares to be issued* - the General Assembly, acting under the conditions of quorum and majority of extraordinary general meetings, after deliberating on and having considered the report of the Board of Directors and the special report of the Auditor, in accordance with the provisions of article L.225 - 135-1 of the French Commercial Code:

1. allows the Board of Directors, with the option of sub-delegation, to increase the number of shares to be issued for each of the issues with or without preferential subscription right agreed upon under the twelfth, thirteenth and fourteenth resolutions of the this meeting, within 30 days of the close of the subscription in the limit of 15% of the initial issue and at the same price as that used for the initial issue; and
2. Decides that the maximum nominal amount of capital increases that may be carried out under this delegation will be charged on the overall nominal ceiling of capital increase set by the sixteenth resolution of this meeting.

The authorisation granted to the Board of Directors under this resolution is valid for a period of 18 months from the current meeting.

#### **Sixteenth resolution**

*Global Limitation of the delegations* – The General Assembly, acting under the conditions of quorum and majority of special general meetings, after deliberating, decided that the total amount of the capital increases which may be carried out immediately or in the future under the twelfth to fifteenth resolutions of this Assembly, may not exceed a total nominal amount of 2,500,000 euros, being specified that this overall amount does not include the adjustments which may be made in accordance with the legal and regulatory provisions applicable, and where appropriate, to the contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of values securities or other rights giving access to the capital.

#### **Seventeenth resolution**

*Delegation of powers to the Board of Directors to issue ordinary shares and/or securities giving access to the capital of the company for the benefit of members of a company savings plan* - the Assembly General, acting by the conditions of quorum and majority of special general meetings, after deliberating on and having considered the report of the Board of Directors and the special report of the Auditor, in the framework of provisions of articles L.3332 - 18 and following of the Code of labour and of article L.225 - 138-1 of the Commercial Code and in accordance with the provisions of article L.225 - 129-6 of the same Code:

1. delegates to the Board of Directors all powers to increase, on one or several occasions, in the proportions and at such times as it will decide, the share capital of the company of a maximum nominal amount of 2,600 euros, by issuance of shares or other securities giving access to the capital of the company, for members of a company savings plan of the Company and of the french and foreign companies which are linked to the Company under

the conditions of article L.225 - 180 of the French Commercial Code and article L.3344 - 1 of the Labour Code;

2. Decides that the subscription price of the new shares will be set by the Board of Directors in accordance with the provisions of article L.3332 - 20 of the Labour Code, with the understanding that the subscription price may include a discount to the value of the share price set by the Board of Directors, of 20% and 30% respectively depending on whether the securities thus, directly or indirectly, correspond to assets including the downtime, stipulated by the savings plan, is less than 10 years or greater than or equal to 10 years;
3. the Board of Directors may also decide to substitute all or part of the discount by the free allocation of shares or other securities giving access to the capital of the company, existing or to be issued. The total benefit of this allocation and, if any, of the above discount cannot exceed the total benefit that would have been enjoyed by the savings plan members if this gap was 20% or 30% when the plan in application downtime articles L.3332 - 25 and following of the Labour Code is greater than or equal to 10 years;
4. Decides, pursuant to article L.3332 - 21 of the Labour Code, that the Board of Directors may also decide the free allocation of shares to be issued or already issued or other securities giving access to the capital of the company to be issued or already issued, in respect of the contribution matching, subject that the taking into account of their pecuniary countervalue, rated to the subscription price, have the effect to exceed the limits provided for in articles L.3332 - 10 and following of the Labour Code;
5. Decides to remove the preferential right of subscription to new shares to be issued or other securities giving access to the capital and securities which entitle securities issued pursuant to this resolution in favour of members of a company savings plan;
6. Decides that the characteristics of the other securities giving access to the capital of the company will be decided by the Board of Directors under conditions established by the regulations;
7. Decides that the Board of Directors will have all powers, with the option of delegation or sub-delegation, in accordance with the legal and regulatory provisions, to implement this resolution, including setting the terms and conditions of operations and setting the dates and the terms of issue to be carried out under this authorisation, to set the dates of opening and closing of the subscription, the dates of possession of issued securities, the terms of release of stocks and other securities giving access to the capital of the company, grant deadlines for the release of stocks and, if necessary, other securities giving access to the capital of the company, request the listing of securities created anywhere where it will notify, ensure the realisation of capital increases by the amount of stocks that will be actually subscribed, accomplish, directly or by proxy, all operations and formalities related to the increases of the share capital and the only decision and, if it deems it appropriate, charge the costs of the capital increase to the share premium accounts in an amount related to these increases and take on this amount needed to increase the legal reserve to a tenth of the new capital after each increase; and
8. Acknowledges that this delegation deprives of effect from that day for the unused portion, if any, of any prior delegation having the same effect, i.e. any delegation of powers relating to the capital increase with removal of the preferential subscription right for the benefit of a category of persons whose definition is similar to the definition contained in paragraph 4 of this resolution, and in particular the delegation granted by the Assembly meeting of the company as of December 5, 2016;

The delegation thus conferred on the Board of Directors is valid for a period of 18 months from the current meeting.

### **Eighteenth resolution**

*Powers for formalities* - The General Assembly gives all powers to the bearer of a copy, or an extract of the minutes of the present with a view to the completion of legal formalities.

### **Terms of participation at the General Meeting**

Terms of participation and voting at the general meeting. - Any shareholder, regardless of the number of shares he / she owns, has the right to attend the meeting, either by attending personally, by being represented or by voting by mail.

In accordance with Article R.225-85 of the French Commercial Code, only shareholders entitled to such status by the registration of the securities in their name or on behalf of the intermediary will be admitted to attend the meeting. registered on their behalf, on the second working day preceding the meeting at midnight (Paris time), either in the registered share accounts of the company kept by the proxy holder for the Company, the CM-CIC Market Solutions, or in the bearer share accounts held by an authorised intermediary holder of their securities accounts.

The registration or the accounting registration of the securities in the bearer share accounts kept by the authorised intermediary must be evidenced by a certificate of participation issued by the intermediary, which must be attached to the postal voting or proxy form. Any shareholder wishing to vote by proxy or by mail may request from the Company at least six days before the date of the meeting, the single postal or proxy voting form provided for in Article R. 225-76 of the French Commercial Code at the following email address: [investor.relations@novacyt.co.uk](mailto:investor.relations@novacyt.co.uk)

This form, duly completed and signed, must then be returned to the Company where it must be sent at least three days before the meeting. In accordance with the provisions of article R.225-79 of the French Commercial Code, the proxy given by a shareholder to be represented at the meeting is signed by the latter, if necessary by a secure electronic signature process within the meaning of the decree ND 2001-272 of March 30th, 2001, and indicates his name, first name and residence. The notification to the Company of the appointment of an agent may be sent electronically in the following manner: the registered shareholder must send an attachment of an e-mail, to the address [investor.relations@novacyt.co.uk](mailto:investor.relations@novacyt.co.uk) , a scanned copy of the proxy voting form signed specifying his name, first name and address and the surname, first name and address of the appointed representative. For bearer shareholders, the form must be accompanied by a certificate of participation issued by the securities depository intermediary. The shareholder may revoke his mandate, it being specified that the revocation must be made in the same form as that required for the appointment of the proxy (in writing or electronically) and communicated to the Company. The mandate or the postal vote given for the meeting is valid for any successive meetings that would be convened with the same agenda. In addition, any shareholder who has already voted by correspondence or sent a proxy, will no longer be able to choose another method of participation in the meeting. There is no provision for voting or participation by videoconference or by means of telecommunication for this meeting and, therefore, no site referred to in Article R.225-61 of the French Commercial Code will be created to this end.

Registration of points and draft resolutions on the agenda. - Requests for the inclusion of items or draft resolutions on the agenda by shareholders fulfilling the conditions provided for by Article R.225-71 of the French Commercial Code must be sent by registered letter with acknowledgment of receipt request at the following address NOVACYT, 13 Avenue Morane Saulnier, 78140 VELIZY VILLACOUBLAY, or by email at the following address: [investor.relations@novacyt.co.uk](mailto:investor.relations@novacyt.co.uk), no later than the 25th day (calendar) preceding the date of the general meeting, without being able to be

sent more than 20 calendar days after the date of this notice, in accordance with article R.225-73 of the French Commercial Code. Requests for the registration of items or draft resolutions must be accompanied by a certificate of registration in an account, and for draft resolutions, the text of the draft resolutions and, where appropriate, a brief statement of reasons.

The examination of the point or the resolution is subject to the transmission, by the authors of the request, of a new certificate justifying the accounting registration of the securities in the same accounts on the second business day preceding the meeting.

Each shareholder has the option to address to the Board of Directors, which will answer in session, the written questions of their choice. Questions must be sent by registered letter with acknowledgment of receipt request at the following address: NOVACYT, 13 Avenue Morane Saulnier, 78140 VELIZY VILLACOUBLAY or by email at the following address [investor.relations@novacyt.co.uk](mailto:investor.relations@novacyt.co.uk). They are accompanied by a certificate of registration either in the registered share accounts kept for the Company by its agent, the CM-CIC Securities, or in the bearer share accounts held by an authorised intermediary. This mailing must be done no later than the fourth business day preceding the date of the general meeting.

Right of communication of the shareholders. - The documents to be communicated to the general meeting will be made available to the shareholders at the registered office of the Company. Shareholders may also request communication by email to the following address [investor.relations@novacyt.co.uk](mailto:investor.relations@novacyt.co.uk), within the statutory deadlines, the documents provided for by the legal and regulatory provisions.