

NOVACYT
A French *Société Anonyme* (limited company) with share capital of 962 942,86 Euros
Registered office: 13 Avenue Morane Saulnier, 78140 VÉLIZY-VILLACOUBLAY
VERSAILLES Trade and Companies Registry number 491 062 527
(hereinafter referred to as the “Company”)

Vélizy-Villacoublay, on 18 November 2016

CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 5 DECEMBER 2016

The Board of Directors decides to convene the shareholders to an extraordinary general meeting to be held on 5 December 2016 at 1:00 pm, at the registered office of the company Gatienne Brault & Associés, 37/39 avenue de Friedland 75008 Paris, for the purpose of deliberating the following agenda: :

Agenda

- Delegation of authority granted to the Board of Directors to issue ordinary shares in the Company and/or securities granting access to the Company's share capital, with the elimination of the shareholders' preferential subscription right in favour of a specific category of people,
- Delegation of authority to the Board of Directors to issue ordinary shares in the Company and/or securities granting access to the Company's share capital, with the elimination of the shareholders' preferential subscription right in favour of a specific category of people, in the context of the system provided for by the French TEPA Act and in accordance with the provisions of Article L. 225-138 of the French Commercial Code,
- Delegation of authority to the Board of Directors to issue ordinary shares in the Company and/or securities granting access to the Company's share capital, with the maintenance of the preferential subscription right,
- Authorisation given to the Board of Directors in the event of a capital increase, with or without the elimination of the shareholders' preferential subscription right, to increase the number of shares to be issued,
- Global limitation of authorisations,
- Delegation of powers granted to the Board of Directors to issue warrants giving access to new shares with the elimination of the shareholders' preferential subscription right in favour of designated persons,
- Delegation of powers granted to the Board of Directors to issue warrants giving access to new shares with the elimination of the shareholders' preferential subscription right in favour of a designated person,
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities granting access to the Company's share capital in favour of members of a company savings scheme (plan d'épargne entreprise),
- Powers to complete formalities

Formalities for attending the general meeting

Formalities for attending and voting at the general meeting — Each shareholder, regardless the number of shares it holds, has the right to participate to the general meeting, either by attending personally or by assigning a proxy or by voting by mail.

In accordance with article R. 225-85 of the French Commercial code and in order to attend this general meeting, shareholders have to evidence that they are registered personally or through a financial intermediary on the second business day preceding the general meeting at 00:00 am (Paris time), whether in registered accounts held for the Company by its agent, CM-CIC Market Solutions, or in bearer accounts held by an accredited intermediary.

The registration of the shares in bearer accounts held by the accredited intermediary must be demonstrated by a certificate (*attestation de participation*) issued by such accredited intermediary and must be attached to the voting form/proxy form. Any shareholder wishing to vote by mail or by proxy may obtain from the Company 6 days before the date of the general meeting at the latest, the unique voting form/proxy form provided for in article R. 225-76 of the French Commercial code by sending an email to: jeanpierre.crinelli@novacyt.com.

This form completed and signed shall be sent to the Company and received by it at least 3 days before the general meeting. In accordance with article R.225-79 of the French Commercial code, a proxy given by a shareholder shall be signed by it, when appropriate by a secure electronic signature within the meaning of the Decree ND 2001-272 of 30 March 2001 and shall indicate its name, surname and domicile. The notice to the Company of the appointment of a proxy can be sent electronically as follows: the registered shareholder shall send by attachment to an email addressed to jeanpierre.crinelli@novacyt.com a scan copy of the signed voting form/proxy form indicating name, surname and domicile of the appointed proxy. For a bearer shareholder, the scan copy of the signed voting form/proxy form must be accompanied by a certificate (*attestation de participation*) issued by the relevant accredited intermediary. A shareholder may revoke its proxy, provided that the revocation is transmitted to the Company and is done in the same conditions than those required for the designation of a proxy. A voting form/proxy form is valid for any successive meetings having the same agenda. In addition, any shareholder, who has already voted by mail or sent a proxy, will not be able to choose any other way to participate to the meeting. It will not be possible for this meeting to vote through videoconference or by way of telecommunications. Therefore no specific website as described in Article R.225-61 of the French Commercial code will be set up for this purpose.

Each shareholder may send written questions to the Board of Directors to be answered at the general meeting. These questions must be sent by registered mail with acknowledgment of receipt to the following address NOVACYT, 13 Avenue Morane Saulnier, 78140 VELIZY VILLACOUBLAY or by email to the following address jeanpierre.crinelli@novacyt.com. These written questions must be accompanied by a certificate (*attestation d'inscription en compte*) evidencing that the shareholder is registered whether in registered accounts held for the Company by its agent CM-CIC Market Solutions or in bearer accounts held by an accredited intermediary. These written questions must be sent on the fourth business day preceding the General Meeting at the latest.

Shareholders information. — Documents due to be communicated at general meetings are available for consultation at the registered office. In addition shareholders can request by email to jeanpierre.crinelli@novacyt.com, within the legal time limit, the documents provided for by the legal provisions and regulations applicable in France.