

NOVACYT

**A French *Société Anonyme* (limited company) with share capital of Eur 4,708,416.54
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 11 September 2020

CONVENING NOTICE TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 SEPTEMBER 2020

Disclaimer

In accordance with precautionary measures put in place by the French Government due the COVID-19 pandemic, and with the health and safety of its shareholders and employees being a priority, the FY19 AGM will be held without the presence of shareholders.

Shareholders are invited to vote by post or to give a proxy, and to give preference where possible to electronic means of telecommunication.

Novacyt will keep its shareholders informed of any possible changes in the terms and conditions of participation and voting rights at the AGM and, to this end, each shareholder is invited to regularly consult the page dedicated on the Company's website <http://www.novacyt.com>.

Shareholders are informed that they are being convened to a combined general meeting to be held on 29 September 2020 at 2:00 pm, without the presence of shareholders, at the registered office of the Company located 13 Avenue Morane Saulnier, 78140 VÉLIZY-VILLACOUBLAY, on the following agenda:

Agenda

I. RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

- Reading of the Board of Directors' Management Report and presentation by the Board of Directors of the financial statements and operations for the year ended 31 December 2019,
- Reading of the Statutory Auditor's general report on the performance of its assignment during the year ended 31 December 2019,
- Reading of the Statutory Auditor's special report 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 year ended 31 December 2019 (**Resolution No. 1**),
- Approval of the consolidated financial statements for the year ended 31 December 2019 (**Resolution No. 2**),
- Appropriation of the result for the year ended 31 December 2019 (**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 for the Company to buy back its own shares (**Resolution No. 6**),
- Terms of office of the members of the Board of Directors (**Resolution No. 7**),
- Terms of office of the Statutory Auditors (**Resolution No. 8**),

- Amount of remuneration allocated to members of the Board of Directors for the year ended 31 December 2019 (**Resolution No. 9**),
- Amount of remuneration to be allocated to members of the Board of Directors from 1 January 2020 (**Resolution No. 10**),
- Powers for formalities (**Resolution No. 11**).

II. RESOLUTIONS PRESENTED TO THE EXTRAORDINARY GENERAL MEETING

- Reading of the Board of Directors' report to the Extraordinary General Meeting,
- Reading of the Statutory Auditor's special reports,
- Amendment of Article 19 of the Company's Articles of Association to allow general meetings to be held exclusively by videoconference (**Resolution No. 12**),
- Delegation of authority granted to the Board of Directors for the purpose of allocating free shares, existing or new, for the benefit of employees of the Company and of related companies and corporate officers (**Resolution No. 13**),
- Delegation of authority granted to the Board of Directors for the purpose of granting options to subscribe for and/or purchase shares of the Company, to corporate officers and employees of the Company or of companies in the group, involving the waiver by shareholders of their preferential subscription right to shares issued following the exercise of subscription options (**Resolution No. 14**),
- Overall limit on delegations relating to free shares and subscription or purchase options (**Resolution No. 15**),
- Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares of the Company and/or transferable securities giving access to the share capital of the Company, with cancellation of shareholders' preferential subscription rights in favour of specific categories of persons (**Resolution No. 16**),
- Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares or securities giving access to ordinary shares to be issued by the Company immediately or in the future in consideration for contributions in kind within the limit of 10% of the share capital, except in the case of a public exchange offer initiated by the Company (**Resolution No. 17**),
- Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares and/or transferable securities giving immediate and/or deferred access to the capital of the Company, with cancellation of shareholders' preferential subscription rights and public offerings (**Resolution No. 18**),
- Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares of the Company and/or transferable securities giving access to the share capital of the Company, with preferential subscription rights (**Resolution No. 19**),
- Authorisation to the Board of Directors, in the event of a capital increase, with or without shareholders' preferential subscription rights, to increase the number of securities to be issued (**Resolution No. 20**),
- Overall ceiling on delegations of authority (**Resolution No. 21**),
- Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares and/or securities giving access to the Company's capital for the benefit of members of a company savings plan (**Resolution No. 22**),
- Powers for formalities (**Resolution No. 23**).

Formalities for attending the general meeting

The Meeting comprises all shareholders regardless of the number of shares they own.

Participation in the General Meeting is confined to shareholders who can prove that their shares are registered in their name or in the name of the intermediary registered on their behalf by the second business day prior to the meeting, **i.e. 25 September 2020 at zero hours, Paris time:**

- either in the registered securities accounts kept by the company, or
- in bearer securities accounts kept by the authorised intermediary.

Important notice: new treatment of abstentions – Law No. 2019-744 of 19 July 2019 modifies the rules applicable to the calculation of votes cast at general meetings: whereas abstentions were previously counted as votes against, they will be excluded from the votes cast at the next meeting, and as such will no longer be taken into account in calculating the majority required for the adoption of resolutions. Postal voting forms have therefore been modified in order to allow shareholders to vote against or abstain separately on the various resolutions submitted to the Meeting.

Special conditions for “attending” the General Meeting in the context of the health crisis – As the General Meeting is exceptionally to be held behind closed doors, shareholders may “attend” by choosing one of the following three options:

- a) Give proxy to the person of their choice under the conditions of Article L. 225-106 of the French Commercial Code (proxies to third parties), it being specified that, in this case, the proxy must vote by post in respect of this proxy;
- b) Send a proxy to the company without indicating the agent (proxy to the chairman);
- c) Vote by post.

Shareholders will be able to vote by post or give proxy, using the voting form provided for this purpose, or electronically via the Votaccess secure voting platform. These means of participation made available to shareholders are now the only ones possible.

No later than the twenty-first day prior to the Meeting, the single postal voting or proxy voting form will be posted on the company’s website at www.novacyt.com.

When they receive the meeting notice, bearer shareholders may request the said form in writing to CIC – Service Assemblées Générales – 6 avenue de Provence 75452 Paris Cedex 09, or by email to serviceproxy@cic.fr. Requests received no later than six days prior to the date of the Meeting will be granted.

The single postal voting or proxy form must be returned, accompanied for bearer shareholders by their certificate of participation (“*attestation de participation*”).

The postal voting form must be received by CIC – Service Assemblées Générales, either by post to the following address: 6 avenue de Provence 75452 Paris Cedex 09, or by email to the following address: serviceproxy@cic.fr, **no later than 25 September 2020.**

Proxies to a third party are valid if they are received by CIC – Service Assemblées Générales, either by post to the following address: 6 avenue de Provence 75452 Paris Cedex 09, or by email to the following address: serviceproxy@cic.fr, until the fourth day preceding the date of the General Meeting, namely **25 September 2020 at the latest.**

The proxy cannot physically attend the Meeting. He or she must send his or her instructions for the exercise of the proxies he or she holds to CIC – Service Assemblées Générales by email to the following address: serviceproxy@cic.fr, using the form as a postal vote, no later than the fourth day preceding the date of the General Meeting, namely **25 September 2020 at the latest.**

Shareholders who have already cast a postal vote, sent a proxy or requested an admission card or a certificate of attendance may choose another method of participation in the meeting, provided that their instructions to that effect are received within a period compatible with the rules relating to each means of participation. Any previous instructions received will then be cancelled.

“Attendance” at the General Meeting by electronic means:

- For registered shareholders: Holders of pure or administered registered shares who wish to vote or give proxy via the Internet may access the VOTACCESS at the following address: <https://www.actionnaire.cmcicms.com>.

Pure registered shareholders will be able to log in using their usual identifiers, indicated on the portfolio statement.

Holders of administered registered shares will receive a letter indicating their username and password. Shareholders who no longer have their username and/or password may contact the following telephone number: +33 1 53 48 80 10.

After logging in, registered shareholders must follow the instructions given on the screen in order to access the VOTACCESS site and vote or give a proxy.

- For bearer shareholders: Bearer shareholders must determine whether or not their account-keeping institution is connected to the VOTACCESS site and, if so, whether this access is subject to specific conditions of use.

If the shareholder’s account-keeping institution is connected to the VOTACCESS site, shareholders must identify themselves on the internet portal of their account-keeping institution using their usual access codes. They must then click on the icon that appears on the line corresponding to their NOVACYT shares and follow the instructions given on the screen in order to access the VOTACCESS site and vote or give a proxy.

The VOTACCESS site will be open **from 11 September 2020 to 28 September 2020 at 3.00 p.m. Paris time.**

The possibility of voting by Internet before the General Meeting will end the day before the Meeting, i.e. **28 September 2020 at 3.00 p.m.** Paris time, it being specified that proxies to third parties must exceptionally be received no later than 25 September 2020.

However, to avoid possible congestion of the VOTACCESS site, shareholders are advised not to wait until the day before the Meeting to vote.

Inclusion of items or draft resolutions on the agenda – Requests by shareholders for the inclusion of items or draft resolutions on the agenda should preferably be sent by email to the following address: jeanpierre.crinelli@novacyt.com (or by registered letter with acknowledgement of receipt sent to the registered office), and be received no later than the twenty-fifth day prior to the date of the General Meeting. They may not be sent more than twenty days after the date of this notice.

Requests for the inclusion of items on the agenda must be reasoned.

Requests for the inclusion of draft resolutions must be accompanied by the text of the draft resolutions, together with a brief explanatory statement, if applicable, as well as the information provided for in paragraph 5 of [Article R. 225-83](#) of the French Commercial Code if the draft resolution concerns the presentation of a candidate to the Board of Directors.

A certificate of registration (“*attestation d’inscription*”) in an account must also be attached to requests for the inclusion of items or draft resolutions on the agenda in order to prove, as of the date of the request, ownership or representation of the fraction of the capital required in accordance with the provisions of Article R. 225-71 of the French Commercial Code. A new certificate justifying the registration of the shares in the same accounts on the second business day preceding the Meeting at zero hours, Paris time, must be sent to the company.

The text of the draft resolutions presented by the shareholders and the list of items added to the agenda at their request will be posted online without delay on the company’s website at www.novacyt.com.

Shareholders’ communication rights – The preparatory documents for the Meeting set out in Article R. 225-73-1 of the French Commercial Code will be posted on the company’s website at www.novacyt.com no later than the twenty-first day prior to the Meeting. Please note that the full text of the documents intended to be presented to the Meeting, notably in accordance with Articles L. 225-115 and R. 225-83 of the French Commercial Code, will be made available on the company’s website at www.novacyt.com.

In addition, from the date of the meeting notice, shareholders may ask the company to send them the documents and information mentioned in Articles R. 225-81 and R. 225-83 of the French Commercial Code, up to and including the fifth day prior to the Meeting, preferably by email to the following address: jeanpierre.crinelli@novacyt.com.

To this end, please include in your request the email address to which these documents may be sent to you so that we can send you the said documents validly by email, in accordance with Article 3 of the aforementioned Order. Bearer shareholders must justify this status by sending a certificate of registration ("*attestation d'inscription*") in an account.

Written questions – As from the date the preparatory documents are made available to shareholders and until the fourth business day prior to the date of the General Meeting, i.e. **23 September 2020**, any shareholder may submit written questions to the Chairman of the Board of Directors of the company, in accordance with the provisions of Article R. 225-84 of the French Commercial Code. Written questions should be sent, preferably by email, to the following address: jeanpierre.crinelli@novacyt.com (or by registered letter with acknowledgement of receipt sent to the registered office). They must be accompanied by a certificate of registration ("*attestation d'inscription*") in an account.