Translation for information purposes only

NOVACYT
A LIMITED COMPANY WITH A CAPITAL OF 4,708,416.54 EUROS
HEAD OFFICE :13 avenue Morane Saulnier - 78140 VELIZY VILLACOUBLAY
RCS Versailles 491 062 527

ARTICLES OF ASSOCIATION UPDATED BY DECISIONS OF THE COMBINED GENERAL MEETING OF 18 OCTOBER 2021

Article 1 - Form

NOVACYT, registered on 22 December 2006 as a *société par actions simplifiée* (simplified joint stock company), was transformed into a *société anonyme* (limited company) with a board of directors by decision of the extraordinary general meeting of 29 May 2012.

The company is governed by Book II of the French Commercial Code and by these articles of association.

Article 2 - Purpose

The purpose of the company is, in France and in all countries, to

The design, development and marketing of scientific instruments and reagents, in particular diagnostic instruments in all fields, and in particular in the field of (i) cytological diagnosis, including in particular the diagnosis of uterine cancer, and (ii) the specific etiological virological diagnosis associated with uterine cancer (HPIV) by all technological means born or to be born,

Any research activity with a view to developing, registering and exploiting any patents, processes or industrial or intellectual property rights, as well as any operations relating to these patents and rights;

The participation of the Company, by all means, directly or indirectly, in all operations that may be related to its purpose by way of the creation of new companies, contributions, subscriptions or purchases of securities or corporate rights, mergers or otherwise, the creation, acquisition, leasing, or management leases of all businesses or establishments; the taking, acquisition, exploitation or transfer of all processes and patents relating to these activities;

and, in general, all industrial, commercial, financial, civil, movable or immovable property transactions that may be directly or indirectly related to the corporate purpose or to any similar or related purpose.

Article 3 - Name

The name of the Company is: **NOVACYT**

All acts and documents issued by the Company must mention the company name, immediately preceded or followed by the words "*société anonyme*" or the initials "SA" and the statement of the amount of the share capital.

Article 4 - Registered office

The registered office is at **13 avenue Morane Saulnier - VELIZY VILLACOUBLAY (78 140).**

It may be transferred to any other place in the same or an adjacent department by a simple decision of the board of Directors, subject to ratification by the next ordinary general meeting, and anywhere else by virtue of a resolution of the extraordinary general meeting of shareholders, subject to the legal provisions in force.

In the event of a transfer decided by the board of directors in accordance with the law, the board of directors is authorized to amend the articles of association accordingly.

Article 5 - Duration

The duration of the Company is set at ninety-nine (99) years from the date of its registration in the Trade and Companies Register, unless it is dissolved early or extended.

Article 6 - Share capital

The share capital is set at EUR 4 708 416.54.

It is divided into 70,626,248 ordinary shares with a par value of 1/15th of a euro each, fully paid up and all of the same class.

Article 7 - Form

Fully paid-up shares shall be in registered or bearer form, at the option of each shareholder, subject, however, to the application of the legal provisions relating to the form of shares held by certain natural or legal persons. Shares which are not fully paid up must be in registered form.

The shares shall be registered in an account in accordance with the terms and conditions provided for by the legal and regulatory provisions in force.

Ownership of shares issued in registered form results from their registration in a registered account.

Article 8 - Transfers - identification of security holders - crossing thresholds

The shares registered in the accounts shall be freely transferred from account to account, in accordance with the legal and regulatory provisions in force.

The company may also, under the legal and regulatory conditions in force, request at any time, against payment at its expenses, from any authorized body, the name or, in the case of a legal entity, the corporate name, nationality and address of the holders of securities conferring immediate or future voting rights at its own shareholders' meetings, as well as the quantity of securities held by each of them and, where applicable, any restrictions that may be imposed on these securities.

Any individual or legal entity acting alone or in concert, who comes to hold, in any way whatsoever, within the meaning of articles L. 233-7 et seq. of the French Commercial Code, directly or indirectly, a fraction equal to three per cent (3%) of the capital or voting rights of the company, must communicate to the company the information referred to in article L. 233-7-1 of the French Commercial Code by registered letter with acknowledgement of receipt, or by any other equivalent means for persons residing outside France, addressed to the registered office within four trading days of the threshold being crossed.

This obligation also applies, under the above conditions, whenever a new threshold of 1% of the company's share capital or voting rights is reached or crossed, for whatever reason, including above the legal threshold of 5%.

Any shareholder whose shareholding or voting rights fall below one of the above thresholds is also required to inform the company within the same period of four trading days, in accordance with the same procedures.

In case of non-compliance with this provision and upon request of one or more shareholders holding at least five per cent of the capital or voting rights of the company, the shares exceeding the fraction which should have been declared shall be deprived of voting rights for any shareholders' meeting held until the expiry of a period of two years following the date of regularisation of the notification.

Article 9 - Rights and obligations attached to the shares

The rights and obligations attached to the share shall follow the share in whichever hand it passes and the transfer shall include all accrued and unpaid dividends and, where applicable, the share of reserves and provisions.

Ownership of the share implies, *ipso facto*, the approval by the holder of these articles of association as well as the the decisions of the general meetings of shareholders.

Except in cases where the law provides otherwise, each shareholder shall have as many voting rights and shall cast as many votes at the meeting as he possesses shares which have been fully paid up. In the event of equality of nominal value, each capital share or dividend share shall give the right to one vote.

Each share shall give the right to a proportion of the ownership of the company's assets, the sharing of profits and the liquidation surplus in proportion to the number and nominal value of the existing shares.

The chief executive officer, subject to applicable laws and regulations, the rules relating to central securities depository systems and the articles of these articles of association, shall have full power to implement and/or approve any provisions he or she deems appropriate, including but not limited to proof of ownership of any rights attached to the shares of the company and any transfer of such rights in any form (whether by deposit, instrument or securities). The chief executive officer may, in his or her sole discretion, take such measures and actions as he or she deems appropriate to implement such provisions.

Article 10 - Release of shares

The sums to be paid up in cash for the shares subscribed to in respect of a capital increase shall be payable in accordance with the conditions laid down by the extraordinary general meeting.

In the case of a capital increase, the initial payment shall not be less than one quarter of the nominal value of the shares; it shall include, where applicable, the entire issue premium.

The payment of the surplus shall be called by the board of directors in one or more instalments within a period of five years from the date of completion of the capital increase.

Each shareholder shall be notified of the portions called and the date on which the corresponding amounts are to be paid at least fifteen days before the due date.

A shareholder who fails to make the payments due on the shares he holds on the due date shall, automatically and without prior notice, be liable to the company interest on arrears, calculated on the basis of a year of 365 days from the due date, at the legal rate for commercial matters plus three points, without prejudice to the company's personal action against the defaulting shareholder and to the compulsory enforcement measures provided for by law.

Article 11 – Board of directors

The company shall be administered by a board composed of natural or legal persons, the number of which shall be determined by the ordinary general meeting within the limits of the law.

Any legal entity must, when appointed, appoint a natural person as its permanent representative on the board of directors. The term of office of the permanent representative shall be the same as that of the legal entity director he or she represents. When the legal entity dismisses its permanent representative, it shall immediately provide for a replacement. The same provisions shall apply in the event of the death or resignation of the permanent representative.

The term of office of directors shall be three years. The term of office of a director shall expire at the end of the ordinary general meeting of shareholders called to approve the accounts for the past financial year and held in the year in which the office of the said director expires.

Directors may be re-elected at any time; they may be dismissed at any time by a decision of the general meeting of shareholders.

In the event of a vacancy due to death or resignation of one or more seats of directors, the board of directors may, between two general meetings, make provisional appointments.

Appointments made by the board under the above paragraph shall be subject to ratification by the next ordinary general meeting.

In the absence of ratification, the deliberations taken and acts carried out previously by the board shall nevertheless remain valid.

When the number of directors has fallen below the legal minimum, the remaining directors must immediately convene the ordinary general meeting in order to complete the board.

An employee of the company may be appointed as a director. However, his/her employment contract must correspond to an employment. In this case, he or she does not lose the benefit of the employment contract.

The number of directors who are bound to the company by an employment contract may not exceed one third of the directors in office.

The number of directors who are over 70 years of age may not exceed half of the directors in office. If this limit is exceeded during the term of office, the oldest director is automatically deemed to have resigned at the end of the next general meeting of shareholders.

The board of directors shall elect from among its members a chairman who must be a natural person. It shall determine the duration of his or her term of office, which may not exceed his or her term of office as a director, and may dismiss him or her at any time. The board sets his/her compensation.

The chairman organizes and directs the work of the board and reports to the general meeting. He/she oversees the proper functioning of the company's bodies and ensures, in particular, that the directors are able to fulfill their mission.

The chairman of the board shall not be older than 75 years. If the chairman reaches this age limit during his or her term of office as chairman, he or she shall be deemed to have resigned automatically.

However, his or her term of office shall continue until the next meeting of the board of directors at which his or her successor shall be appointed. Subject to this provision, the chairman of the board is always eligible for re-election.

Article 12 - Management Board meetings

The board of directors meets as often as the interests of the company require.

Directors shall be convened to the meetings of the board by the chairman. Meetings may be convened by any means, in writing or orally.

The chief executive officer may also request the chairman to convene the board of directors on a specific agenda.

In addition, directors representing at least one third of the board members may validly convene the board. In this case, they must indicate the agenda of the meeting.

Where a works council has been set up, representatives of this council, appointed in accordance with the provisions of the French Labour Code, should be invited to all meetings of the board of directors.

Board meetings are held either at the registered office or at any other place in France or outside France.

For the deliberations of the board to be valid, the number of members present must be at least equal to half of the members.

Decisions of the board of directors shall be taken by a majority of votes; in the event of a tie, the chairman shall have the casting vote.

Any internal regulations adopted by the board of directors may provide, in particular, that directors who participate in the board meeting by videoconference or telecommunication means in accordance with the regulations in force shall be deemed to be present for the

purposes of calculating the quorum and the majority. This provision shall not apply to the adoption of decisions referred to in Articles L.232-1 and L.233-16 of the French Commercial Code.

Each director shall receive the information necessary for the fulfilment of his/her mission and mandate and may request any documents he/she considers useful.

Any director may give, by letter, telegram, telex, telefax, e-mail or any other means of teletransmission, power of attorney to another director to represent him or her at a meeting of the board, but each director may hold only one power of attorney during a meeting.

Copies or extracts from the minutes of the deliberations of the board of directors shall be validly certified by the chairman of the board of directors, the managing director, the managing director temporarily acting as chairman or a proxy authorized for that purpose.

Article 13 - Powers of the board of directors

The board of directors determines the orientations of the company's activity and ensures their implementation. Subject to the powers expressly attributed to the shareholders' meetings and within the limits of the company's purpose, it deals with any issue concerning the proper operation of the company and settles the matters that concern it through its deliberations.

In relations with third parties, the company shall be bound even by acts of the board of directors which do not fall within the scope of the corporate purpose, unless it proves that the third party knew that the act exceeded that purpose or could not have been unaware of it in the circumstances, it being excluded that the only publication of the articles is sufficient to constitute such proof.

The board of directors shall carry out such controls and verifications as it deems appropriate.

In addition, the board of directors shall exercise the special powers conferred on it by law.

Article 14 - General Management

The general management of the company shall be the responsibility of either the chairman of the board of directors or another natural person appointed by the board of directors and bearing the title of chief executive officer.

The chief executive is vested with the broadest powers to act in all circumstances on behalf of the company. He shall exercise his powers within the limits of the company's purpose and subject to those powers expressly granted by law to the shareholders' meetings and the board of directors.

He represents the company in its relations with third parties. The company shall be bound even by acts of the chief executive officer which do not fall within the corporate purpose, unless it proves that the third party knew that the act exceeded that purpose or that he could not have been unaware of it in the circumstances, it being excluded that the mere publication of the articles is sufficient to constitute such proof.

The chief executive officer may not be older than 65 years of age. If the chief executive officer reaches this age limit, he/she shall be deemed to have resigned automatically. However, his or her term of office shall continue until the next board meeting at which the new chief executive officer is appointed.

Where the chief executive officer is a director, his or her term of office may not exceed his or her term of office as a director.

The board of directors may dismiss him at any time. If the dismissal is decided without just cause, it may give rise to damages, except when the chief executive officer assumes the functions of chairman of the board of directors.

Upon simple deliberation by a majority of the votes of the directors present or represented, the board of directors shall choose between the two methods of exercising the general management referred to in the first paragraph of this article.

Shareholders and third parties shall be informed of this choice in accordance with the legal and regulatory requirements.

The choice of the board of directors thus made shall remain in force until a contrary decision of the board or, at the option of the board, for the duration of the term of office of the chief executive.

Where the general management of the company is assumed by the chairman of the board of directors, the provisions applicable to the chief executive officer shall apply to him.

In accordance with the provisions of article 706-43 of the French Code of Criminal Procedure, the chief executive officer may validly delegate to any person of his choice the power to represent the company in the context of any criminal proceedings that may be brought against it.

On the proposal of the officer, the board of directors may appoint one or more natural persons to assist the chief executive as deputy chief executive officer.

The board of directors shall, in agreement with the chief executive officer, determine the scope and duration of the powers conferred on the deputy chief executive officers. The board of directors shall determine their remuneration. Where a deputy chief executive officer is a director, his or her term of office may not exceed his or her term of office as a director.

With respect to third parties, the deputy chief executive officer have the same powers as the chief executive; in particular, the deputy chief executive officer have the power to institute legal proceedings.

The number of deputy chief executive officers may not exceed five.

The deputy chief executive officer(s) may be dismissed at any time by the board of Directors, on the proposal of the chief executive officer. If the dismissal is decided without just cause, it may give rise to damages.

A deputy chief executive officer may not be older than 65 years. If an incumbent deputy chief executive officer reaches this age limit, he or she will be deemed to have resigned

automatically. His or her term of office would, however, continue until the next board of Directors' meeting at which a new deputy chief executive officer could be appointed.

Where the chief executive officer ceases or is prevented from exercising his or her duties, the deputy chief executive officer(s) shall, unless the board of directors decides otherwise, retain their functions and powers until the appointment of the new chief executive officer.

Article 15 - Board of Censors

The ordinary general meeting may, on the proposal of the board of directors, appoint censors. The board of directors may also appoint censors directly, subject to ratification by the next general meeting.

The censors, whose number may not exceed five, form a college. They are freely chosen on the basis of their competence.

They are appointed for a period of three years ending at the end of the ordinary general meeting of shareholders called to approve the accounts for the previous financial year.

The board of censors studies the questions that the board of directors or its chairman submits for its opinion. The censors attend the meetings of the board of directors and take part in the deliberations in an advisory capacity only, without their absence affecting the validity of the deliberations.

They are convened to the meetings of the board under the same conditions as the directors.

The board of directors may remunerate the censors by deduction from the amount of attendance fees allocated by the general meeting to the directors.

Article 16 - Agreements subject to authorization

Sureties, endorsements and guarantees given by the company must be authorized by the board of directors under the conditions provided for by law.

Any agreement entered into directly or through an intermediary between the company and its chief executive officer, one of its deputy chief executive officers, one of its directors, one of its shareholders holding more than 10% of the voting rights or, in the case of a shareholder company, the company controlling it within the meaning of Article L.233-3 of the French Commercial Code, must be submitted for prior authorization by the board of Directors.

The same applies to agreements in which one of the persons referred to in the previous paragraph is indirectly interested.

Are also subject to prior authorization agreements between the company and a company, if the chief executive officer, one of the deputy chief executives officers or one of the directors of the company is the owner, partner with unlimited liability, manager, director, member of the supervisory board or, in general, a manager of that company.

The prior authorization of the board of directors shall be required under the conditions provided for by law. The above provisions are not applicable to agreements relating to current operations and concluded under normal conditions. However, these agreements, except

when, due to their purpose or their financial implications, they are not significant for any of the parties, shall be communicated by the interested party to the chairman of the board of Directors. The list and purpose of such agreements shall be communicated by the chairman to the members of the board of directors and the auditor.

Article 17 - Prohibited agreements

Directors, other than legal persons, are prohibited from contracting loans from the company in any form whatsoever, from being granted an overdraft on current account or otherwise, and from having their commitments to third parties guaranteed or endorsed by the company.

The same prohibition shall apply to the chief executive officer, the deputy chief executives officers and the permanent representatives of legal persons who are directors. It shall also apply to the spouses, ascendants and descendants of the persons referred to in this article, as well as to any interposed person.

Article 18 - Auditors

The audit of the company is carried out, under the conditions laid down by law, by one or more statutory auditors who meet the legal conditions of eligibility. Where the legal conditions are met, the company must appoint at least two auditors.

Each auditor is appointed by the ordinary general meeting.

If the ordinary general meeting of shareholders fails to elect an auditor, any shareholder may apply to the court for the appointment of an auditor, the chairman of the board of directors being duly called. The mandate of the court-appointed auditor shall end when the ordinary general meeting of shareholders has appointed the auditor or auditors.

Article 19 - General Meetings

General meetings shall be convened and held in accordance with the conditions laid down by law.

When the company wishes to use the convening notice by electronic telecommunication instead of postal notification, it must first obtain the consent of the interested shareholders, who shall indicate their electronic address.

Meetings shall take place at the registered office or at any other place specified in the notice of meeting.

The right to participate in meetings is governed by the legal and regulatory provisions in force and is subject, in particular, to the registration of the shares in the name of the shareholder or of the intermediary registered on his behalf at midnight, Paris time, on the third business day preceding the meeting, either in the registered share accounts kept by the Company or in the bearer share accounts kept by the authorized intermediary.

The shareholder, failing to attend the meeting in person, may choose one of the following three options:

- give a power of attorney under the conditions permitted by law and regulation,
- vote by post,
- voting by teletransmission means,
- or send a proxy to the company without indicating a mandate, under the conditions provided for by the law and regulations.

The board of directors may organize, under the conditions provided for by the law and the regulations in force:

- the participation and voting of certain shareholders at meetings by videoconference or by telecommunication means allowing their identification,
- the holding of ordinary and extraordinary general meetings exclusively by videoconference or by telecommunication means allowing the identification of shareholders,

In both cases, the Company shall set up a site exclusively for these purposes.

However, for the extraordinary general meetings referred to in article L. 225-96 of the French Commercial Code, one or more shareholders representing at least 5% of the share capital may object to the exclusive use of participation by videoconference or by telecommunication means allowing the identification of shareholders.

This right of objection shall be exercised after the convening formalities, in accordance with the provisions of article R225-61-3 of the French Commercial Code, within a period of seven days from the publication of the convening notice provided for in article R. 225-67 or from the dispatch of this notice in the manner provided for in article R. 225-61-2.

In case of exercise of this right, the company shall notify the shareholders by simple letter or by e-mail, at the latest forty-eight hours before the meeting, that the meeting will not be held exclusively by dematerialized means.

If the board of directors decides to exercise one of these options for a given meeting, this decision of the board shall be stated in the notice of meeting and/or convening notice. Shareholders participating in meetings by videoconference or by any of the other means of telecommunication referred to above, at the discretion of the board of directors, shall be deemed to be present for the purpose of calculating the quorum and the majority.

The meetings shall be chaired by the chairman of the board of directors or, in his absence, by the chief executive officer, by a deputy chief executive officer if he is a director, or by a director specially delegated for this purpose by the board. Failing this, the meeting shall elect its own chairman.

The duties of scrutineers shall be performed by the two members of the meeting present and accepting these duties who have the greatest number of votes. The officers shall appoint the secretary, who may be chosen from outside the shareholders.

An attendance sheet shall be kept in accordance with the law.

The ordinary general meeting convened on first call shall only deliberate validly if the shareholders present or represented hold at least one fifth of the shares with voting rights. The ordinary general meeting convened on second call shall deliberate validly regardless of the number of shareholders present or represented.

Decisions of the ordinary general meeting shall be taken by a majority of the votes of the shareholders present or represented.

The extraordinary general meeting convened on first call shall only deliberate validly if the shareholders present or represented hold at least one quarter of the shares with voting rights. The extraordinary general meeting, convened on the second call, shall only validly deliberate if the shareholders present or represented hold at least one fifth of the shares with voting rights.

Decisions of the extraordinary general meeting shall be taken by a two-thirds majority of the shareholders present or represented.

Copies or extracts of the minutes of the meeting shall be validly certified by the chairman of the board of directors, by a director exercising the functions of general manager or by the secretary of the meeting.

Ordinary and extraordinary general meetings shall exercise their respective powers in accordance with the law.

Article 20 - Financial year

Each financial year lasts for one year, starting on 1 January and ending on 31 December.

Article 21 - Profits - legal reserve

From the profit for the financial year, less any previous losses, a deduction of at least five per cent (5%) must be made to form a reserve fund known as the "legal reserve". This deduction shall cease to be compulsory when the amount of the legal reserve reaches one-tenth of the share capital.

The distributable profit shall consist of the profit for the financial year less any previous losses and the deduction provided for in the preceding paragraph, plus any profits brought forward.

Article 22 - Dividends

If the accounts for the financial year, as approved by the general meeting, show a distributable profit, the general meeting shall decide to enter it in one or more reserve accounts and shall determine the allocation or use thereof, to carry it forward or to distribute it as dividends.

After having established the existence of reserves at its disposal, the general meeting may decide to distribute sums drawn from such reserves. In this case, the decision shall

expressly indicate the reserve items from which such deductions are made. However, dividends shall be deducted in priority from the distributable profit of the financial year.

The terms of payment of dividends shall be determined by the general meeting or, failing that, by the board of directors.

However, the payment of dividends must take place within a maximum of nine months after the end of the financial year.

The general meeting deciding on the accounts of the financial year may grant each shareholder, for all or part of the dividend distributed, an option between payment of the dividend in cash or in shares.

Similarly, the ordinary general meeting, ruling under the conditions provided for in article L. 232-12 of the French Commercial Code, may, in the event of payment to each shareholder of an interim dividend decided by the board of directors and for all or part of said interim dividend, authorize the board of directors to grant an option between payment of the interim dividend in cash or in shares.

The offer of payment in shares, the price and conditions of issue of the shares as well as the request for payment in shares and the conditions for the realization of the capital increase shall be governed by law and regulations.

When a balance sheet drawn up during or at the end of the financial year and certified as true by the auditor or auditors shows that the company, since the end of the previous financial year, after the constitution of the necessary depreciation and provisions and after deduction, if any, of previous losses and of the sums to be transferred to reserves in application of the law or of these articles of association and taking into account the profit brought forward has made a profit, the board of directors may decide to distribute interim dividends before the approval of the financial statements for the financial year and to fix the amount and the date of distribution. The amount of such interim dividends may not exceed the amount of the profit defined in this paragraph. In this case, the board of directors may not make use of the option described in the above paragraphs.

Article 23 - Early dissolution

The extraordinary general meeting may, at any time, pronounce the early dissolution of the company.

Article 24 - Loss of half the share capital

If, as a result of losses recorded in the accounting documents, the company's equity falls below half of the share capital, the board of directors must, within four months of the approval of the accounts showing the loss, convene an extraordinary general meeting to decide whether the company should be dissolved early.

If dissolution is not pronounced, the capital must, at the latest at the end of the second financial year following that in which the losses were incurred, and subject to the legal provisions

relating to the minimum capital of the limited company (*sociétés anonymes)*, be reduced by an amount at least equal to that of the losses which could not be set off against the reserves, if within that period the shareholders' equity has not been reconstituted to a value at least equal to one half of the registered capital.

In the absence of a meeting of the general meeting, as well as in the case where the meeting has not been able to deliberate validly, any interested party may apply to the courts for the dissolution of the company.

Article 25 - Effects of dissolution

The company is in liquidation from the moment of its dissolution for any reason whatsoever. Its legal personality shall subsist for the purposes of such liquidation until the liquidation is completed.

Throughout the liquidation, the general meeting shall retain the same powers as during the existence of the company.

The shares remain tradable until the liquidation is completed.

The dissolution of the company shall only have effect vis-à-vis third parties as from the date on which it is published in the Register of Commerce and Companies.

Article 26 - Appointment of liquidators

Upon expiry of the term of the company or in case of early dissolution, the general meeting shall determine the method of liquidation and appoint one or more liquidators whose powers it shall determine and who shall perform their duties in accordance with the law. The appointment of the liquidators shall terminate the duties of the directors, the chairman, the general manager and the assistant general managers.

Article 27 - Liquidation

After the liabilities have been extinguished, the remaining assets are first used to pay the shareholders the amount of capital paid in on their shares and not amortized.

The surplus, if any, shall be distributed among all shares.

The shareholders shall be convened at the end of the liquidation to decide on the final account, on the discharge of the liquidators' management and their mandate, and to record the close of the liquidation.

Article 28 - Notifications

All notifications provided for in these articles of association must be made by registered mail with acknowledgement of receipt or by extrajudicial document. At the same time, a duplicate of the notification shall be sent to the addressee by ordinary mail.