

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 “Novacyt” or “the “Company””)

BOARD OF DIRECTORS REPORT ON THE EXTRAORDINARY RESOLUTIONS TO BE SUBMITTED TO THE COMBINED GENERAL MEETING DATED SEPTEMBER 29, 2020

Dear shareholders,

You have been invited to the Combined General Meeting to be held on September 29, 2020 at 2 p.m., at the registered office of the Company, located 13 avenue Morane Saulnier - 78140 VÉLIZY-VILLACOUBLAY, without the presence of shareholders, 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**).

The ordinary resolutions are presented in the Management Report.

SIXTH RESOLUTION - AUTHORIZATION FOR THE COMPANY TO BUY BACK ITS OWN SHARES

We would provide context to the sixth proposed resolution relating to the share buyback program.

For several years, this delegation of authority has been used solely in connection with the liquidity contract entered into by the Company.

In this context, we would like to specify that this delegation of authority is not intended to be used during a public offering initiated by the Company or concerning its securities.

* * *

The extraordinary resolutions are presented hereinafter:

PRESENTATION OF THE TWELFTH RESOLUTION - AMENDMENT OF ARTICLE 19 OF THE COMPANY'S ARTICLES OF ASSOCIATION

We propose you to amend Article 19 of the Company's Articles of Association, "General Meetings", to align it with the latest reforms in company law and notably to allow, in the future, ordinary and extraordinary general meetings to be held exclusively by videoconference or by other means of telecommunication allowing shareholders to be identified.

The beginning of Article 19 "General Meetings" will be amended as follows:

"General meetings are called and organised in accordance with the conditions required by law.

When the Company wishes to use electronic telecommunications instead of postal means to send the notice of meeting, it must firstly obtain the consent of the shareholders concerned, who will supply their e-mail address.

The meetings will take place at the head office or any other venue specified in the meeting invitation.

The right to participate in the meeting is governed by the applicable legal and statutory provisions, and is subject in particular to the shares being registered in the account in the name of the shareholder or the intermediary registered on its behalf on the third working day preceding the meeting at zero hours Paris time, or in the registered share accounts maintained by the Company, or in the bearer share account maintained by the authorised intermediary.

If he does not wish to or is unable to personally attend the meeting, the shareholder may choose between one of the following three options:

- *Issue a proxy in accordance with the conditions authorised by law and by the applicable regulations,*
- *Vote by post,*
- *Vote by electronic means, or*
- *Send a proxy to the Company with no indication of the authorised representative, in accordance with the conditions stipulated by law and by the applicable regulations.*

The Board of Directors may organise, under the conditions provided for by law and the regulations in force:

- *the participation and voting of certain shareholders in meetings by videoconference or by other means of telecommunication allowing their identification,*
 - *the holding of ordinary and extraordinary general meetings exclusively by videoconference or by other means of telecommunication allowing shareholders to be identified,*
- in both cases, the Company shall set up a site exclusively dedicated to such 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 attendance by videoconferencing or by other means of telecommunication allowing shareholders to be identified.

This right of opposition is exercised following the completion of formalities for calling meetings, in accordance with the provisions of Article R. 225-61-3 of the French Commercial Code, within seven days from the publication of the meeting notice provided for in Article R. 225-67 or the dispatch of such notice in the forms provided for in Article R. 225-61-2.

In the event that this right is exercised, the Company shall notify shareholders by ordinary letter or by e-mail, no later than forty-eight hours before the meeting is held, that the meeting will not be held exclusively by electronic means.

If the Board of Directors decides to exercise one of these options for a given meeting, the said decision by the board will be recorded in the meeting notice and/or invitation. The shareholders participating in meetings held by video-conferencing or by the other telecommunication methods mentioned above as per the board's decision, will be considered as being present when calculating the quorum and majority.”

The rest of Article 19 would remain unchanged.

COMMON PRESENTATION OF THE THIRTEEN, FOURTEEN AND FIFTEEN PROPOSITIONS OF RESOLUTIONS

The thirteen, fourteen and fifteen resolutions are proposed in order to allow share-based payments to Executive Directors and selected senior management team.

Such payments are typical of public listed companies in France, and the UK where the Company has the majority of its operations. Linking a portion of our executives' compensation to the Company's share price provides direct alignment between management and long term creation of value for shareholders.

In this context, we propose hereafter two delegations, one to grant free shares and the other to grant stock options, the idea being to be able to grant market value options to Executive Directors to incentivise further value creation in the Company and/or to grant them free shares as a motivation tool.

The Company believes that the ability to award share-based incentives is a key component of the long-term talent and business strategy.

Terms common to free shares and market-value options

- **Valorisation:** Awards will be set relative to competitive market levels at the time grant. The value of awards granted in respect of a financial year will not exceed an exceptional limit of 300% of base salary. Normal annual award levels in respect of a financial year will be significantly below this limit.

- **Granting conditions:** the final allocation of the shares or the opening of the option exercise period will be subject to the absence of an event likely to jeopardize the grant and to the regularity and fairness of the Company's parent company and consolidated financial statements.

- **Cessation of employment:** Awards will be subject to leaver provisions. If a beneficiary dies or ceases to hold employment or mandate due to ill-health, injury, disability or any other reason at the Board's discretion ruling on recommendation of the Remuneration Committee's the awards will be released at the normal vesting date and may (subject to the determination of the Remuneration Committee) be subject to time prorating. For any other reason, for example resignation or gross misconduct, awards will lapse.

- **Dilution:** Awards will not on aggregate exceed 3% of the issued ordinary share capital for the 38 months delegation. This limit covers both free shares and market-value options in aggregate.

Key terms specific to free shares

- Shares awarded will be subject to a three-year performance period.

- Shares awarded will be subject to the achievement of performance conditions. These performance conditions will be based on the Company's key strategic financial and non-financial measures.
- The Board of Director, ruling on recommendation of the Remuneration Committee will retain discretion to override formulaic vesting outcomes where these do not reflect the underlying performance of the Company.

Key terms specific to market-value options

- The vesting period of the market-value options will be a minimum of three years from the date of grant.
- The exercise price of the market-value options will be the share price at the date of grant. The share price at the date of grant will determine the number of options to be granted, in application of the 3% ceiling common to free shares and stock options.

DETAILED PRESENTATION OF THE THIRTEENTH RESOLUTION - 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

In order to allow the allocation of free shares, we propose you, in accordance with the provisions of Articles L.225-197-1 and following of the French Commercial Code, to:

1. delegate to the Board of Directors, with the option of sub-delegation, your power to allocate, on one or more occasions, existing or new Company shares free of charge to:
 - members of the Company's salaried workforce or certain of them;
 - members of the salaried workforce of companies of which at least 10% of the capital and voting rights are held, directly or indirectly, by the Company;
 - the Chairman of the Board of Directors, the Chief Executive Officer and/or the Deputy Chief Executive Officers of the Company or companies of which at least 10% of the capital and voting rights are held, directly or indirectly, by the Company;
2. resolve that, subject to compliance with the overall ceiling referred to in the fifteenth proposition of resolution, if it is adopted, the total number of free shares granted under this delegation may not exceed 3% of the capital as of the date of their allocation, it being specified that in any event, the total number of free shares allocated may not exceed 10% of the share capital as of the date of their allocation;
3. resolve that the free shares granted under this resolution must be acquired by the Company, if applicable, within the framework of the share buyback programme covered by the sixth proposition of resolution above or any share buyback programme applicable previously or subsequently.
4. resolve that the allocation of shares to their beneficiaries will be definitive at the end of a vesting period of at least one (1) year;
5. resolve that the allocation period may be shortened in the event of disability of the beneficiary corresponding to classification in the second or third of the categories provided for in Article L. 341-4 of the French Social Security Code;
6. resolve that a holding period of the shares by the beneficiaries may be established;
7. note that the shares will nevertheless be freely transferable in the event of disability of the beneficiary corresponding to their classification in the aforementioned categories of the French Social Security Code;
8. note that the cumulative duration of the vesting period and the holding period will be at least two (2) years;
9. note that, if the allocation relates to new shares, this authorisation automatically entails, in favour of the beneficiaries of the shares allocated free of charge, the waiver by shareholders of their preferential subscription right;

10. note that, for shares allocated to the Chairman of the Board of Directors, the Chief Executive Officer and/or the Deputy Chief Executive Officers, the Board of Directors must either decide that such shares may not be sold by the interested parties before the termination of their office, or set the quantity of such shares that they are required to keep in registered form until the termination of their office;

11. grant, as necessary, all powers to the Board of Directors, with the option of subdelegation under the conditions provided for by law and regulations, to implement this resolution and this authorisation, and in particular to:

- set the conditions and, where applicable, the criteria for the allocation of ordinary shares;
- set, under the prevailing legal conditions and limits, the dates on which free allocations will be made;
- decide on the date, even retroactive, from which newly issued ordinary shares will enjoy dividend rights;
- determine the identity of the beneficiaries, the number of ordinary shares allocated to each of them and the terms governing the allocation of ordinary shares;
- determine whether the free shares are to be new or existing;
- in the event of the allocation of existing shares, perform or cause to be performed all acts and formalities to proceed with the buyback of existing shares;
- in the event of the allocation of new shares, to make the capital increases, determine the nature and amounts of the sums necessary for the payment of said shares, record the completion of the Company's capital increases resulting from the free allocation of new shares and make the corresponding amendments to the Articles of Association;
- set, where appropriate, the conditions under which the number of ordinary shares allocated will be adjusted in order to preserve the rights of beneficiaries, depending on any transactions bearing on the Company's capital, it being specified that the shares allocated pursuant to such adjustments will be deemed granted on the same day as the shares initially granted; and
- more generally, enter into all agreements, draw up all documents, carry out all formalities and make all declarations to all organisations and do whatever is otherwise necessary;

11. note that a special report must inform the General Meeting each year of transactions carried out under the provisions of Articles L 225-197-1 to L. 225-197-3 of the French Commercial Code, in accordance with Article L. 225-197-4 of the French Commercial Code;

12. set the duration of this authorisation at thirty-eight (38) months from the date of the General Meeting; and

13. note that this authorisation cancels any previous authorisation with the same purpose.

DETAILED PRESENTATION OF THE FOURTEENTH RESOLUTION - 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

In order to allow the allocation of stock options, we propose you, in accordance with the provisions of Articles L. 225-177 and following of the French Commercial Code, to:

1. delegate to the Board of Directors, with the option of sub-delegation, your power to grant, on one or more occasions, options to subscribe for or purchase shares of the Company, for the benefit of employees or corporate officers of the Company or French or foreign companies or groups linked to it within the meaning of Article L. 225-180 of the French Commercial Code or certain categories of them.

2. resolve that, subject to compliance with the overall limit referred to in the fifteenth proposition of resolution, if it is adopted, the total number of options that may be granted under this resolution may not give the right to subscribe for or purchase a total number of shares representing more than 3% of the share capital on the date of the decision of their allocation by the Board of Directors, it being specified that in any event, (i) the total number of subscription options not yet exercised may not give the right to subscribe for a number of shares exceeding one-third of the share capital in accordance with Articles L. 225-182 and R. 225-143 of the French Commercial Code and that (ii)

in the case of shares previously held by the company, the limit of 10% of the total of its own shares that a company is entitled to own in accordance with Article L. 225-210 of the Commercial Code applies indirectly.

3. resolve that the shares that may be obtained by exercising the stock options granted under this resolution must be acquired by the Company, if applicable, within the framework of the share buyback programme covered by the sixth proposition of resolution above pursuant to Article L. 225-209 of the French Commercial Code or any share buyback programme applicable previously or subsequently.

4. note that this authorisation automatically entails, for the benefit of the beneficiaries of stock options, the waiver by shareholders of their preferential subscription right to ordinary shares be issued on the basis of this authorisation.

5. resolve that the exercise price of the options granted under this resolution will be set by the Board of Directors under the conditions laid down in Article L. 225-177 of the French Commercial Code.

6. resolve that the options allocated must be exercised within a maximum period of 10 years from the date of their allocation by the Board of Directors.

7. grant, as necessary, all powers to the Board of Directors, with the option of subdelegation under the conditions provided for by law and regulations, to implement this resolution and this authorisation, and in particular to:

- set, under the legal conditions and limits, the dates on which the options are granted;
- determine the list of beneficiaries of options, the number of options allocated to each of them, the terms of the allocation and exercise of options;
- set the conditions for exercising the options and in particular limiting, restricting or prohibiting (a) the exercise of the options (in particular, where applicable, providing for presence or performance conditions to be met) or (b) the sale of the shares obtained by exercising options during certain periods or as from the date of certain events; such decision (i) relating to either all or part of the options and (ii) concerning either all or part of the beneficiaries;
- set the conditions under which the price and/or the number of shares to be subscribed for or purchased will be adjusted in the cases provided for by law; and
- in the event options to subscribe are granted, to make the capital increases, determine the nature and amounts of the sums necessary for the payment of said shares, record the completion of the Company's capital increases resulting from the exercise of such stock options and make the corresponding amendments to the Articles of Association;
- more generally, enter into all agreements, draw up all documents, record all capital increases following the exercise of options, modify the Articles of Association accordingly, if necessary, carry out all formalities and all declarations to all bodies and do whatever is otherwise necessary.

8. note that a special report must inform the General Meeting each year of transactions carried out under the provisions of this resolution,

9. set the duration of this authorisation at thirty-eight (38) months from the date of the General Meeting; and

10. note that this authorisation cancels any previous authorisation with the same purpose.

DETAILED PRESENTATION OF THE FIFTEENTH RESOLUTION - OVERALL LIMIT ON DELEGATIONS RELATING TO FREE SHARES AND SUBSCRIPTION OR PURCHASE OPTIONS

We propose you to decide that the total amount of the capital increases that may be carried out immediately and/or in the future by virtue of the thirteenth and fourteenth propositions of resolutions may not exceed 3% of the capital on the date of allocation of the free shares or of the stock options, as the case may be.

GENERAL PRESENTATION OF THE SIXTH TO TWENTY-FIRST PROPOSED RESOLUTIONS

The French Commercial Code limits the duration of delegations of authority granted by the Extraordinary Shareholders' Meeting (maximum 18 months for issues of non-preferential shares).

It is therefore necessary to renew them each year. The process for convening an Extraordinary Shareholders' Meeting takes approximately 6 weeks, and it is very complicated and impractical to convene a meeting every time we are faced with a corporate transaction.

We remind you in this respect that in 2019, the lack of a quorum on first and second convening, stopped us from renewing these delegations, which significantly restricted our financing options at the beginning of 2020, at a time when financing of rapid scale up could have been required had it not been for the conversion of the warrants held by certain shareholders.

We propose to you today to vote in favour of the sixteenth to nineteenth proposed resolutions in order that Novacyt can have the capacity to achieve its strategic objectives without undue delay in a rapidly changing market. The transformation of the diagnostics sector could present numerous opportunities for external growth, both technologically and geographically, which require short-term financing.

We wish to ensure that we can act quickly to maintain the advantage we have built in the diagnostics market during the Covid-19 pandemic.

Therefore, neither the convening of an EGM nor the resolutions put before shareholders should be taken to imply an immediate intention to raise capital, but they could be required to implement Novacyt's strategic policy for growth.

The current financial year is a turning point in Novacyt's profitability and scale of operations. In order to capitalise on its strengthened position as a leading global diagnostics manufacturer, it is essential to provide the Company the necessary means for its development by enabling it to react quickly where opportunities arise. The ceilings proposed in the sixteenth to twenty-first resolutions give this flexibility whilst also providing what we believe is a sensible cap beyond which shareholders must again be consulted.

DETAILED PRESENTATION OF THE SIXTEENTH RESOLUTION - 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

We propose you, 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, to:

1. Delegate to the Board of Directors, with the power to sub-delegate, your power to decide to issue, without preferential subscription rights, on one or more occasions, in the proportions and at the times of its choosing, both in France and internationally, ordinary shares or any other transferable securities giving access to the capital of the Company, said transferable securities being able to be issued in euros, in foreign currency or in any monetary unit established by reference to several currencies, said shares conferring the same rights as existing shares, subject to the date of their dividend rights;
2. Resolve that the Board of Directors may set the rights to the shares and/or securities giving access to the capital of the Company; however, it resolves that any issue of preference shares and securities giving access to preference shares is expressly excluded;
3. Resolve that the nominal amount of the capital increases that may be carried out by virtue of this delegation, immediately or in the future, may not exceed a total nominal amount of 941,683.31 euros, or its equivalent in foreign currency, it being specified that this amount will be deducted from the overall nominal ceiling of 1,082,935.80 euros provided for in the twenty-first proposition of resolution and that this amount does not take into account the

adjustments that may be made in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, to preserve the rights of the holders of transferable securities or other rights giving access to the capital;

4. Resolve to cancel shareholders' preferential subscription rights to the securities that are the subject of this resolution and to reserve shares and other securities issued pursuant to this resolution for the benefit of categories of beneficiaries having one of the following characteristics, namely:

Natural persons, corporations or French or foreign investment funds investing primarily, or having invested more than 2.5 million euros during the 36 months preceding the issue in question, in the life sciences or technologies sectors,

and/or

Strategic or financial partners of the Company, located in France or internationally, having concluded or being in the process of concluding one or more commercial (development, co-development, distribution, manufacturing, etc.) or financing partnerships or agreements with the Company (or a subsidiary) and/or one or more companies that such partners control, that control such partners or that are controlled by the same person(s) as such partners, directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code,

and/or

Any credit institution, investment service provider or member of an investment banking syndicate or any company or any investment fund undertaking to underwrite the completion of the capital increase or any issue that may result ultimately in a capital increase that may be carried out by virtue of this delegation in the context of the establishment of a line of equity financing.

5. Take note that if subscriptions are not sufficient to cover 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. Note that this delegation automatically entails the waiver by shareholders of their preferential subscription right to shares or securities giving access to the capital to which these securities entitle holders immediately or in the future in favour of holders of securities issued pursuant to this resolution and giving access to the capital of the Company;

7. Resolve that the issue price of the shares issued pursuant to this delegation must be at least equal to the volume-weighted average share price chosen from a period comprising between five and thirty consecutive trading sessions among the thirty trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 20%, after adjustment of this amount as needed to take into account the difference in dividend rights;

8. Resolve that the issue price of the securities giving access to the capital must be such that the sum received immediately by the Company, plus, where applicable, that likely to be received subsequently by it, for each share issued as a result of the issue of these other securities, is at least equal to the issue price defined in the paragraph above;

9. Resolve that the Board of Directors shall have all powers to implement this delegation of authority and, in particular, to:

- decide to issue securities, set the terms and conditions of transactions, determine the form and characteristics of the securities to be issued and set the subscription conditions, the terms of their payment, the date from which they carry dividend rights (which may be retroactive), the terms pursuant to which the securities issued on the basis of this delegation will give access to ordinary shares of the Company;

- suspend, where necessary, the exercise of the rights attached to such securities for a maximum period of three (3) months;
- draw up the list of the beneficiary or beneficiaries of the cancellation of the preferential subscription right within the categories defined in paragraph 4 of this resolution as well as the number of shares or securities allocated to each of them;
- charge the amount relating to these capital increases to “share premiums” and draw from the same account, if it deems it appropriate, the sums required to bring the legal reserve to one-tenth of the new share capital after each issue;
- note the completion of the capital increase, make the corresponding modification of the Articles of Association and perform, directly or through an agent, all operations and formalities related to the capital increases carried out pursuant to this authorisation;
- take all measures and perform all the requisite formalities for the admission of the securities thus issued to trading on Euronext Growth Paris and any other market on which the Company’s shares may then be listed,

10. Take note of the fact that, in the event that the Board of Directors uses the delegation of authority conferred on it in this resolution, the Board of Directors, in accordance with the legal and regulatory provisions, will report on the use made of the authorisations granted in this resolution to the next Ordinary General Meeting; and

11. The delegation granted to the Board of Directors would be valid for a period of 18 months from the date of the General Meeting.

DETAILED PRESENTATION OF THE SEVENTEENTH RESOLUTION - 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

We propose you, in accordance with the provisions of Articles L. 225-129 and following of the French Commercial Code, and in particular Articles L. 225-129-2 and L. 225-147, and the provisions of Articles L. 228-91 and following of the French Commercial Code, to:

1. Delegate to the Board of Directors, with the option of subdelegation under the conditions provided for by law, your power to decide, on the report of the contribution auditor(s), on one or more occasions, to issue, in France and/or internationally, in euros or in foreign currency, or in any other monetary unit established by reference to several currencies, ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, to ordinary shares to be issued by the Company, in a maximum amount of 10% of the share capital (as it exists on the date of the transaction), in order to remunerate contributions in kind granted to the Company and comprising equity securities or securities giving access to the capital, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable.

2. Resolve that the Board of Directors may set the rights to the shares and/or securities giving access to the capital of the Company; however, it resolves that any issue of preference shares and securities giving access to preference shares is expressly excluded;

3. Resolve that the nominal amount of the capital increases that may be carried out by virtue of this delegation, immediately or in the future, (i) may not exceed 10% of the Company’s capital (as it exists on the date of the transaction) and (ii) may not exceed a total nominal amount of 941,683.31 euros, or its equivalent in foreign currency, it being specified that this amount will be deducted from the overall nominal ceiling of 1,082,935.80 euros provided for in the twenty-first proposition of resolution and that this amount does not take into account the

adjustments that may be made in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, to preserve the rights of the holders of transferable securities or other rights giving access to the capital;

4. Acknowledge the absence of preferential subscription rights for shareholders to the shares or marketable securities thus issued and that this delegation thus entails the waiver by shareholders of their preferential subscription right to the Company's shares to which the transferable securities that would be issued on the basis of this delegation may entitle them.

5. Resolve that the Board of Directors shall have all powers, with the power to sub-delegate under the conditions provided by law, to implement this resolution and, in particular, to:

- rule, on the report of the contribution auditor(s) mentioned in the 1st and 2nd paragraphs of Article L. 225-147 of the French Commercial Code, on the valuation of the contributions and the granting of any special advantages;
- draw up the list of equity securities or securities tendered for exchange, set the exchange ratio and, where applicable, the amount of the cash balance to be paid;
- determine the dates and terms of issue, in particular the price and the possibly retroactive date of dividend rights, of the new shares and/or, where applicable, of the securities giving immediate and/or deferred access to the Company's shares;
- charge, where applicable, the costs of capital increases to the amount of contribution premiums relating to such contributions and, if it deems it appropriate, deduct from this amount the sums necessary to bring the allocation of the legal reserve to one-tenth of the new share capital after each issue;
- take all necessary measures intended to protect the rights of holders of securities or other rights giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment;
- note the completion of the capital increase, make the corresponding modification of the Articles of Association and perform, directly or through an agent, all operations and formalities related to the capital increases carried out pursuant to this authorisation;
- take all measures and perform all the requisite formalities for the admission of the securities thus issued to trading on Euronext Growth Paris and any other market on which the Company's shares may then be listed,

6. Resolve that this delegation would be granted for a period of 26 months, and would terminate, with immediate effect, any previous delegation with the same purpose.

7. The Board of Directors may, within the limits it has set beforehand, subdelegate the power conferred on it under this resolution.

8. Each year, the Board of Directors will inform the General Meeting of the transactions carried out under this resolution.

DETAILED PRESENTATION OF THE EIGHTEENTH RESOLUTION - 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

We propose you, in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-129-4, L. 225-135, L. 225-136 and L. 228-91 and following of the French Commercial Code, to:

1. Delegate to the Board of Directors, with the power to sub-delegate, your power to decide to issue, without preferential subscription rights, by way of a public offering, on one or more occasions, in the proportions and at the times of its choosing, both in France and internationally, ordinary shares of the Company or equity securities giving access to other equity securities or entitling holders to the allocation of debt securities, and/or transferable securities (notably including all debt securities) giving access to equity securities of the Company, said transferable securities being able to be issued in euros, in foreign currency or in any monetary unit established by reference to several currencies, said shares conferring the same rights as existing shares, subject to the date of their dividend rights;
2. Resolve that issues that may be performed pursuant to this resolution may be carried out by way of public offerings;
3. Resolve that the nominal amount of the capital increases that may be carried out by virtue of this delegation of authority, immediately or in the future, may not exceed a total nominal amount of 941,683.31 euros, it being specified that this amount will be deducted from the overall nominal ceiling of 1,082,935.80 euros provided for in the twenty-first proposition of resolution and that this amount does not take into account the adjustments that may be made in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, to preserve the rights of the holders of transferable securities or other rights giving access to the capital;
4. Resolve to cancel shareholders' preferential subscription rights to the securities to be issued by the Company by virtue of this delegation of authority;
5. Take note that if subscriptions are not sufficient to cover 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. Note that this delegation automatically entails the waiver by shareholders of their preferential subscription right to shares or securities giving access to the capital to which these securities entitle holders immediately or in the future in favour of holders of securities issued pursuant to this resolution and giving access to the capital of the Company;
7. Resolve that the issue price of the shares issued pursuant to this delegation must be at least equal to the volume-weighted average share price chosen from a period comprising between five and thirty consecutive trading sessions among the thirty trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 20%, after adjustment of this amount as needed to take into account the difference in dividend rights;
8. Resolve that the issue price of the securities giving access to the capital must be such that the sum received immediately by the Company, plus, where applicable, that likely to be received subsequently by it, for each share issued as a result of the issue of these other securities, is at least equal to the issue price defined in the paragraph above;
9. Resolve that the Board of Directors shall have all powers to implement this delegation of authority and, in particular, to:
 - decide to issue securities, set the terms and conditions of transactions, determine the form and characteristics of the securities to be issued and set the subscription conditions, the terms of their payment, the date from which they carry dividend rights (which may be retroactive), the terms pursuant to

which the securities issued on the basis of this delegation will give access to ordinary shares of the Company;

- suspend, where necessary, the exercise of the rights attached to such securities for a maximum period of three (3) months;
- charge the amount relating to these capital increases to “share premiums” and draw from the same account, if it deems it appropriate, the sums required to bring the legal reserve to one-tenth of the new share capital after each issue;
- note the completion of the capital increase, make the corresponding modification of the Articles of Association and perform, directly or through an agent, all operations and formalities related to the capital increases carried out pursuant to this authorisation;
- subsequently ensure the preservation of the rights of holders of transferable securities giving deferred access to the capital of the Company issued pursuant to this delegation, in accordance with legal and regulatory provisions and, where applicable, the applicable contractual stipulations;
- take all measures and perform all the requisite formalities for the admission of the securities thus issued to trading on Euronext Growth Paris and any other market on which the Company’s shares may then be listed,

10. Take note of the fact that, in the event that the Board of Directors uses the delegation of authority conferred on it in this resolution, the Board of Directors, in accordance with the legal and regulatory provisions, will report on the use made of the authorisations granted in this resolution to the next Ordinary General Meeting;

11. The delegation granted to the Board of Directors would be valid for a period of 18 months from the date of the General Meeting.

DETAILED PRESENTATION OF THE NINETEENTH RESOLUTION - 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

We propose you to:

1. Delegate to the Board of Directors, with the power to sub-delegate, your power to decide to issue, with preferential subscription rights, on one or more occasions, in the proportions and at the times of its choosing, both in France and internationally, ordinary shares or any other transferable securities giving access to the capital of the Company, to be subscribed for in cash, said shares conferring the same rights as existing shares, subject to the date of their dividend rights;
2. Resolve that the Board of Directors may set the rights to the shares and/or securities giving access to the capital of the Company; however, it resolves that any issue of preference shares and securities giving access to preference shares is expressly excluded;
3. Resolve that the nominal amount of the capital increases that may be carried out by virtue of this delegation of authority, immediately or in the future, may not exceed a total nominal amount of 941,683.31 euros, it being specified that this amount will be deducted from the overall nominal ceiling of 1,082,935.80 euros provided for in the twenty-first proposition of resolution and that this amount does not take into account the adjustments that may be made in accordance with the applicable legal and regulatory provisions and, where applicable, to the contractual stipulations providing for other cases of adjustment, to preserve the rights of the holders of transferable securities or other rights giving access to the capital;
4. Note that this delegation automatically entails the waiver by shareholders of their preferential subscription right to shares or securities giving access to the capital to which these securities entitle holders immediately or in the

future in favour of holders of securities issued pursuant to this resolution and giving access to the capital of the Company;

5. Resolve that the issue price of the shares issued pursuant to this delegation must be at least equal to the volume-weighted average share price chosen from a period comprising between five and thirty consecutive trading sessions among the thirty trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 20%, after adjustment of this amount as needed to take into account the difference in dividend rights;

6. Resolve that shareholders may exercise, under the conditions provided by law, their preferential subscription right on an irreducible basis. In addition, the Board of Directors shall have the power to confer on shareholders the right to subscribe on a reducible basis for a greater number of securities than they are able to subscribe for on an irreducible basis, in proportion to the subscription rights available to them and, in any event, within the limit of their demand; if subscriptions on an irreducible basis and, where applicable, on a reducible basis, are not sufficient to cover the entire issue of shares as defined above, the Board of Directors may use, in the order it deems appropriate, one and/or other of the options offered by Article L. 225-134 of the French Commercial Code;

7. Resolve that the Board of Directors shall have all powers, with the power to sub-delegate under the conditions provided by law, to implement this delegation of authority and, in particular, to:

- decide to issue securities, set the terms and conditions of transactions, determine the form and characteristics of the securities to be issued and set the subscription conditions, the terms of their payment, the date from which they carry dividend rights (which may be retroactive), the terms pursuant to which the securities issued on the basis of this delegation will give access to ordinary shares of the Company;
- suspend, where necessary, the exercise of the rights attached to such securities for a maximum period of three (3) months;
- charge the amount relating to these capital increases to "share premiums" and draw from the same account, if it deems it appropriate, the sums required to bring the legal reserve to one-tenth of the new share capital after each issue;
- note the completion of the capital increase, make the corresponding modification of the Articles of Association and perform, directly or through an agent, all operations and formalities related to the capital increases carried out pursuant to this authorisation;
- subsequently ensure the preservation of the rights of holders of transferable securities giving deferred access to the capital of the Company issued pursuant to this delegation, in accordance with legal and regulatory provisions and, where applicable, the applicable contractual stipulations;
- take all measures and perform all the requisite formalities for the admission of the securities thus issued to trading on Euronext Growth Paris and any other market on which the Company's shares may then be listed,
- in addition, the Board of Directors may generally take all necessary measures and conclude all agreements to achieve the successful completion of the prospective issue, complete all formalities required for the admission of the issued shares to trading on Euronext Growth or any other market;

8. Take note of the fact that, in the event that the Board of Directors uses the delegation of authority conferred on it in this resolution, it will report to the first ordinary General Meeting held after implementation of said delegation of authority, in accordance with the legal and regulatory provisions, on the use made of this delegation;

9. This delegation of authority would be granted for a period of 26 months from the date of the General Meeting.

DETAILED PRESENTATION OF THE TWENTIETH RESOLUTION - 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

We propose you, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, to:

1. Authorise the Board of Directors, with the power to sub-delegate, to increase the number of securities to be issued for each of the issues with or without preferential subscription rights made pursuant to the sixteenth, eighteenth and nineteenth propositions of resolutions, within thirty days of the closing of the subscription within the limit of 15% of the initial issue and at the same price as that set for the initial issue; and
2. Resolve that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation will be deducted from the overall nominal capital increase ceiling set in the twenty-first proposition of resolution;
3. The authorisation granted to the Board of Directors pursuant to this resolution would be valid for a period of 26 months from the date of the General Meeting.

TWENTY-FIRST RESOLUTION - OVERALL CEILING ON DELEGATIONS OF AUTHORITY

We propose you to resolve that the total amount of the capital increases that may be carried out immediately and/or in the future by virtue of the sixteenth to nineteenth resolutions proposed, may not exceed a total nominal amount of 1,082,935.80 euros, it being specified that this overall amount does not take into account the adjustments that may be made in accordance with the applicable legal and regulatory provisions, and where applicable, the contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of transferable securities or other rights giving access to the capital.

DETAILED PRESENTATION OF THE TWENTY-SECOND RESOLUTION - DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF ISSUING ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO THE CAPITAL OF THE COMPANY FOR THE BENEFIT OF MEMBERS OF A COMPANY SAVINGS PLAN

We propose you, in accordance with the provisions of Articles L. 3332 -18 and following of the French Labour Code and of Article L. 225-138-1 of the French Commercial Code and in accordance with the provisions of Article L. 225-129-6 of the same Code, to:

1. Delegate to the Board of Directors all powers to increase, on one or more occasions, in the proportions and at the times of its choosing, the share capital of the Company by a maximum nominal amount of 2,600 euros, by issuing shares or other securities giving access to the Company's capital, reserved for members of a savings plan of the Company and of French or foreign companies related to it under the conditions set in Article L. 225-180 of the French Commercial Code and of Article L. 3344-1 of the French Labour Code;
2. Resolve that the subscription price for the new shares shall be set by the Board of Directors in accordance with the provisions of Article L.3332-20 of the French Labour Code, it being understood that the subscription price may include a discount, in relation to the value of the share determined by the Board of Directors, of respectively 20% and 30%, depending on whether the shares thus subscribed, directly or indirectly, correspond to assets whose period of unavailability, as set in the relevant company savings plan is less than 10 years or greater than or equal to 10 years;
3. The Board of Directors may also decide to replace all or part of the discount by the free allocation of shares or other securities giving access to the Company's capital, existing or to be issued, it being stipulated that the total benefit resulting from this allocation and, where applicable, the discount mentioned above, may not exceed the total benefit that members of the savings plan would have enjoyed if this difference had been 20% or 30% when the

period of unavailability provided for by the plan in application of Articles L.3332-25 *et seq.* of the French Labour Code is greater than or equal to 10 years;

4. Resolve, in application of Article L. 3332-21 of the French Labour Code, that the Board of Directors may also decide to allocate, free of charge, 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 the form of an employer contribution, provided that their equivalent monetary value, measured at the subscription price, does not have the effect of exceeding the limits provided for in Articles L. 3332-10 *et seq.* of the French Labour Code;

5. Resolve to cancel shareholders' preferential subscription rights to the new shares to be issued or other securities giving access to the capital and to the securities to which the securities issued pursuant to this resolution will entitle holders in favour of members of a company savings plan;

6. Resolve that the characteristics of the other securities giving access to the capital of the Company will be decided upon by the Board of Directors under the conditions set by regulation;

7. Resolve that the Board of Directors shall have full powers, with the power to delegate or sub-delegate, in accordance with legal and regulatory provisions, to implement this resolution and in particular to set the terms and conditions of transactions and set the dates and terms of issues to be performed pursuant to this authorisation, set the opening and closing dates for subscriptions, the dividend dates of the securities issued, the terms for paying up shares and other securities giving access to the Company's capital, grant time limits for the payment of the shares and, where applicable, the other securities giving access to the capital of the Company, request the admission to trading of the securities created wherever it decides, note the completion of the capital increases in the amount of the shares that are effectively subscribed, to carry out, directly or through an agent, all operations and formalities related to capital increases and, on its sole decision, if it deems it appropriate, to charge the costs of the capital increases to the amount of the premiums relating to these increases and deduct from that amount the sums required to take the legal reserve to one-tenth of the new share capital following each increase; and

8. The delegation granted to the Board of Directors would be valid for a period of 18 months from the date of the General Meeting.

DETAILED PRESENTATION OF THE TWENTY-THIRD RESOLUTION - POWERS FOR FORMALITIES

We propose you to give full powers to the bearer of the original, a copy or an extract of the minutes of the General Meeting to complete all legal formalities.

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We hope that these propositions will receive your approval and that you will adopt the corresponding resolutions, with the exception of the delegation to be granted to the Board of Directors in accordance with the provisions of Articles L. 3332-18 *et seq.* of the French Labor Code (22nd proposition of resolution).

The Board of Directors