

NOVACYT

A French *Société Anonyme* (limited company) with share capital of Eur 4,708,416.54
Registered office: 13 Avenue Morane Saulnier, 78140 VÉLIZY-VILLACOUBLAY
VERSAILLES Trade and Companies Registry number 491 062 527

(hereinafter referred to as the “Company”)

Vélizy-Villacoublay, on 26 May 2023

CONVENING NOTICE TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 JUNE 2023

Shareholders are informed that they are being convened to the combined general meeting of the Company on 15 June 2023 at 2 pm, held exclusively by videoconference:

AGENDA

I. RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

- Board of Directors' Management Report and presentation by the Board of Directors of the financial statements and operations for the year ended 31 December 2022,
- Statutory Auditor's general report on the performance of its assignment during the year ended 31 December 2022,
- 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 Company's individual financial statements for the year ended 31 December 2022 (**Resolution No. 1**),
- Approval of the Company's consolidated financial statements for the year ended 31 December 2022 (**Resolution No. 2**),
- Allocation of the Company's loss for the year ended 31 December 2022 (**Resolution No. 3**),
- Authorization of the related parties 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**),
- Reappointment of a board member (**Resolution No. 7**),
- Reappointment of a board member (**Resolution No. 8**),
- Amount of remuneration allocated to members of the Board of Directors for the year ended 31 December 2022 (**Resolution No. 9**),
- Amount of remuneration to be allocated to members of the Board of Directors from 1 January 2023 (**Resolution No. 10**),
- Powers for formalities (**Resolution No. 11**).

II. RESOLUTIONS PRESENTED TO THE EXTRAORDINARY GENERAL MEETING

- Board of Directors' report to the Extraordinary General Meeting,
- Statutory Auditor's special reports,

- 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. 12**),
- 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. 13**),
- Overall limit on delegations relating to free shares and subscription or purchase options (**Resolution No. 14**),
- 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. 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 through an offer referred to in Article L411-2 of the Monetary and Financial Code (private placements) (**Resolution No. 16**),
- 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. 17**),
- 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. 18**),
- 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. 19**),
- Overall ceiling on delegations of authority (**Resolution No. 20**),
- 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 employees' savings plan (**Resolution No. 21**),
- Powers for formalities (**Resolution No. 22**).

The text of resolutions is available on our website or in the notice of meeting published in the Bulletin des Annonces Légales Obligatoires (BALO) on 26 May 2022.

Formalities for attending the Meeting

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

Participation in the General Meeting is confined to shareholders who can prove that their shares are registered in their name or in the name of the intermediary registered on their behalf by the second business day prior to the meeting, **i.e. 13 June 2023 at zero hours, Paris time:**

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

In accordance with Article 19 of the Company's articles of association, the Meeting will be held exclusively by videoconference.

Shareholders wishing to participate in the Meeting may register and connect to the videoconference via the following <https://novacytagm23.eventcaster.co.uk/>.

In accordance with Article L.225-103-1 of the French Commercial Code, one or more shareholders representing at least 5% of the share capital may object to the exclusive use of videoconferencing or other means of telecommunication that enable shareholders to be identified.

This right of objection shall be exercised within seven days of the publication of this notice of Meeting. Any requests for objection should be sent to the following address: jeanpierre.crinelli@novacyt.com.

In the event of exercise of this right, the Company will notify the shareholders by simple letter or by e-mail, at the latest forty-eight hours before the Meeting is held, that the Meeting will not be held exclusively by dematerialized means and the place of the Meeting.

“Attendance” at the Meeting through the voting form:

Shareholders can also vote by choosing one of the following three options:

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

Shareholders will be able to vote by post or give proxy, using the voting form provided for this purpose, or electronically via the Votaccess secure voting platform.

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

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

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

The postal voting form must be received by CIC – Service Assemblées Générales, either by post to the following address: 6 avenue de Provence 75452 Paris Cedex 09, or by email to the following address: serviceproxy@cic.fr, **no later than 12 June 2023 included.**

Proxies to a third party are valid if they are received by CIC – Service Assemblées Générales, either by post to the following address: 6 avenue de Provence 75452 Paris Cedex 09, or by email to the following address: serviceproxy@cic.fr, until the third day preceding the date of the Meeting, namely **12 June 2023 at the latest.**

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

“Attendance” at the Meeting by electronic means:

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

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

Holders of administered registered shares will receive a letter indicating their username and password. Shareholders who no longer have their username and/or password may contact the following telephone number: +33 1 53 48 80 10 or send an email to the following email address: “34318@cic.fr”.

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

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

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

The VOTACCESS site will be open **from 26 May 2023 to 14 June 2023 at 3 p.m. Paris time**.

The possibility of voting by Internet before the Meeting will end the day before the Meeting, i.e. **14 June 2023 at 3 p.m.** Paris time, it being specified that proxies and proxies to third parties must exceptionally be received no later than 12 June 2023.

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

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

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

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

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

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

Shareholders’ communication rights – The preparatory documents for the Meeting set out in Article R. 22-10-23 of the French Commercial Code will be posted on the company’s website at www.novacyt.com no later than the twenty-first day prior to the Meeting. Please note that the full text of the documents intended to be presented to the Meeting, notably in accordance with Articles L. 225-115 and R. 225-83 of the French Commercial Code, will be made available on the company’s website at www.novacyt.com.

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

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

Written questions – As from the date the preparatory documents are made available to shareholders and until the fourth business day prior to the date of the General Meeting, i.e. **9 June 2023**, any shareholder may submit written questions to the Chairman of the Board of Directors of the company, in accordance with the provisions of Article R. 225-84 of the French Commercial Code. Written questions should be sent, preferably by email, to the following address: jeanpierre.crinelli@novacyt.com (or by registered letter with acknowledgement of receipt sent to the registered office). They must be accompanied by a certificate of registration ("*attestation d'inscription*") in an account.