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the French version shall prevail and be the only binding version

**NOVACYT**

Limited company with registered capital of 4,708,416.54 euros  
Registered office: 13 avenue Morane Saulnier – 78140 Vélizy-Villacoublay  
491 062 527 Versailles Trade and Companies Register

(hereinafter the “**Company**” or “**Novacyt**”)

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**TEXT OF THE RESOLUTIONS**

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**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 2021,
- Statutory Auditor’s general report on the performance of its assignment during the year ended 31 December 2021,
- 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 2021 (**Resolution No. 1**),
- Approval of the Company’s consolidated financial statements for the year ended 31 December 2021 (**Resolution No. 2**),
- Allocation of the Company’s loss for the year ended 31 December 2021 (**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**),
- Ratification of the appointment of a member of the Board of Directors (**Resolution No. 7**),
- Amount of remuneration allocated to members of the Board of Directors for the year ended 31 December 2021 (**Resolution No. 8**),
- Amount of remuneration to be allocated to members of the Board of Directors from 1 January 2022 (**Resolution No. 9**),
- Powers for formalities (**Resolution No. 10**).

**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. 11**),

- 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. 12**),
- Overall limit on delegations relating to free shares and subscription or purchase options (**Resolution No. 13**),
- 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. 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 through an offer referred to in Article L411-2 of the Monetary and Financial Code (private placements) (**Resolution No. 15**),
- 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. 16**),
- 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. 17**),
- 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. 18**),
- Overall ceiling on delegations of authority (**Resolution No. 19**),
- 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. 20**),
- Powers for formalities (**Resolution No. 21**).

## Text of the resolutions

- **RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING**

**First resolution** (*Approval of the Company's individual financial statements for the year ended 31 December 2021*)

The General Meeting, ruling under the quorum and majority conditions of ordinary general meetings, having deliberated on the basis of (i) the Board of Directors' Management Report for the year ended 31 December 2021, (ii) the Board of Directors' report to the General Meeting and (iii) the Statutory Auditor's general report on the Company's individual financial statements for the year ended 31 December 2021,

**approves** the operations reflected in the annual financial statements or summarised in those reports, as well as the parent Company's individual financial statements for the year ended 31 December 2021 as presented by the Board of Directors, and which show a net accounting loss of 1,785,821 euros.

Approves the expenditures referred to in Articles 39-4 and 223 *quater* of the French General Tax Code amounting to 142 euros for the year ended 31 December 2021.

**Second resolution** (*Approval of the Company's consolidated financial statements for the year ended 31 December 2021*)

The General Meeting, ruling under the quorum and majority conditions of ordinary general meetings, having deliberated on the basis of (i) the Board of Directors' Management Report for the year ended 31 December 2021, (ii) the Board of Directors' report to the General Meeting and (iii) the Statutory Auditor's general report on the Company's consolidated financial statements for the year ended 31 December 2021, **approves** the operations reflected in the consolidated financial statements or summarised in those reports, as well as the consolidated financial statements for the year ended 31 December 2021 as presented by the Board of Directors, and which show a loss of 9,728,000 GBP.

**Third resolution** (*Allocation of the Company's loss for the year ended 31 December 2021*)

The General Meeting, ruling under the quorum and majority conditions of ordinary general meetings, having deliberated on the basis of (i) the Board of Directors' report to the General Meeting and (ii) the Statutory Auditor's general report, **resolves** to allocate the net accounting loss of 1,785,821 euros for the year ended 31 December 2021 to the retained earnings account, which now represents an amount of 52,043,669 euros, and resolves not to pay a dividend for the year.

The General Meeting **acknowledges** that no dividend has been paid in respect of the past three financial years.

**Fourth resolution** (*Authorization of the related-parties' agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code*)

The General Meeting, ruling under the quorum and majority conditions of ordinary general meetings, having deliberated on the basis of the Statutory Auditor's special report on the agreements falling under Articles L.225-38 et seq. of the French Commercial Code, **approves** and/or **ratifies** the conclusions of said report and the agreements mentioned therein pursuant to the provisions of Articles L. 225-38 and L. 225-42 of the French Commercial Code.

**Fifth resolution** (*Discharge to the Board of Directors*) – The General Meeting, ruling under the quorum and majority conditions of ordinary general meetings, accordingly **gives** full and unreserved discharge to the Board of Directors of the Company.

**Sixth resolution** (*Authorisation for the Company to buy back its own shares*)

The General Meeting, ruling under the quorum and majority conditions of ordinary general meetings, having deliberated on the basis of the Board of Directors' report, **authorises** the Board, with the power to sub-delegate under the conditions provided for in Articles L. 22-10-62 *et seq.* of the French Commercial Code, to purchase shares of the Company as part of a share buyback programme.

The Meeting **resolves** that:

- the maximum purchase price per share (excluding fees) is set at 12 euros; and
- the maximum number of shares that may be purchased pursuant to this authorisation shall not exceed 10% of the total number of shares representing the share capital of the Company, which based on the share capital as of June 21, 2022 corresponds to 7 062 624 shares.

The General Meeting **delegates** to the Board of Directors, with the power to sub-delegate under the conditions provided for in Article L. 22-10-62 of the French Commercial Code, in the event of a change in the par value of the share, a capital increase by incorporation of reserves, free allocation of shares, division or consolidation of securities, distribution of reserves or any other asset, amortisation of capital or any other capital transaction, the power to adjust the aforementioned purchase price to take into account the impact of such transactions on the price per share.

The General Meeting **resolves** that the Company's share purchases must meet the following conditions:

- the maximum number of shares that may be purchased pursuant to this authorisation shall not exceed 10% of the total number of shares representing the share capital of the Company or, as regards purchases made with a view to holding and subsequently delivering shares in payment or exchange as part of a merger, spin-off or transfer, 5% of the total number of shares representing the share capital of the Company, it being specified that (i) such ceilings apply to the share capital of the Company that will, where necessary, be adjusted to take into account capital transactions after this Meeting and, (ii) when the shares are purchased to promote liquidity under the conditions defined by the General Regulation of the *Autorité des Marchés Financiers* and *AIM Rules*, the number of shares taken into account for the calculation of the aforementioned 10% ceiling corresponds to the number of shares purchased less the number of shares sold for the duration of the authorisation; and
- the Company may not, following such purchases hold, at any time whatsoever, directly or indirectly, more than 10% of its own share capital.

The purpose of this authorisation is to allow the Company, in accordance with the applicable legal and regulatory provisions, to:

- (i) hold the shares of the Company that have been purchased and subsequently deliver them in exchange or payment for acquisitions, in compliance with stock market regulations;
- (ii) deliver shares upon the exercise of rights attached to securities giving access to the Company's capital;
- (iii) allocate shares to employees or corporate officers of the Company and its subsidiaries under the conditions set by and in accordance with the procedures provided by law, in particular for the allocation of free shares, profit sharing, stock option plans or company savings plans;
- (iv) ensure liquidity and manage the secondary market for the Company's securities, such management being carried out by an investment services provider acting within the framework of a liquidity contract compliant with the code of ethics recognised by the *Autorité des Marchés Financiers* and *AIM*;
- (v) cancel all or part of the shares bought back,

- (vi) fulfil any other purpose authorised or that may be authorised by law, or recognised or that may be recognised as a market practice by the *Autorité des Marchés Financiers* and AIM; in such cases, the Company shall inform its shareholders by way of a press release.

In addition, the Meeting **grants** all powers to the Board of Directors, with the power to sub-delegate under the conditions provided for in Article L. 22-10-62 of the French Commercial Code, to decide on and implement this authorisation, to specify, where necessary, the terms, and notably to place all orders on the stock market or off-market, allocate or reassign the shares purchased to the various objectives pursued pursuant to the applicable legal and regulatory provisions, enter into any and all agreements, in particular, with a view to the keeping records of share purchases and sales, carrying out all formalities and filing all declarations with all bodies, in particular the *Autorité des Marchés Financiers* and AIM, and generally, do all necessary for the purpose of carrying out the transactions performed pursuant to this authorisation.

The General Meeting also **confers** all powers to the Board of Directors, if the law or the *Autorité des Marchés Financiers* were to extend or supplement the objectives authorised for share buyback programmes, to extend such programme accordingly and to inform the public, in accordance with the applicable legal and regulatory provisions, of any modifications to the programme.

This authorisation is granted for a period of 18 months from the date of this Meeting.

This authorisation cancels any previous authorisation with the same purpose which has not been acted upon before the date of the Meeting, and in particular the delegation granted under the terms of the 6<sup>th</sup> resolution adopted by the combined general meeting dated 18 October 2021.

**Seventh resolution** (*Ratification of the appointment of a member of the Board of Directors*)

The General Meeting, ruling under the quorum and majority conditions of ordinary general meetings, and acknowledging that Mr: David Allmond has been appointed by the Board of Directors by a decision dated 18 October 2021, to replace Mr. Graham Mullis who had resigned,

**resolves** to ratify the appointment of Mr. David Allmond as Director of the Company for a three year period expiring at the end of the Ordinary General Meeting to be held in 2024.

**Eight resolution** (*Amount of remuneration allocated to members of the Board of Directors for the year ended 31 December 2021*)

The General Meeting, ruling under the quorum and majority conditions of ordinary general meetings, on the basis the Board of Directors' report, **resolves** to ratify the amount of aggregate annual remuneration paid to Directors for 2021 financial year, namely the global sum of 296,058.50 euros.

**Ninth resolution** (*Amount of remuneration to be allocated to members of the Board of Directors from 1 January 2022*)

The General Meeting, ruling under the quorum and majority conditions of ordinary general meetings, having deliberated on the basis of the Board of Directors' report, **resolves** to set, as from 1 January 2022, the maximum annual aggregate amount of remuneration to be allocated to members of the Board of Directors at 320,000 pounds sterling.

The General Meeting authorises the Board of Directors to distribute all or part of this sum among its members according to the terms it will set.

This decision which is applicable to the current financial year will be maintained during subsequent financial years until a further decision is made.

***Tenth resolution*** (*Powers for formalities*)

The General Meeting **gives** full powers to the bearer of the original, a copy or an extract of these minutes to complete all legal formalities.

- **RESOLUTIONS PRESENTED TO THE EXTRAORDINARY GENERAL MEETING**

**Eleventh 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*)

The General Meeting, ruling under the quorum and majority conditions of extraordinary general meetings, on the basis of the Board of Directors' report and the Statutory Auditor's special report, ruling within the framework of Articles L. 225-197-1 *et seq.* of the French Commercial Code:

1. **delegates** to the Board of Directors, with the option of sub-delegation, its powers to allocate, on one or more occasions, existing or new Company shares free of charge to:

- the Company's employees or certain of them;
- employees of companies in which the Company holds at least 10% of the capital and voting rights are held, directly or indirectly, or certain of them;
- the Chairman of the Board of Directors, the Chief Executive Officer (*directeur général*) and/or the Deputy Chief Executive Officers (*directeurs généraux délégués*) of the Company;

2. **resolves** that, subject to compliance with the overall ceiling referred to in the 13<sup>th</sup> 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. **resolves** 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 resolution above pursuant to Article L. 22-10-62 of the French Commercial Code or any share buyback programmes previously or subsequently applicable.

4. **resolves** 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. **resolves** 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. **resolves** that a holding period of the shares by the beneficiaries may be established;

7. **acknowledges** 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. **acknowledges** that the cumulative duration of the allocation period and the holding period will be at least two (2) years;

9. **acknowledges** that, if the allocation relates to new shares, this authorisation automatically entails, in favour of the beneficiaries of the free shares, the waiver by shareholders of their preferential subscription right;

10. **acknowledges** 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 decide (i) either that such shares may not be sold by the interested parties before the termination of their office, or (ii) set the quantity of such shares that they are required to keep in the registered form until the termination of their office;

11. **grants**, to the extent 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 free 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 free shares;
- determine whether the free shares are to be new or existing shares;
- 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 creation 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 any and all agreements, draw up all documents, carry out all formalities and make all declarations to all organisations and do whatever is otherwise necessary;

11. **acknowledges** 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. **sets** the duration of this authorisation at thirty-eight (38) months from this date; and

13. **acknowledges** that this authorisation cancels any previous authorisation with the same purpose which has not been acted upon before the date of the Meeting, and in particular the delegation granted under the terms of the 16<sup>th</sup> resolution adopted by the combined general meeting dated 18 October 2021.

**Twelfth 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*)

The General Meeting, ruling under the quorum and majority conditions of extraordinary general meetings, having deliberated on the basis of the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Articles L. 225-177 *et seq.* of the French Commercial Code,

**1. delegates** to the Board of Directors, with the option of sub-delegation, its powers to grant, on one or more occasions, options to subscribe for or purchase shares of the Company, for the benefit of;

- employees of the Company or certain of them;
- employees of companies in which the Company holds, at least 10% of the capital and voting rights are held, directly or indirectly, or certain of them;
- the Chairman of the Board of Directors, the Chief Executive Officer (*directeur général*) and/or the Deputy Chief Executive Officers (*directeurs généraux délégués*) of the Company;

**2. resolves** that, subject to compliance with the overall limit referred to in the 13th, 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. **resolves** 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 resolution above pursuant to Article L. 22-10-62 of the French Commercial Code or any share buyback programme previously or subsequently applicable.

4. **acknowledges** 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. **resolves** 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. **resolves** 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. **grants**, 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 creation 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 any and 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. **acknowledges** that a special report must inform the General Meeting each year of transactions carried out under the provisions of this resolution,

9. **sets** the duration of this authorisation at thirty-eight (38) months from this date; and

10. **acknowledges** that this authorisation cancels any previous authorisation with the same purpose which has not been acted upon before the date of the Meeting, and in particular the delegation granted under the terms of the 17<sup>th</sup> resolution adopted by the combined general meeting dated 18 October 2021.

***Thirteenth resolution (Overall limit on delegations relating to free shares and subscription or purchase options)***

The General Meeting, ruling under the quorum and majority conditions of extraordinary general meetings, having deliberated, resolves that the total amount of the capital increases that may be carried out immediately and/or in the future by virtue of the 11<sup>th</sup> and 12<sup>th</sup> resolutions of this Meeting 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.

**Fourteenth 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*)

The General Meeting, ruling under the quorum and majority conditions of extraordinary general meetings, having deliberated on the basis of the Board of Directors' report and the Statutory Auditor's special report, in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138, L. 228-91 *et seq.* of the French Commercial Code,

1. **Delegates** to the Board of Directors, with the power to sub-delegate, its 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. **Resolves** 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. **Resolves** 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 1,412,524.96 euros, or its equivalent in foreign currency, it being specified that this amount will be deducted from the overall nominal ceiling of 1,624,403.70 euros provided for in the 19<sup>th</sup> 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. **Decides** that the subscription price of shares and/or securities giving access to the capital of the Company may be settled either in cash or by offsetting claims against the Company;

5. **Resolves** 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 following categories of beneficiaries, namely:

Natural persons, corporations or French or foreign investment funds who have 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 abroad, having entered into or being in the process of entering into one or more commercial (development, co-development, distribution, manufacturing, etc.) or financing partnerships or agreements with the Company (or a subsidiary) and/or any company that such partners control, that controls 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,

6. **Acknowledges** 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, provided such subscriptions represents at least 75% of the issue;

7. **Acknowledges** 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;

8. **Resolves** that the subscription price of the shares issued pursuant to this delegation must be at least equal to the volume-weighted average share price on Euronext Growth or on AIM (at the choice of the Board of directors) chosen from a period comprising between five and thirty consecutive trading sessions among the thirty trading sessions preceding the setting of the subscription price, possibly reduced by a maximum discount of 20%, after adjustment of this amount -if needed- to take into account the difference in dividend rights;

9. **Resolves** that the subscription price of the securities giving access to the capital must be such that the sum received immediately by the Company, immediately and/or subsequently, for each share issued under the terms and conditions of such other securities, is at least equal to the subscription price defined in the paragraph above;

10. **Resolves** 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 5 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;
- record 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,

11. **Acknowledges** 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

12. The delegation thus granted to the Board of Directors is valid for a period of 18 months from the date of this meeting.

13. This delegation supersedes any previous delegation with the same purpose which has not been acted upon before the date of the Meeting and in particular the delegation granted under the terms of the 19<sup>th</sup> resolution adopted by the combined general meeting dated 18 October 2021.

**Fifteenth 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 through an offer referred to in Article L411-2 of the Monetary and Financial Code (private placements))*

The General Meeting, ruling under the quorum and majority conditions of extraordinary general meetings, having deliberated on the basis of the Board of Directors' report and the Statutory Auditor's special report, ruling within the framework of Articles L225-129 et seq. of the Commercial Code, and in particular Articles L225-129-2, L225-135, L225-135-1, L225-136 and L228-91 of the said Code, and Article L411-2 of the Monetary and Financial Code:

1. **Delegates** to the Board of Directors, with the power to sub-delegate, its power to decide to issue, through an offer referred to in Article L411-2 of the Monetary and Financial Code, 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. **Resolves** 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. **Resolves** 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:

- 20% of the share capital per year, and
- a total nominal amount of 1,412,524.96 euros, or its equivalent in foreign currency, it being specified that this amount will be deducted from the overall nominal ceiling of 1,624,403.70 euros provided for in the 19<sup>th</sup> 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. **Decides** that the subscription price of shares and/or securities giving access to the capital of the Company may be settled either in cash or by offsetting claims against the Company;

5. **Resolves** to cancel shareholders' preferential subscription rights to the securities to be issued by the Company by virtue of this delegation of authority;

6. **Takes note** that the securities issues that may be carried out pursuant to this delegation shall be addressed exclusively to (i) persons providing portfolio management services on behalf of third parties, (ii) qualified investors, and/or (iii) a restricted circle of investors within the meaning of Article D411-4 of the French Monetary and Financial Code, provided that such investors act on their own behalf;

7. **Acknowledges** 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, provided such subscriptions represents at least 75% of the issue;

8. **Acknowledges** 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;

9. **Resolves** that the issue price of the shares issued pursuant to this delegation must be at least equal to the volume-weighted average share price on Euronext Growth or on AIM (at the choice of the Board of directors) 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;

10. **Resolves** that the subscription price of the securities giving access to the capital must be such that the sum received immediately by the Company, immediately and/or subsequently, for each share issued under the terms and conditions of such other securities, is at least equal to the subscription price defined in the paragraph above;

11. **Resolves** 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 “private placement” made pursuant to this delegation 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;
- record 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,

12. **Acknowledges** 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

13. The delegation thus granted to the Board of Directors is valid for a period of 26 months from the date of this meeting.

14. This delegation supersedes any previous delegation with the same purpose which has not been acted upon before the date of the Meeting and in particular the delegation granted under the terms of the 20<sup>th</sup> resolution adopted by the combined general meeting dated 18 October 2021.

**Sixteenth 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*)

The General Meeting, ruling under the quorum and majority conditions of extraordinary general meetings, having deliberated on the basis of the Board of Directors’ report and the Statutory Auditor’s special report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 22-10-49, L. 225-135, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code:

1. **Delegates** to the Board of Directors, with the power to sub-delegate, its 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. **Resolves** 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. **Resolves** that issues that may be performed pursuant to this resolution may be carried out by way of public offerings;

4. **Resolves** 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 1,412,524.96 euros, or its equivalent in foreign currency, it being specified that this amount will be deducted from the overall nominal ceiling of 1,624,403.70 euros provided for in the 19<sup>th</sup> 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;

5. **Decides** that the subscription price of shares and/or securities giving access to the capital of the Company may be settled either in cash or by offsetting claims against the Company;

6. **Resolves** to cancel shareholders' preferential subscription rights to the securities to be issued by the Company by virtue of this delegation of authority;

7. **Acknowledges** 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, provided such subscriptions represents at least 75% of the issue;

8. **Acknowledges** 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;

10. **Resolves** that the issue price of the shares issued pursuant to this delegation must be at least equal to the volume-weighted average share price on Euronext Growth or on AIM (at the choice of the Board of directors) 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;

11. **Resolves** that the subscription price of the securities giving access to the capital must be such that the sum received immediately by the Company, immediately and/or subsequently, for each share issued under the terms and conditions of such other securities, is at least equal to the subscription price defined in the paragraph above;

12. **Resolves** 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;
- record 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,

13. **Acknowledges** 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;

14. The delegation granted to the Board of Directors pursuant to this resolution is valid for a period of 18 months from the date of this Meeting.

15. This delegation supersedes any previous delegation with the same purpose which has not been acted upon before the date of the Meeting and in particular the delegation granted under the terms of the 21<sup>st</sup> resolution adopted by the combined general meeting dated 18 October 2021.

**Seventeenth 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*)

The General Meeting, ruling under the quorum and majority conditions of extraordinary general meetings, having deliberated on the basis of the Board of Directors' report and the Statutory Auditor's special report, in accordance with Articles L. 225-129 and Seq., L. 225-30, L. 228-91 and seq. of the French Commercial Code:

1. **Delegates** to the Board of Directors, with the power to sub-delegate, its 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. **Resolves** 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. **Resolves** 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 1,412,524.96 euros, or its equivalent in foreign currency, it being specified that this amount will be deducted from the overall nominal ceiling of 1,624,403.70 euros provided for in the 19<sup>th</sup> 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. **Decides** that the issue(s) shall be reserved in preference to the shareholders who may subscribe to proportion to the number of shares they hold in accordance with the conditions provided for in Article L.225-132 of the French Commercial Code;

5. **Acknowledges** 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, provided such subscriptions represents at least 75% of the issue;

6. **Resolves** that the issue price of the shares issued pursuant to this delegation must be at least equal to the volume-weighted average share price on Euronext Growth or on AIM (at the choice of the Board of directors) 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;

7. **Resolves** that the subscription price of the securities giving access to the capital must be such that the sum received immediately by the Company, immediately and/or subsequently, for each share issued under the terms and conditions of such other securities, is at least equal to the subscription price defined in the paragraph above;

8. **Resolves** 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;

9. **Resolves** 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;
- record 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;

10. **Acknowledges** 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;

11. This delegation of authority is granted for a period of 26 months from the date of this Meeting.

12. This delegation supersedes any previous delegation with the same purpose which has not been acted upon before the date of the Meeting and in particular the delegation granted under the terms of the 22<sup>th</sup> resolution adopted by the combined general meeting dated 18 October 2021.

***Eighteenth 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)

The General Meeting, ruling under the quorum and majority conditions of extraordinary general meetings, having deliberated on the basis of the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. **Authorises** 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 14<sup>th</sup> to 17<sup>th</sup> resolutions of this Meeting, 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. **Resolves** 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 19<sup>th</sup> resolution of this Meeting;

3. The authorisation granted to the Board of Directors pursuant to this resolution is valid for a period of 26 months from the date of this Meeting.

***Nineteenth resolution*** (Overall ceiling on delegations of authority)

The General Meeting, ruling under the quorum and majority conditions of extraordinary general meetings, having deliberated on the basis of the Board of Directors' report and the Statutory Auditor's special report, **resolves** that the total amount of the capital increases that may be carried out immediately and/or in the future by virtue of the 14<sup>th</sup> to 17<sup>th</sup> resolutions of this Meeting, may not exceed a total nominal amount of 1,624,403.70 euros (this amounts taking into account the greenshoe clause exercise), 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.

***Twentieth 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)

The General Meeting, ruling under the quorum and majority conditions of extraordinary general meetings, having deliberated on the basis of of Board of Directors' report and the Statutory Auditor's special report, within the

framework of the provisions of Articles L. 3332 -18 *et seq.* 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:

1. **Delegates** 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. **Resolves** 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 30% and 40%, 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 30% or 40% 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. **Resolves**, 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. **Resolves** 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. **Resolves** 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. **Resolves** 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, record 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. **Acknowledges** 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. The delegation thus granted to the Board of Directors is valid for a period of 18 months from the date of this meeting.

10. This delegation supersedes any previous delegation with the same purpose and in particular the delegation granted under the terms of the 25<sup>th</sup> resolution adopted by the combined general meeting dated 18 October 2021.

***Twenty first resolution (Powers for formalities)*** – The General Meeting **gives** full powers to the bearer of the original, a copy or an extract of these minutes to complete all legal formalities.