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## **GENFIT**

French public limited company (*Société Anonyme*) with a Board of Directors

With share capital of 12,522,023.50 euros

Registered Office: 885 avenue Eugène Avinée, 59120 Loos, France

424 341 907 R.C.S. Lille Métropole

### **Notice of meeting**

Ladies and Gentlemen, the shareholders of GENFIT S.A. (the "**Company**") are hereby informed that they will be convened to a Combined Shareholders' General Meeting (ordinary and extraordinary) (the "**Shareholders' Meeting**") in the offices of the Faculté de Pharmacie de Lille located Parc Eurasanté, 3 rue du Professeur Laguesse in Lille (59000), on Monday, June 15, 2026 at 10:00 a.m. (Paris time), to deliberate on the agenda provided below.

### **AGENDA**

#### **Ordinary Shareholders' Meeting**

- Presentation of the Board of Director's management report on the Company's activities and on the financial statements for the year ended on December 31, 2025, and of the Statutory auditors' general report on the financial statements for the year ended on December 31, 2025;
  - Presentation of the Group's management report by the Board of Directors and reading of the Statutory auditors' general report on the consolidated financial statements for the year ended on December 31, 2025;
  - Presentation of the Board of Directors' corporate governance report;
  - Approval of the annual financial statements for the year ended on December 31, 2025 (**Resolution n°1**);
  - Approval of the consolidated financial statements for the year ended on December 31, 2025 (**Resolution n°2**);
  - Allocation of the results for the year ended on December 31, 2025 (**Resolution n°3**);
  - Statutory Auditors' special report on the regulated agreements (**Resolution n°4**);
  - Reading of the Board of Directors special report on the options to subscribe or purchase Company's shares (*options de souscription ou d'achat d'actions*) in accordance with Article L.225-184 of the French *Code de commerce*;
  - Reading of the Board of Directors' special report on the granting of free shares (*actions gratuites*) in accordance with Article L.225-197-4 of the French *Code de commerce*;
  - Reading of the table summarizing the delegations of authority and powers granted by the shareholders' meeting to the Board of Directors in respect of capital increases, in accordance with Articles L.225-129-1, L. 225-129-2, L.225-129-5, L.225-129-6 et L.22-10-49 *et seq.* of the French *Code de commerce*;
  - Reading of the Board of Directors' supplementary report on the use of delegations of authority granted by the shareholders' meeting in accordance with Article R. 225-116 of the French *Code de commerce*;
  - Approval of the information relating to the components of overall compensation paid during the 2025 financial year, or allocated for the same financial year, to all of the Company's corporate officers (**Resolution n°5**);
  - Approval of the overall compensation paid during the 2025 financial year, or allocated for the same financial year to the Chairman of the Board of Directors of the Company (**Resolution n°6**);
  - Approval of the components of overall compensation paid during the 2025 financial year, or allocated for the same financial year, to the Chief Executive Officer of the Company (**Resolution n°7**);
  - Approval of the 2026 compensation policy applicable to all of the Company's corporate officers (**Resolution n°8**);
  - Approval of the 2026 compensation policy applicable to the Chairman of the Board of Directors of the Company (**Resolution n°9**);
  - Approval of the 2026 compensation policy applicable to the Chief Executive Officer of the Company (**Resolution n°10**);
  - Approval of the 2026 compensation policy applicable to the Directors of the Company (**Resolution n°11**);
- and

- Authorisation for the Company's repurchase of its own shares (**Resolution n°12**).

#### **Extraordinary Shareholders' Meeting**

- Decision not to dissolve the Company prematurely and to continue its operations despite the loss of half of its share capital (**Resolution n°13**);
- Delegation of authority granted to the Board of Directors to issue, with shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company (**Resolution n°14**);
- Delegation of authority granted to the Board of Directors to issue, without shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company, within the framework of an offering other than those referred to in paragraph 1° of Article L.411-2 of the French *Code monétaire et financier* (**Resolution n°15**);
- Delegation of authority granted to the Board of Directors to issue, without shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company, within the framework of an offering as referred to in paragraph 1° of Article L.411-2 of the French *Code monétaire et financier*, known as "private placement" (**Resolution n°16**);
- Delegation of authority granted to the board of Directors to issue, without shareholders' preferential subscription rights, ordinary shares and/or securities giving access to the share capital of the Company and for the benefit of a category of persons (**Resolution n°17**);
- Delegation of authority granted to the Board of Directors to issue, without shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company and for the benefit of one or more persons named by the Board of Directors (**Resolution n°18**);
- Authorisation granted to the Board of Directors to increase by 15% the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights (**Resolution n°19**);
- Delegation of authority granted to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital of the company, as compensation for contributions in kind comprised of equity securities or securities giving access to the share capital (**Resolution n°20**);
- Delegation of authority granted to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital of the Company, in the event of a public exchange offer initiated by the Company (**Resolution n°21**);
- Overall cap applicable to the authorisations provided for in resolutions n°14, n°15, n°16, n°17, n°18, n°19, n°20 and n°21 (**Resolution n°22**);
- Delegation of powers granted to the Board of Directors to cancel all or part of the shares held by the Company under the share buyback authorisation (**Resolution n°23**);
- Authorisation granted to the Board of Directors to allocate options to subscribe and/or purchase shares (**Resolution n°24**);
- Authorisation granted to the Board of Directors to allocate free, existing or new, shares (**Resolution n°25**);
- Delegation of authority granted to the Board of Directors for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company for the benefit of the members of a company's saving plan (**Resolution n°26**); and
- Amendment to Article 30 of the Company's articles of association (**Resolution n°27**).

#### **Ordinary Shareholders' Meeting**

- Powers to complete formalities (**Resolution n°28**).

## DRAFT RESOLUTIONS

### **Ordinary Shareholders' Meeting**

#### **First Resolution – Approval of the annual financial statements for the year ended on December 31, 2025**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, having reviewed the Board of Directors' report on the Company's annual financial statements and having reviewed the Statutory Auditors' report for the year ended on December 31, 2025, approves the financial statements, as they are presented to them, prepared according to French standards and in compliance with the French *Code de commerce*, which show a net loss of 83,580,815 euros.

The Shareholders' Meeting also approves the operations reflected in these annual financial statements or summarized in these reports.

Under Articles 223 *quarter* and 223 *quinquies* of the French *Code général des impôts*, the Shareholders' Meeting notes that there are no expenditures or deductible expenses from the Company's taxable income as referred to in Article 39.4 of the French *Code general des impôts*.

After having deliberated, the Shareholders' Meeting grants the members of the Board of Directors and the Statutory Auditors, full and unconditional discharge from their duties for the year ended December 31, 2025.

#### **Second Resolution – Approval of the consolidated financial statements for the year ended on December 31, 2025**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report for the year ended on December 31, 2025, approves, as they are presented to them, the consolidated financial statements prepared according to the international financial reporting standards and the IFRS accounting standards, which show a net loss of 85,968,269 euros as well as the operations reflected in these statements or summarized in these reports.

After having deliberated, the Shareholders' Meeting grants the members of the Board of Directors and to the Statutory Auditors, full and unconditional discharge from their duties for the year ended December 31, 2025.

#### **Third Resolution – Allocation of the results for the year ended on December 31, 2025**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, approves the proposal of the Board of Directors regarding the allocation of the results for the financial year 2025 and thus decides to allocate the net income for the year ended on December 31, 2025 as follows:

##### ORIGIN

Net loss for the year ended on December 31, 2025	83,580,815 euros
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##### ALLOCATION

Allocation to the item "Retained earnings",

For a total of	83,580,815 euros
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This thus brings the retained earnings from (365,562,488) euros to (449,143,303) euros.

The Shareholders' Meeting acknowledges, in accordance with Article 243 bis of the French *Code général des impôts*, that so far there has been no distribution of dividends during the previous three financial years.

#### **Fourth Resolution – Statutory Auditors' special report on regulated agreements**

After having deliberated, the Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings and, having reviewed the Statutory Auditors' report prepared pursuant to the provisions of Articles L.225-38 and L.225-40 of the French *Code de commerce* takes note of such report, and approves the new agreements referred to therein in accordance with Article L. 225-38 of the French *Code de commerce*.

**Fifth Resolution – Approval of the information relating to the components of overall compensation paid during the 2025 financial year, or allocated for the same financial year, to all of the Company's corporate officers**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, after having reviewed the information contained in section 3.2.2 of the Company's 2025 Universal Registration Document, approves, in accordance with Article L.22-10-34, I of the French *Code de commerce*, the information mentioned in I of Article L.22-10-9 of the French *code de commerce*.

**Sixth Resolution – Approval of the overall compensation paid during the 2025 financial year, or allocated for the same financial year to the Chairman of the Board of Directors of the Company**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, after having reviewed the information contained in section 3.2.2 of the Company's 2025 Universal Registration Document, approves, in accordance with Article L.22-10-34, II of the French *Code de commerce*, the compensation paid during the 2025 financial year or allocated for the same financial year to the Chairman of the Board of Directors of the Company.

**Seventh Resolution – Approval of the components of overall compensation paid during the 2025 financial year, or allocated for the same financial year, to the Chief Executive Officer of the Company**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, after having reviewed the information contained in section 3.2.2 of the Company's 2025 Universal Registration Document, approves, in accordance with Article L.22-10-34, II of the French *Code de commerce*, the compensation paid during the 2025 financial year or allocated for the same financial year to the Chief Executive Officer.

**Eighth Resolution – Approval of the 2026 compensation policy applicable to all of the Company's corporate officers**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, in accordance with Article L.22-10-8 of the French *Code de commerce*, after having reviewed the information presented in Section 3.2.1 of the Company's 2025 Universal Registration Document, approves, pursuant to Article L.22-10-8, II of the French *Code de commerce*, the compensation policy for corporate officers for the financial year 2026 applicable to all of the corporate officers of the Company.

**Ninth Resolution - Approval of the 2026 compensation policy applicable to the Chairman of the Board of Directors of the Company**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, in accordance with Article L.22-10-8 of the French *Code de commerce*, after having reviewed the information presented in Section 3.2.1 of the Company's 2025 Universal Registration Document, approves, pursuant to Article L.22-10-8, II of the French *Code de commerce*, the compensation policy for corporate officers for the financial year 2026 applicable to the Chairman of the Board of Directors of the Company.

**Tenth Resolution - Approval of the 2026 compensation policy to the Chief Executive Officer of the Company**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, in accordance with Article L.22-10-8 of the French *Code de commerce*, after having reviewed the information presented in Section 3.2.1 of the Company's 2025 Universal Registration Document, approves, pursuant to Article L.22-10-8, II of the French *Code de commerce*, the compensation policy for corporate officers for the financial year 2026 applicable to the Chief Executive Officer of the Company.

### **Eleventh Resolution - Approval of the 2026 compensation policy applicable to the Directors of the Company**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, after having reviewed the information presented in Section 3.2.1 of the Company's 2025 Universal Registration Document, approves, pursuant to Article L.22-10-8, II of the French *Code de commerce*, the compensation policy for corporate officers for the financial year 2026 applicable to the Directors of the Company.

### **Twelfth Resolution - Authorisation for the Company's repurchase of its own shares**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to ordinary shareholders' meetings, after having deliberated and reviewed the Board of Directors' report, authorizes the Board of Directors, along with the power to sub-delegate, pursuant to the conditions set forth in Articles L.22-10-62 *et seq.* of the French *Code de commerce*, to repurchase Company's own shares through the implementation of a share buy-back program.

The Shareholders' Meeting decides that:

- the maximum purchase price (excluding expenses) per share is set at €35.00, for the avoidance of doubt that, in accordance with the provisions of the European Regulation n°2016/1052 of March 8, 2016, the Company may not buy shares at a higher price than the highest of the following value: the last quoted price resulting from the execution of a transaction in which the Company was not involved or the highest outstanding independent bid on the trading platform where the purchase will have been made ; and
- the maximum amount of funds allocated to the implementation of this share buy-back program may not exceed €10,000,000.

The Shareholders' Meeting grants to the Board of Directors, along with the power to sub-delegate within the conditions set by Article L.22-10-62 French *Code de commerce*, in the event of a change in the par value of the share, in the event of a capital increase through incorporation of reserves, in the event of an issue of consideration free shares, stock split or reverse stock split, distribution of reserves or of any other assets, in the event of a redemption of capital or of any other transaction affecting equity, to adjust the maximum purchase price to take account of the impact of such transactions on the share value.

The Shareholders' Meeting decides that the Company may purchase a number of shares such that:

— the maximum number of shares that may be acquired pursuant to this authorization may not exceed ten percent (10%) of the total number of shares comprising the Company's share capital and five percent (5%) of the total number of shares comprising the Company's share capital for the acquisitions made to retain shares and to subsequently use them as payment or in an exchange in the context of a merger, demerger or contribution transaction; for the avoidance of doubt that (i) these limits apply to an amount of the Company's share capital that will be adjusted, if necessary, to take into account those transactions that will affect the share capital subsequent to this Shareholders' Meeting, and (ii) when the shares are bought back to promote liquidity under the conditions set out by the General Regulations of the French *Autorité des marchés financiers*, the number of shares taken into account to calculate the above mentioned 10% limit corresponds to the number of shares purchased, minus the number of shares re-sold during the authorization period; and

— the acquisitions carried out by the Company must not result in the Company holding, at any moment whatsoever, directly or indirectly, more than ten percents (10%) of its share capital.

This authorization is intended to allow the Company to pursue the following objectives, in compliance with applicable laws and regulations:

- a) to retain the Company's shares that will have been purchased and to use them in exchange or in payment within the context of potential external growth transactions (mergers, demergers, acquisitions), in accordance with securities laws and regulations;
- b) to deliver shares upon the exercise of rights attached to securities giving access to the share capital of the Company;
- c) to allocate shares to employees or corporate officers of the Company or its subsidiaries in accordance with the terms and conditions set forth by law, in particular with respect to the allocation of free

- shares, the participation in the profits resulting from the expansion of the business, the stock option plans or through a company's savings plan;
- d) to ensure liquidity and to promote the secondary market for the Company's securities, which would be accomplished by an investment services provider acting under a liquidity contract in compliance with the ethics charter approved by the French *Autorité des marchés financiers*;
  - e) to cancel all or part of the repurchased securities, provided the twenty-third resolution below is adopted; and
  - f) to accomplish all other authorized goals or goals that could become authorized by law or recognized or that would be recognized as a market practice by the French *Autorité des marchés financiers*, in which case the Company would inform its shareholders by way of a press release.

The Shareholders' Meeting decides that these purchase, sale, exchange or transfer transactions may be carried out by any means, that is, either on the regulated market, on a multilateral trading facility, through a systematic internalizer or through an over-the-counter transaction, such as an acquisition or block trades, or by resorting to financial instruments, in particular financial derivatives instruments negotiated on a regulated market, on a multilateral trading facility, through a systematic internalizer or through a private transaction or by resorting to warrants, in compliance with the conditions set forth by the legislative and regulatory provisions that are applicable on the date of the considered transactions and during the periods set by the Company's Board of Directors or by the person to whom the Board of Directors delegated its authority. The maximum portion of the share capital acquired or transferred in the form of blocks trades can be the total amount of the share buyback program.

Moreover, the Shareholders' Meeting grants full powers to the Board of Directors, along with the power to sub-delegate pursuant to the conditions set forth in Article L.22-10-62 of the French *Code de commerce*, to decide and implement this authorisation, to specify, if necessary, its terms and, in particular, to place any on or off-market orders, to earmark or re-earmark purchased shares to the various objectives, in accordance with applicable laws and regulations, to enter into any agreements, particularly for the purpose of maintaining share purchase and sale registries, to complete any formalities or statements with any agencies, particularly the French *Autorité des marchés financiers* and, generally speaking, to take any necessary action in order to complete the transactions to be carried out pursuant to this authorisation.

The Shareholders' Meeting also grants full powers to the Board of Directors, if the law or the French *Autorité des marchés financiers* were to extend or supplement to the authorized objectives for share buyback programs, to inform the public of any changes to the share buyback program concerning the modified objectives, in accordance with applicable laws and regulations.

The Shareholders' Meeting decides that the Board of Directors may not, without the prior authorisation of the Company's Shareholders' Meeting, make use of this authorisation during a public offering period initiated by a third party for the company's shares, until the end of the offer period.

This authorisation is granted for a period of 18 months from the date of this Shareholders' Meeting. It voids, from that day, any prior authorisation having the same purpose, *i.e.* any authorisation relating to the repurchase of its own shares by the Company. This authorisation therefore voids the authorisation granted by the combined shareholders' meeting dated June 17, 2025 pursuant to its fifteenth resolution.

### **Extraordinary Shareholders' Meeting**

#### **Thirteenth Resolution – Decision not to dissolve the Company prematurely and to continue its operations despite the loss of half of its share capital**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the Board of Directors' report and the special report of the Statutory Auditors, and pursuant to the provisions of Article L. 225-248 of the French *Code de commerce*, decides that there is no basis for dissolving the Company and, consequently, decides that the Company shall continue its operations, even though its equity has fallen below half of its share capital.

#### **Fourteenth Resolution – Delegation of authority granted to the Board of Directors to issue, with shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the

special report of the Statutory Auditors, and pursuant to the provisions of Articles L.225-129 to L.225-129-2, L.225-129-5, L.225-129-6, L.22-10-49, L.225-132 to L.225-134 and L.228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors to decide, with shareholders' preferential subscription rights, upon the issue of shares or any other securities giving access to the share capital of the Company, including through the allocation of free share warrants, one or more occasions, in the proportions and at the times it deems appropriate, in euros or any other currencies determined by reference to several currencies, in France or abroad, for the avoidance of doubt that said shares grant the same rights as previously issued shares subject to their dividend entitlement date (date de jouissance). It is hereby further specified that the Board of Directors will also have the option to sub-delegate all necessary powers to decide and implement the share capital increase to the Chief Executive Officer or, with his prior approval, to one or more of the Deputy Chief Executive Officers, under the conditions set forth by law.

2. Decides that any issue of preferential shares and securities giving access to preferential shares is expressly excluded;

3. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately or in the future pursuant to this delegation cannot exceed an overall nominal amount of €5,000,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 20,000,000 shares), for the avoidance of doubt this amount will be included in the overall nominal cap amount of €5,000,000 set forth in the twenty-second resolution of this Shareholders' Meeting and that this aggregate nominal amount does not take into account (i) any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment in order to preserve the rights of holders of securities or other rights giving access to the share capital, and (ii) address fractional entitlements;

4. Delegates its authority to the Board of Directors for the purpose of deciding on the issue of debt securities giving access to share capital of the Company to be issued;

5. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €150,000,000 or to the exchange value of this amount in the event of an issue carried out in any other currency or in any currency unit set through reference to a number of currencies;

6. Decides that the shareholders will have the option to exercise their preferential subscription right with respect to the amount they are irreducibly entitled to, under the conditions set forth by law. In addition, the Board of Directors will have the option of granting shareholders the right to subscribe, subject to a reduction, a number of securities that is higher than the amount they are irreducibly entitled to, in proportion to the subscription rights they hold and, in all cases, up to the limit of the amount they request. If the subscriptions made as an irreducible right and, as the case may be, the subscriptions subject to a reduction, have not exhausted the total amount of an issue of securities, the Board of Directors will be able to use the following faculties:

- limit the issue to the amount of the subscriptions on the condition that such amount is equal to at least three-quarters of the decided capital increase,
- freely allocate all or part of the unsubscribed securities,
- offer to the public all or part of the unsubscribed securities;

7. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital of the Company that these securities grant rights over immediately or in the future;

8. Decides that, with regard to the preferential subscription rights attached to treasury shares, the Board of Directors may decide not to take these shares into account when determining the preferential subscription rights attached to other shares, to allocate the preferential subscription rights attached to treasury shares among shareholders in proportion to their rights, or to sell them on the stock exchange;

9. Decides that the amount paid or that should be paid (in the event of the issue of securities giving access to the Company's capital) to the Company for each of the shares issued pursuant to this delegation will be at least equal to the nominal value of the share on the issue date of said shares;

10. Decides that the Board of Directors cannot, unless authorised in advance by the shareholders' general meeting, make use of this delegation in the context of a public offering initiated by a third party targeting the securities of the Company until the end of the offering period; and

11. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations, on the use made of the delegation of authority granted by this resolution.

The delegation of authority granted to the Board of Directors is valid for a term of 26 months as from the date of its approval by the Shareholders' Meeting. It voids, from the day of its approval, any prior authorisation having the same purpose. This authorisation therefore voids the authorisation granted by the combined shareholders' meeting dated June 17, 2025 pursuant to its sixteenth resolution.

**Fifteenth Resolution – Delegation of authority granted to the Board of Directors to issue, without Shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company within the framework of an offering other than those referred to in paragraph 1° of Article L.411-2 of the French *Code monétaire et financier***

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L.225-129 to L.225-129-2, L.225-129-5, L.225-135, L.22-10-49, L.22-10-51, L.225-136, L.22-10-52 and L.228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors to decide, without shareholders' preferential subscription rights, upon the issue of shares or any other securities giving access to the share capital of the Company, in euros or any other currencies determined by reference to several currencies, for the avoidance of doubt that said shares grant the same rights as previously issued shares subject to their dividend entitlement date (date de jouissance). Such issue is to be carried out through an offering other than those referred to in paragraph 1° of Article L.411 2 of the French *Code monétaire et financier*, once in full or in various instalments, at the time or times set by the Board of Directors and in the proportions it shall determine, both in France and outside France. It is hereby further specified that the Board of Directors will also have the option to sub-delegate all necessary powers to decide and implement the share capital increase to the Chief Executive Officer or, with his prior approval, to one or more of the Deputy Chief Executive Officers, under the conditions set forth by law;

2. Decides that any issue of preferential shares and securities giving access to preferential shares is expressly excluded;

3. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately or in the future pursuant to this delegation cannot exceed an overall nominal amount of €5,000,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 20,000,000 shares), for the avoidance of doubt that this amount will be included in the overall nominal cap amount of €5,000,000 set forth in the twenty-second resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account (i) any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital, and (ii) address fractional entitlements;

4. Delegates its authority to the Board of Directors for the purpose of deciding on the issue of debt securities giving access to share capital of the Company to be issued;
5. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €150,000,000 or to the exchange value of this amount in the event of an issue carried out in any other currency or in any currency unit set through reference to a number of currencies;
6. Decides to waive the preferential subscription right of shareholders to the securities to be issued pursuant to this delegation. The Board of Directors will have the option to grant shareholders a priority subscription period on all or part of the issue of these securities, for a duration and under conditions it shall determine, in accordance with the provisions of Article L.22-10-51 of the French *Code de commerce*. This priority period shall not give rise to the creation of marketable entitlements and shall be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a subscription subject to reduction;
7. Acknowledges that if the subscriptions have not absorbed all of the issue of shares or securities giving access to the share capital, the Board of Directors may limit the amount of the transaction to the amount of the subscriptions received;
8. Notes that this delegation automatically confers on the holders of securities issued pursuant to this resolution and giving access to the Company's capital, the renunciation by shareholders of their preferential subscription rights to shares or securities giving access to the capital to which these securities grant rights immediately or in the future;
9. Decides that the issue price of the shares issued pursuant to this delegation will be set by the Board of Directors (or the person acting under its delegation), but will be at least equal to the volume-weighted average (in the central order book and excluding off-market blocks trades) of the quoted share prices selected from a period comprising between five and thirty consecutive trading days from among the last thirty trading days preceding the setting of the issuing price, this average may be adjusted to take account of differences in dividends entitlement dates, and may be reduced by a maximum discount of 15%;
10. Decides that the issue price of the securities giving access to the share capital will be such that the amount received immediately by the Company, increased, as applicable, by the amount it would receive in the future, be, for each share issued as a result of the issue of these securities, at least equal to the minimum issue price defined in the preceding paragraph;
11. Decides that the Board of Directors cannot, unless authorised in advance by the shareholders' general meeting, make use of this delegation during a public offering initiated by a third party targeting the securities of the Company until the end of the offering period; and
12. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' general meeting, in accordance with applicable laws and regulations, on the use made of the delegation of authority granted by this resolution.

The delegation of authority granted to the Board of Directors under this resolution is valid for a term of 26 months as from the date of this Shareholders' Meeting. It would void, from that day, any prior authorisation having the same purpose. This authorisation would therefore void the authorisation granted by the combined shareholders' meeting dated June 17, 2025 pursuant to its seventeenth resolution.

**Sixteenth Resolution – Delegation of authority granted to the Board of Directors to issue, without shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company, within the framework of an offering as referred to in paragraph 1° of Article L.411-2 of the French *Code monétaire et financier*, known as "private placement"**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L.225-129 to L.225-129-2, L.225-129-5, L.22-10-49, L.225-135, L.225-136, L.22-10-52 and L.228-91 *et seq.* of the French *Code de commerce* and L.411-2 of the French *Code monétaire et financier*:

1. Delegates to the Board of Directors the authority to decide on the issuance, without preemptive subscription rights, in one or more tranches, in the proportions and at the times it deems appropriate, either in euros or in any other currency or monetary unit established by reference to multiple currencies, both in France and abroad, of shares or any other securities giving access to the Company's capital, said shares conferring the same rights as existing shares, subject to their dividend entitlement date, as part of an offering referred to in Article L. 411-2, I, of the French *Code monétaire et financier*; for the avoidance of doubt the Board of Directors may subdelegate to the Chief Executive Officer or, with the latter's consent, to one or more Deputy Chief Executive Officers, under the conditions permitted by law, all powers necessary to decide upon and carry out the capital increase;
2. Decides that any issue of preferential shares and securities giving access to preferential shares is expressly excluded;
3. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to this delegation cannot exceed an overall nominal amount of €5,000,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 20,000,000 shares), for the avoidance of doubt this amount will be included in the overall nominal cap amount of €5,000,000 set forth in the twenty-second resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account (i) any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital, and (ii) address fractional entitlements;
4. Decides that, the issue of capital securities carried out pursuant to this delegation will not, in any event, exceed the limit set out by the applicable law regulation on the issue date, (i.e. at the present time 30% per annum) for the avoidance of doubt this limit shall be assessed at the time of the issue and shall apply to the share capital as adjusted according to the transactions affecting it after this Shareholders' Meeting;
5. Delegates its authority to the Board of Directors for the purpose of deciding on the issue of debt securities giving access to share capital of the Company to be issued;
6. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €150,000,000 or to the exchange value of this amount in the event of an issue carried out in any other currency or in any account unit set through reference to a number of currencies;
7. Decides to waive the preferential subscription right of shareholders to the securities to be issued pursuant to this delegation;
8. Acknowledges that if the subscriptions have not absorbed all of the issue of shares or securities giving access to the share capital, the Board of Directors may limit the amount of the transaction to the amount of the subscriptions received;
9. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights over immediately or in the future;
10. Decides that the issue price of the shares issued pursuant to this delegation will be set by the Board of Directors (or the person acting under its delegation), but will be at least equal to the volume-weighted average (in the central order book and excluding off-market blocks trades) of the quoted share prices selected from a period comprising between five and thirty consecutive trading days from among the last thirty trading days preceding the setting of the issuing price, this average may be adjusted to take account of differences in dividends entitlement dates, and may be reduced by a maximum discount of 15%;
11. Decides that the issue price of the securities conferring ownership interests in the Company shall be such that the amount received immediately by the Company, plus, if applicable, any amount that may be received by the Company at a later date, shall, for each share issued as a result of the issuance of such other securities, be at least equal to the issue price defined in the preceding paragraph;
12. Decides that the Board of Directors cannot, unless authorised in advance by the shareholders' general meeting, make use of this delegation in the context of a public offering initiated by a third party targeting the securities of the Company until the end of the offering period; and

13. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the subsequent ordinary shareholders' general meeting, in accordance with the laws and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority granted to the Board of Directors is valid for a term of 26 months as from the date of this Shareholders' Meeting. It voids from that day, any prior authorisation having the same purpose. This authorisation would therefore void the authorisation granted by the combined shareholders' meeting dated June 17, 2025 pursuant to its eighteenth resolution.

**Seventeenth Resolution – Delegation of authority granted to the board of Directors to issue, without shareholders' preferential subscription rights, ordinary shares and/or securities giving access to the share capital of the Company for the benefit of a category of persons**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L.225-129 to L.225-129-2, L.225-129-5, L.22-10-49, L.225-135, L.225-138, L.228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors to decide to increase the share capital, without shareholders' preferential subscription rights, once in full or in various instalments, for an overall nominal amount of €5,000,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 20,000,000 shares), by the issue of shares and any other securities giving access to the capital of the Company, the said shares granting the same rights as previously issued shares subject to their dividend entitlement date (*date de jouissance*), in euros or any other currencies determined by reference to several currencies, in France or abroad, for the avoidance of doubt this amount will be included in the overall nominal cap amount of €5,000,000 set forth in the twenty-second resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account (i) any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital, and (ii) address fractional entitlements; for the avoidance of doubt the Board of Directors will have the option to sub-delegate all necessary powers to decide and implement (and, as the case may be, postpone) the share capital increase to the Chief Executive Officer or, with his prior approval, to one or more of the Deputy Chief Executive Officers, under the conditions set forth by law;

2. Decides that any issue of preferential shares and securities giving access to preferential shares is expressly excluded;

3. Delegates its authority to the Board of Directors for the purpose of deciding on the issue of securities entitling their holder to debt securities giving access to share capital of the Company to be issued;

4. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company or to debt securities that could potentially be issued pursuant to this delegation will amount to a maximum of €150,000,000 or to the exchange value of this amount in the event of an issue carried out in any currency or in any other currency unit set through reference to a number of currencies;

5. Decides to waive the preferential subscription right of shareholders to the securities to be issued pursuant to this resolution and to reserve the right to subscribe:

- a) industrial or commercial companies of the pharmaceutical/biotech sector, or
- b) investment fund companies or fund management companies or collective savings managing funds established under French or foreign law, investing in the pharmaceutical/biotechnology sector, or
- c) any other legal entity (including a trust) or physical person, investing in the pharmaceutical/biotech sector; or
- d) investment services providers of French or foreign law likely to secure such an offering; or
- e) in the context of a debt financing transaction with credit institutions or other institutions providing such financing, to the lenders involved.

6. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders'

renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights;

7. Decides that the Board of Directors, with the faculty to subdelegate to the Chief Executive Officer or, with the latter's approval, to one or more Deputy Executive Officer, under the conditions permitted by law, will set the list of the beneficiaries within the category of beneficiaries mentioned above to the benefit of which the preferential subscription right have been waived and will set the characteristics, the amount and the terms of any issue as well as the terms and conditions for paying up the issued shares. In particular, it will determine the number of shares to be issued to each beneficiary and will set, given the information contained in its report, the subscription price of such securities, their entitlement date, provided that the sum received or to be received, by the Company for each share issued under this delegation shall be at least equal to the volume-weighted average (in the central order book and excluding off-market block trades) of the quoted share prices selected from a period comprising including between five and thirty consecutive trading days among the last thirty trading days preceding the setting of the issuing price, this average may be adjusted to take into account differences in dividend entitlement dates, and may be reduced by a maximum amount of 15%;

8. Decides that the Board of Directors cannot, unless authorised in advance by the shareholders' general meeting, make use of this delegation in the context of a public offering initiated by a third party targeting the securities of the Company until the end of the offering period;

9. The Board of Directors will have the option under the terms set out in paragraph 1, to sub-delegate to the Chief Executive Officer and, with his prior approval, to one or more of the Deputy Chief Executive Officers, the power to take all or part of the decisions mentioned in the paragraphs above and, as the case may be, in accordance with indicative parameters which it may have adopted;

10. Acknowledges that, in the event of use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' general meeting, in accordance with the laws and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation granted to the Board of Directors pursuant to this resolution is valid for a term of 18 months as from the date of this Shareholders' Meeting. It voids, from that day, any prior delegation having the same purpose. This delegation therefore voids the authorisation granted by the combined shareholders' meeting dated June 17, 2025 pursuant to its nineteenth resolution.

**Eighteenth Resolution – Delegation of authority granted to the Board of Directors to issue, without shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company and for the benefit of one or more persons named by the Board of Directors**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L.225-129 to L.225-129-2, L.225-129-5, L.22-10-49, L.225-135, L.225-138, L.22-10-52-1 and L.228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors to decide to increase the share capital, without shareholders' preferential subscription rights, once in full or in various instalments, for an overall nominal amount of €5,000,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 20,000,000 shares), by the issue of shares and any other securities giving access to the capital of the Company, the said shares granting the same rights as previously issued shares subject to their dividend entitlement date (*date de jouissance*), in euros or any other currencies determined by reference to several currencies, in France or abroad, for the avoidance of doubt this amount will be included in the overall nominal cap amount of €5,000,000 set forth in the twenty-second resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account (i) any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital, and (ii) address fractional entitlements; for the avoidance of doubt the Board of Directors will have the option to sub-delegate all necessary powers to decide and implement (and, as the case may be, postpone) the share capital increase to the Chief Executive Officer or, with his prior approval, to one or more of the Deputy Chief Executive Officers, under the conditions set forth by law;

2. Decides that any issue of preferential shares and securities giving access to preferential shares is expressly excluded;
3. Decides that the issue of share capital securities carried out pursuant to this resolution will not, in any event, exceed the limit set out by the applicable law and regulation on the issue date, (i.e. at the present time 30% of the share capital per year), for the avoidance of doubt this limit shall be assessed at the time of the issue and shall apply to the share capital as adjusted according to the transactions affecting it after this Shareholders' Meeting;
4. Delegates its authority to the Board of Directors for the purpose of deciding on the issue of debt securities giving access to share capital of the Company to be issued;
5. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €150,000,000 or to the exchange value of this amount in the event of an issue carried out in any currency or in any currency unit set through reference to a number of currencies;
6. Decides to cancel the preferential subscription rights of shareholders to the securities covered by this resolution and to reserve the right to subscribe to them to one or more persons named by the Board of Directors (or, where applicable, the person acting on its behalf);
7. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights;
8. Decides that the Board of Directors, with the option to sub-delegate to the Chief Executive Officer or, with the latter's agreement, to one or more Deputy Chief Executive Officers, under the conditions permitted by law, shall determine the list of beneficiaries in favour of whom the preferential subscription right has been cancelled and shall determine the characteristics, amount and terms of any issue, as well as the terms of payment for the securities issued. In particular, it shall determine the number of securities to be issued to each beneficiary and shall set, taking into account the information contained in its report, the subscription price of such securities and their date of entitlement;
9. Specifies that the amount due to, or to become due to (in the event of an issuance of securities conferring ownership interests in the Company), the Company for each share issued pursuant to this authorization shall be at least equal to the closing price on the last trading day preceding the determination of the offering price, reduced, if applicable, by a discount of up to 10%;
10. Decides that the Board of Directors cannot, unless authorised in advance by the shareholders' general meeting, make use of this delegation in the context of a public offering initiated by a third party targeting the securities of the Company until the end of the offering period;
11. The Board of Directors will have the option under the terms set out in paragraph 1, to sub-delegate to the Chief Executive Officer and, with his prior approval, to one or more of the Deputy Chief Executive Officers, the power to take all or part of the decisions mentioned in the paragraphs above and, as the case may be, in accordance with indicative parameters which it may have adopted; and
12. Acknowledges that, in the event of use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' general meeting, in accordance with the laws and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority granted to the Board of Directors is valid for a term of 18 months as from the date of this Shareholders' Meeting. It voids, from that day, any prior delegation having the same purpose. This delegation therefore voids the authorisation granted by the combined shareholders' meeting dated June 17, 2025 pursuant to its twentieth resolution.

**Nineteenth Resolution – Authorisation granted to the Board of Directors to increase by 15% the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' general meetings, after having deliberated and reviewed the report of the Board of Directors and

the special report of the Statutory Auditors, and pursuant to the provisions of Article L.225-135-1 of the French *Code de commerce*:

1. Authorizes the Board of Directors, with the option to sub-delegate to the Chief Executive Officer or, with his prior approval, to one or more of the Deputy Chief Executive Officers, under the conditions set forth by law, to increase the number of securities to be issued for each of the issues, with or without shareholders' preferential subscription rights, decided upon pursuant to the fourteenth, fifteenth, sixteenth, seventeenth and eighteenth resolutions of this Shareholders' Meeting within thirty days following the closing of the subscription period, up to a limit of 15% of the initial issue, and at the same price as the price retained for the initial issue; and
2. Decides that the maximum nominal amount of the capital increases that could potentially be carried out pursuant to this delegation of authority will be included in the overall nominal share capital increase cap set by the twenty-second resolution of this Shareholders' Meeting.

**Twentieth Resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital of the company, as compensation for contributions in kind comprised of equity securities or securities giving access to the share capital**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L.225-129 to L.225-129-2, L.225-129-5, L.225-147, L.225-147-1, L.22-10-53, L.228-91 *et seq.* of the French *Code de commerce*:

1. Delegates its authority to the Board of Directors for the purpose of deciding on the issue of shares or any other securities giving access to the share capital of the Company, in order to offer compensation for contributions in kind granted to the Company and comprised of equity securities or securities giving access to the share capital, when the provisions of Article L.22-10-54 of the French *Code de commerce* do not apply and decides, as necessary, to waive the preferential subscription right of shareholders to these shares and securities to be issued, for the benefit of the holders of these securities;
2. Decides that the overall nominal amount of the capital increases that may be carried out immediately or at a later date under this delegation may not exceed an overall nominal amount of €5,000,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 20,000,000 shares), for the avoidance of doubt this amount will be included in the overall nominal cap amount of €5,000,000 set forth in the twenty-second resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account (i) any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital, and (ii) address fractional entitlements;
3. Decides that the issue of share capital securities carried out pursuant to this resolution will not, in any event, exceed the limit set out by the applicable law and regulation on the issue date, (i.e. at the present time 20% of the share capital), for the avoidance of doubt this limit shall be assessed at the time of the issue and shall apply to the share capital as adjusted according to the transactions affecting it after this Shareholders' Meeting;
4. Decides that any issue of preferential shares and securities giving access to preferential shares is expressly excluded;
5. Delegates its authority to the Board of Directors for the purpose of deciding on the issue of debt securities giving access to share capital of the Company to be issued;
6. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €150,000,000 or to the exchange value of this amount in the event of an issue carried out in any currency or in any currency unit set through reference to a number of currencies;
7. Acknowledges that this delegation of authority implies shareholders' renunciation of their preferential subscription rights to ordinary shares to which the securities that would be issued based on this delegation may grant rights over immediately or in the future;
8. Decides that the Board of Directors will have full powers, with the option to sub-delegate under the conditions set forth by law, to enforce this resolution and, in particular, to set the list of securities contributed,

approve or reduce the valuation of contributions and the granting of specific advantages, to set, as the case may be, the cash amount to be paid, and acknowledge the number of securities contributed to the exchange;

9. Decides that the Board of Directors cannot, unless authorised in advance by the shareholders' general meeting, make use of this delegation in the context of a public offering initiated by a third party targeting the securities of the Company until the end of the offering period; and

10. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' general meeting, in accordance with the laws and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority granted to the Board of Directors pursuant to this resolution is valid for a term of 26 months as from the date of this Shareholders' Meeting. It voids, from that day, any prior authorisation having the same purpose. This authorisation therefore voids the authorisation granted by the combined shareholders' meeting dated June 17, 2025 pursuant to its twenty-second resolution.

**Twenty-first Resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital of the Company, in the event of a public exchange offer initiated by the Company**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to Articles L.225-129 to L.225-129-2, L.225-129-5, L.225-129-6, L.22-10-49, L.22-10-54 and L.228-91 *et seq.* of the French *Code de commerce*;

1. Delegates its authority to the Board of Directors for the purpose of deciding on the issue of shares as well as any other securities giving access to the share capital of the Company, as compensation for securities tendered in the context of a public exchange offer initiated by the Company and carried out in France or outside France in accordance with local regulations, relating to the securities of another company admitted to trading on one of the regulated markets described in Article L.22-10-54 of the French *Code de commerce*, and decides, as necessary, to waive the preferential subscription right of shareholders to these shares and securities to be issued, for the benefit of holders of these securities; the nominal amount of the share capital increases that could potentially be carried out pursuant to this delegation cannot exceed an overall nominal amount of €5,000,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 20,000,000 shares), for the avoidance of doubt this amount will be included in the €5,000,000 overall nominal cap amount set forth in the twenty-second resolution of this Shareholders' Meeting and that this amount does not take into account (i) any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital, and (ii) address fractional entitlements;

2. Decides that any issue of preferential shares and securities giving access to preferential shares is expressly excluded;

3. Delegates its authority to the Board of Directors for the purpose of deciding on the issue of debt securities giving access to share capital of the Company to be issued;

4. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of €150,000,000 or to the exchange value of this amount in the event of an issue carried out in any other currency or in any currency unit set through reference to a number of currencies;

5. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights over immediately or in the future;

6. Decides that the Board of Directors will have full powers, with the option to sub-delegate under the conditions set forth by law, to enforce this resolution and, in particular, to set the exchange parity as well as,

if applicable, the cash amount to be paid, and to acknowledge the number of securities contributed to the exchange;

7. Decides that the Board of Directors cannot, unless authorised in advance by the shareholders' general meeting, make use of this delegation in the context of a public offering initiated by a third party targeting the securities of the Company until the end of the offering period; and

8. Acknowledges that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' general meeting, in accordance with the laws and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority granted to the Board of Directors pursuant to this resolution is valid for a term of 26 months as from the date of this Shareholders' Meeting. It voids, from that day, any prior authorisation having the same purpose. This authorisation therefore voids the authorisation granted by the combined shareholders' meeting dated June 17, 2025 pursuant to its twenty-third resolution.

#### **Twenty-second Resolution - Overall cap applicable to the authorisations provided for in resolutions n°14, n°15, n° 16, n° 17, n°18, n°19, n°20 and n°21**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated decides that the overall amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to the delegations of authority provided in the fourteenth, fifteenth, sixteenth, seventeenth, eighteenth, nineteenth, twentieth and twenty-first resolutions approved by this Shareholders' Meeting cannot exceed an overall nominal amount of €5,000,000 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 20,000,000 shares), for the avoidance of doubt this overall amount does not take into account (i) any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital, and (ii) address fractional entitlements.

The Shareholders' Meeting acknowledges that this resolution cancels and replaces in its entirety the twenty-fourth resolution approved by the combined shareholders' meeting of June 17, 2025.

#### **Twenty-third Resolution - Delegation of powers granted to the Board of Directors to cancel all or part of the shares held by the Company under the share buyback authorisation**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, subject to adoption of the authorisation to buy back the Company's own shares set out in the twelfth resolution:

1. Authorises the Board of Directors, in accordance with the provisions of Articles L.22-10-62 *et seq.* of the French *Code de commerce*, to cancel in the proportions and at the times it sees fit, on one or more occasions, all or part of the Company's shares held by it under an authorisation to purchase said shares granted by the Shareholders' Meeting, and to reduce the Company's share capital by the aggregate par value of shares cancelled, up to a limit of 10% of the share capital per 24-months period, it being noted that this limit applies to the Company's share capital, which may be adjusted to take into consideration operations affecting the share capital subsequently to this Shareholder's Meeting; and

2. Gives full powers to the Board of Directors, with powers to subdelegate under the conditions set forth by law, to carry out the aforementioned capital reduction, record its completion, deduct the difference between the purchase price of the cancelled shares and their par value from all reserves and premiums, amend the articles of association accordingly, make all declarations with the *Autorité des Marchés Financiers*, complete all other formalities and generally do whatever is necessary.

This authorisation is valid for a term of 18 months as from the date of this Shareholders' Meeting. It voids, from that day, any prior authorisation having the same purpose. This authorisation therefore voids the

authorisation granted by the combined shareholders' meeting dated June 17, 2025 pursuant to its twenty-fifth resolution.

**Twenty-fourth Resolution - Authorisation granted to the Board of Directors to allocate options to subscribe and/or purchase shares**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to Articles L.225-177 to L.225-185 and L.22-10-56 to L.22-10-58 of the French *Code de commerce*;

1. Authorises the Board of Directors to grant, on one or more occasions, subject to the abstention periods provided for by law, options granting entitlement to the subscription of new shares of the Company to be issued by means of a share capital increase or to the purchase of existing Company's shares resulting from buy-backs realized pursuant to applicable law, to the benefit of employees and executive officers of the Company or of the group as provided in Article L.225-180 of the French *Code de commerce*, or of some of them, and thus approves the putting in place by the Board of Directors of one or more share subscription and/or purchase options plans within the frame set out below;

2. Decides that the options that may be granted pursuant to this authorization will not give rights, upon exercise, to the subscription or purchase of a total number of shares exceeding 600,000 shares that is, as the case may be, a maximum share capital increase of €150,000; for the avoidance of doubt this cap of 600,000 shares: (i) does not take into account any adjustment that may be made in accordance with applicable legal and regulatory provisions and, as the case may be, with the contractual provisions providing for other adjustment cases to preserve the rights of the holders of securities or other rights giving access to the share capital; and (ii) shall be adjusted to take into account all transactions lowering the nominal value of the shares or increasing the number of shares that could take place before the allocation of the options;

3. Decides, subject, in the case of corporate officers, to the provisions of Article L. 225-185 paragraph 4 of the French *Code de commerce*, that the time period for exercising the options shall not exceed 10 years from the date of the allocation;

4. Decide that the exercise price of the options granted pursuant to this delegation shall be set on the day the options are granted by the Board of Directors, for the avoidance of doubt the exercise price of the options shall not be (i) lower than 80% of the average of the share price during the twenty trading days preceding the date upon which the options are granted; and (ii) only for options to purchase existing shares, lower than 80% of the average purchase price of the shares held by the Company, pursuant to Article L.22-10-62 of the French *Code de commerce*;

5. Decides that the exercise price may be modified throughout the duration of the options only in case of implementation of the measures required to protect the interests of the beneficiaries of the options, pursuant to Article L.225-181 of the French *Code de commerce*;

6. Acknowledges that, for the benefit of the beneficiaries of the options, the Shareholders' Meeting's decision automatically implies shareholders' renunciation of their preferential subscription rights to shares that shall be issued as the options to subscribe are exercised;

7. Decides to grant full powers to the Board of Directors, with the option to delegate and sub-delegate under the conditions set forth by law, notably:

- to determine the conditions for the allocation of the options, the number and the identity of the beneficiaries and the number of options granted to each of them;
- to set, within the above-specified limits, the options' exercise price and the time period during which the options may be exercised;
- to set the exercise conditions and notably the attendance requirements (subject to legal exceptions and a change of control of the Company, and it being understood that the Board of Directors may, where applicable, waive this condition on an individual basis) and the performance conditions to which the exercise of the options allocated to the executive officers and directors of the Company and of its subsidiaries shall be subject to;
- to impose, as the case may be, a time period during which the options shall not be exercised and/or a time period during which the acquired shares may not be transferred;

- when determining the features of each plan, to take into account legal requirements, notably tax ones, applicable depending on the jurisdiction where the beneficiaries are located, notably, as far as the United States are concerned, the relevant provisions of the Federal Tax Code;
- to establish the stock options plans;
- to temporarily suspend the exercise of the options in given circumstances;
- where necessary, take all measures to reserve the rights of option beneficiaries in accordance with any legal or regulatory provisions;
- set the dividend entitlement date (*date de jouissance*), even retroactive, of the shares to be issued on the exercise of the options;
- at its sole initiative, deduct the capital increase expenses on the amount of the premium relating to these issuances and to deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital after each increase;
- to record the completion of the increase(s) in the share capital resulting from the exercise of the options, complete any acts and formalities in order to finalize the increase(s) in share capital realized pursuant to this authorization, amend the articles of association accordingly and more generally take all decisions required in the context of this authorization, grant all delegations, and do all that is needed.

The Board of Directors shall notify the shareholders each year during the shareholders' meeting, under the conditions set forth by law, of the transactions carried out in pursuant to this resolution.

This authorization is granted for a period of 38 months from the date of this Shareholders' Meeting.

The Shareholders' Meeting acknowledges that this delegation voids, from that day, any prior delegation of authority having the same purpose. This delegation therefore voids the delegation granted by the combined shareholders' meeting held on June 17, 2025 pursuant to its twenty-sixth resolution.

**Twenty-fifth Resolution - Authorisation granted to the Board of Directors to allocate free, existing or new, shares**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L.225-197-1 to L.225-197-6 and L.22-10-59 to L.22-10-60 of the French *Code de commerce*, authorizes the Board of Directors to proceed, in one or several allocations, with the free allocation of a maximum of 200,000 common shares, existing or to be issued, with a nominal value of €0.25 each, for the benefit of the employees and the executive officers of the Company or the entities or groups referred to in Article L.225-197-2, or for the benefit of some of them (the "**Free Shares**").

(1) Share capital increase

The definitive acquisition of the totality of the Free Shares, in the case of new shares, will result in one or several capital increases of €50,000 which are authorized by this Shareholders' Meeting, for the avoidance of doubt this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital.

The capital increase(s) that will result from the creation of the Free Shares will be implemented by way of special incorporation of all or part of the reserve accounts available and, in particular, of the account "share issue premium". The Shareholders' Meeting acknowledges that this decision implies shareholders' renunciation of their rights, for the benefit of holders of Free Shares, to the said reserves.

(2) Acquisition and retention periods

The Board of Directors shall determine, for each allocation, a vesting period of at least one year after which the acquisition of existing or new shares will become definitive, followed, if deemed useful or necessary by the Board of Directors, by a retention period of a duration it shall determine and which shall run from the definitive acquisition of the existing or new shares; for the avoidance of doubt the cumulated duration of the vesting period and, as the case may be, of the retention period, shall be of at least three years. The definitive acquisition of the Free Shares must be subject to a condition of the beneficiary's presence in the Company or its subsidiaries as employee and/or executive officer or the member of the administrative or supervisory bodies

(subject to legal exceptions or a change of control of the Company and it being understood that the Board of Directors may, if necessary, waive this condition on an individual basis) and, as the case may be, to the fulfilment of performance conditions that the Board of Directors may determine upon allocation, as is specified below.

(3) Delegation of powers to the Board of Directors

The Shareholders' Meeting grants full powers to the Board of Directors, with the option to sub-delegate under the conditions set forth by law, to implement the allocation of Free Shares, including:

- to determine the conditions of eligibility, the number and the identity of the beneficiaries et the number of Free Shares allocated to each of them;
- determine within the aforementioned limits, the acquisition period and, if applicable, the Free Shares retention period;
- to determine, in particular for the executive officers and certain directors of the Company and its subsidiaries, as the case may be, the performance conditions to which the definitive acquisition of the Free Shares will be subject;
- to establish the Free Shares plans;
- to take all necessary measures in order to preserve the rights of the holders of Free Shares pursuant to any legal or regulatory provisions;
- to set the dividend entitlement date (*date de jouissance*), even retroactively, of the Free Shares to be issued; and
- to record the completion of the increase(s) in the share capital resulting from the definitive acquisition of Free Shares, complete any act and formalities in order to finalize the increase(s) in share capital realized pursuant to this authorization, amend the articles of association accordingly and more generally take all decisions required in the context of this authorization, grant all delegations, and do all that is needed.

This authorization may be used within a period of 38 months from the date of this Shareholders' Meeting.

The Shareholders' Meeting acknowledges that this delegation voids, from that day, any prior delegation of authority having the same purpose, meaning any delegation of authority relating to the allocation of free, existing or new, shares. This delegation therefore voids the delegation granted by the combined shareholders' meeting held on June 17, 2025 pursuant to its twenty-seventh resolution.

**Twenty-sixth Resolution – Delegation of authority granted to the Board of Directors for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company for the benefit of the members of a company's saving plan**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, within the framework of the provisions of Articles L.3332-18 *et seq.* of the French *Code du travail* and of Article L.225-138-1 of the French *Code de commerce* and in accordance with the provisions of Article L.225-129-6 of that same *Code*:

1. Delegates all powers to the Board of Directors for the purpose of increasing the Company's share capital, either once in full or in a number of instalments, in the proportions and at the times it shall determine, by a maximum nominal amount of €12,500 (or, on the basis of the current nominal value of the Company's shares, equal to €0.25, a maximum amount of 50,000 shares), through the issue of shares or other securities giving access to the share capital, reserved to members of a company savings plan of the Company and of French or foreign companies that are related to the Company under the conditions set forth in Article L.225-180 of the French *Code de commerce* and Article L.3344-1 of the French *Code du travail*;
2. Decides that the Board of Directors will set the subscription price of the new shares, that will be equal to 80% of the average of the first listed prices of the Company's share during the twenty trading days preceding the date of the decision setting the opening date for subscription when the duration of the retention period stipulated by the savings plan pursuant to Articles L.3332-25 *et seq.* of the French *Code du travail* is less than 10 years, and to 70% of this average when said retention period is greater than or equal to 10 years. Nevertheless, the Shareholders' Meeting expressly authorizes the Board of Directors, if it thinks it appropriate, to reduce or cancel the above-mentioned discounts, within legal and regulatory limits, in order to take into

account, among others, the applicable legal, accounting, tax and social security considerations in the countries where the members of a company's savings plan benefiting from the capital increase reside;

3. Decides that the Board of Directors will also have the power to substitute all or part of the discount with an allocation of free shares or other securities giving access to the Company's share capital, either existing or to be issued, for the avoidance of doubt the total benefit resulting from the allocation and, as applicable, the discount mentioned above, may not exceed the total benefit that members of the savings plan would have received if that shortfall had been 20% or 30% when the retention period stipulated by the plan pursuant to Articles L.3332-25 *et seq.* of the French *Code du travail* is greater than or equal to ten years;

4. Decides, pursuant to Article L.3332-21 of the French *Code du travail*, that the Board of Directors may also provide for the allocation, free of charge, of new or existing shares or other new or existing securities giving access to the Company's share capital, as an employer matching contribution, provided that their equivalent monetary value, valued at the subscription price, will not have the effect of exceeding the limits provided for in Articles L.3332-10 *et seq.* of the French *Code du travail*;

5. Decides to waive, in favour of members of a company's savings plan, the shareholders' preferential subscription rights to the new shares to be issued or to other securities giving access to the share capital, and to the securities to which such securities issued pursuant to this resolution give access to;

6. Decides that the characteristics of the other securities giving access to the share capital will be decided by the Board of Directors, under the conditions set forth by applicable regulations; and

7. Decides that the Board of Directors shall have all powers, with the power to delegate or sub-delegate under the conditions set forth by law, to implement this resolution and, in particular, with respect to determining the terms and conditions of the transactions and deciding on the dates and terms of the issues to be carried out pursuant to this delegation, setting the opening and closing dates of the subscription periods, the dividend entitlement dates (*dates de jouissance*) of the issued securities, determining the terms and conditions for paying up the shares and other securities giving access to the Company's share capital, determining the timeframe for such paying up of shares and, as applicable, of the securities giving access to the Company's share capital, requesting the created securities' admission to trading on the stock market wherever appropriate, announcing the completion of the share capital increases in the amount of the shares that will actually be subscribed, completing, directly or through an agent, any transactions and formalities in connection with share capital increases and, at its sole discretion and if it sees fit, deducting the costs of the share capital increases from the amount of premiums associated with those increases and withholding from that amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each share capital increase.

The Shareholders' Meeting acknowledges that this delegation voids, from that day, any prior delegation of authority having the same purpose. It therefore voids the delegation granted by the Shareholders' Meeting of May 22, 2024 under its twenty-fifth resolution.

This delegation granted to the Board of Directors is valid for a term of 26 months as from the date of this Shareholders' Meeting.

#### **Twenty-seventh Resolution – Amendment to Article 30 of the Company's articles of association**

The Shareholders' Meeting, acting under the quorum and majority conditions applicable to extraordinary shareholders' meetings, after having deliberated and reviewed the report of the Board of Directors and the new text of the articles of association, decides to amend as follows the first paragraph of Article 30 of the Company's articles of association to remove a reference to a provision of the regulatory section of the French *Code de commerce* that has been repealed (R. 225-85) and replace it with a reference to the applicable laws and regulations, thereby making no substantive change:

Current version	Proposed new version
<p><i>“The right to participate in General Meetings is defined and justified in accordance with the provisions of Article R.225-85 of the Commercial Code.”</i></p> <p>(...)</p>	<p><i>“The right to participate in Meetings is defined and justified in accordance with applicable laws and regulations.”</i></p> <p>(...)</p>

## **Ordinary Shareholder's Meeting**

### **Twenty-Eighth - Powers to complete formalities**

The Shareholders' Meeting grants full powers to the holder of an original, a copy or an extract of the minutes of this Shareholders' Meeting to complete all legal and regulatory formalities and make all filings and publications relating to the above-mentioned resolutions required by applicable laws.

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## **A. Preliminary formalities to complete in order to participate in the Shareholders' Meeting**

In accordance with Article R.22-10-28 of the French *Code de commerce*, the right to participate in the Shareholders' Meeting is justified by registering the securities in the name of the shareholder or the intermediary registered on their behalf (in application of the seventh paragraph of Article L.228-1 of the French *Code de commerce*), on the fifth business day preceding the Shareholders' Meeting at midnight, Paris time (which will be the Monday June 8, 2026) either in the registered (*au nominatif*) securities accounts kept by the Company (or its agent), or in the bearer (*au porteur*) securities accounts kept by the authorized intermediary.

The registration of the securities in the bearer (*au porteur*) securities accounts kept by the financial intermediaries is evidenced by a participation certificate issued by the latter (if necessary by electronic means) under the conditions provided for in Article R.22-10-28 of the French *Code de commerce* (with reference to Article R. 225-61 of the same *Code*), in the appendix:

- the remote voting form;
- the voting proxy;
- the request for an admission card in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to any shareholder wishing to attend the meeting physically and who has not received his admission card by the fifth business day preceding the Shareholders' Meeting, which will be Monday June 8, 2026 at 0:00 am, Paris time, France.

## **B. Conditions for participation in the Shareholders' Meeting**

The Shareholders' Meeting is composed of all shareholders regardless of the number of shares they hold.

Each shareholder may be represented at the Shareholders' Meeting by another shareholder, by their spouse or by the partner with whom they have concluded a civil solidarity pact. They may also be represented by any other natural or legal person of their choice (Article L.22-10-39 of the French *Code de commerce*).

In accordance with Article R.22-10-28 of the French *Code de commerce*, the right to participate in the Shareholders' Meeting is justified by registering the securities in the name of the shareholder or the intermediary registered on their behalf (in application of the seventh paragraph of Article L.228-1 of the French *Code de commerce*), on the fifth business day preceding the Shareholders' Meeting, that is Monday June 8, 2026 at midnight, Paris time, either in the registered (*au nominatif*) securities accounts kept by the Company (or its agent), or in the bearer (*au porteur*) securities accounts kept by the authorized intermediary.

The registration of the securities in the bearer (*au porteur*) securities accounts kept by the financial intermediaries is evidenced by a participation certificate issued by the latter (if necessary by electronic means) under the conditions provided for in Article R.22-10-28 of the French *Code de commerce* (with reference to Article R.225-61 of the same *Code*), in the appendix:

- the remote voting form;
- the voting proxy.

### **I. Vote by post or proxy**

#### **1.1. Postal voting**

Shareholders wishing to vote by post or be represented by giving a proxy to the Chairman of the Shareholders' Meeting or to a proxy may:

For registered shareholders: return the postal or proxy voting form, which will be sent to them with the invitation, to the following address: UPTEVIA Service Assemblées – 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

For bearer (*au porteur*) shareholders: request this postal or proxy voting form from the intermediary who manages their securities as of the date of the Shareholders' Meeting. Once filled by the shareholder, this form

will be returned to the account-keeping establishment, which will include a participation certificate and send it to UPTEVIA Service Assemblées – 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex. To be taken into account, the postal voting forms must, pursuant Article R. 225-77 of the French *Code de commerce*, be received by the Company or the Shareholders' Meetings Service of Uptevia, no later than three days prior to the Shareholders' Meeting, *i.e.* Friday June 12, 2026.

In any case, as of the twenty-first day preceding the Shareholders' Meeting, the single remote voting form or voting proxy is available on the Company's website.

### 1.2.Electronic voting

Shareholders also have the possibility of transmitting their voting instructions, of granting a power of attorney to the Chairman of the Shareholders' Meeting before the Shareholders' Meeting, and of appointing or removing a proxy by Internet before the Shareholders' Meeting on the Votaccess website, in accordance with the conditions described below:

For registered shareholders (*actionnaires au nominatif pur*): access the voting website via their Shareholder Portal at <https://www.investors.uptevia.com>. Registered shareholders must log in to their Shareholder Portal using their usual login credentials. After logging in to their Shareholder Portal, they must follow the on-screen instructions to access the VOTACCESS website and vote or grant a proxy.

For shareholders with registered shares held in trust (*actionnaires au nominatif administré*): they may access the voting website via the VoteAG site <https://www.voteag.com>. Shareholders with registered shares held in trust must log in to the VoteAG site using the temporary codes provided on the single voting form or in the electronic notice of meeting. Once on the site's home page, they must follow the on-screen instructions to access the VOTACCESS site and vote or grant a proxy.

They may also contact **the toll-free number 0 800 007 535 (from France) or +33 1 49 37 82 36 (from abroad)**.

For bearer shareholders (*actionnaires au porteur*): it is up to the bearer shareholder to inquire in order to determine whether their account-keeping establishment is connected or not to the Votaccess' website and, if necessary, if this access is subject to specific conditions of use.

If the shareholder's account-keeping establishment is connected to the Votaccess' website, the shareholder must identify himself on the Internet portal of their account-keeping establishment with their usual access codes. The shareholder must then click on the icon which appears on the line corresponding to their actions and follow the indications given on the screen in order to access the Votaccess' website and vote, grant a power of attorney to the Chairman of the Shareholders' Meeting or appoint or dismiss a proxy.

If the shareholder's account-keeping establishment is not connected to the Votaccess' website, it is specified that the notification of the appointment and the revocation of a proxy may however be made electronically in accordance with the provisions of Articles R.225-79 and R.22-10-24 of the French *Code de commerce*, in the following ways:

- the shareholder must send an email to [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com). This email must contain the following information: name of the Company concerned, date of the Shareholders' Meeting, last name, first name, address, bank references of the principal as well as the name, first name and if possible, the address of the agent; and
- the shareholder must obligatorily ask their financial intermediary who manages their securities account to send a written confirmation to the Shareholders' Meetings department of UPTEVIA Service Assemblées – 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

Only notifications of designation or revocation of mandates may be sent to the aforementioned email address, any other request or notification relating to another object that cannot be taken into account and/or processed.

In order for appointments or revocations of proxies expressed by electronic means to be validly taken into account, confirmations must be received no later than the day before the Shareholders' Meeting at 3:00 p.m., Paris time, France. No proxies will be accepted on the day of the Shareholders' Meeting.

The Votaccess' website will be open from Wednesday May 27, 2026 at 12:00 a.m., Paris time, France.

The possibility of voting online before the Shareholders' Meeting will end the day before the meeting, *i.e.* Sunday June 14, 2026 at 3:00 p.m. Paris time, France.

However, in order to avoid any saturation of the Votaccess website, shareholders are recommended not to wait until the day before the Shareholders' Meeting to vote.

## **II. Presence at the Shareholders' Meeting**

Shareholders wishing to attend the Shareholders' Meeting in person may request an admission card by mail or electronically as follows:

### **2.1. Admission card request by mail**

For registered shareholders: request for the admission card must be addressed to UPTEVIA Service Assemblées – 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, or present themselves the day of the Shareholders' Meeting at the dedicated counter with an identification document;

For bearer shareholders: request the financial intermediary in charge of the shares registration to have itself delivered an admission card.

### **2.2. Admission card request by email**

Shareholders wishing to attend the Shareholders' Meeting in person may also request an admission card by email as follows:

For registered shareholders (*actionnaires au nominatif pur*): access the voting website via their Shareholder Portal at <https://www.investors.uptevia.com>. Registered shareholders must log in to their Shareholder Portal using their usual login credentials. After logging into their Shareholder Portal, they must follow the on-screen instructions to access the VOTACCESS site and request an admission card.

For shareholders with administered registered shares (*actionnaires au nominatif administré*): they may access the voting website via the VoteAG site <https://www.voteag.com>. Shareholders with administered registered shares must log in to the VoteAG website using the temporary codes provided on the single voting form or in the electronic notice of meeting. Once on the website's home page, they must follow the on-screen instructions to access the VOTACCESS site and request an admission card.

They may also **contact the toll-free number 0 800 007 535 (from France) or +33 1 49 37 82 36 (from abroad).**

For bearer shareholders (*actionnaires au porteur*): it is the responsibility of the bearer shareholder to assess whether or not the financial intermediary has access to the VOTACCESS secure platform and, if so, whether this access is subject to any particular conditions of use. Only bearer shareholders whose financial intermediary has subscribed to the VOTACCESS service will be able to request their admission card online. If the financial intermediary is connected to the website VOTACCESS, the shareholder shall identify himself on the internet portal of their account holder establishment with their usual access codes. The shareholder should then click on the icon appearing on the corresponding line of their shares and follow the guidelines written on the screen in order to access to the VOTACCESS website and vote or appoint or revoke a representative.

## **C. Request for draft resolutions or items to be included in the agenda and submission of written questions**

Requests for the inclusion of items or draft resolutions on the agenda by shareholders who meet the conditions set forth in Article R.225-71 of the French *Code de commerce* must be sent to the company's registered office by registered letter with return receipt requested at the following address: GENFIT, Service Financier, Parc Eurasanté, 885 avenue Eugène Avinée, 59120 Loos, France or by email at the following address: [investors@genfit.com](mailto:investors@genfit.com) within 20 calendar days from the publication of this notice, and must be received by no later than the 25<sup>th</sup> calendar days before the Shareholders' Meeting, in accordance with Article R.22-10-22 of the French *Code de commerce*. Requests must be accompanied by a securities account registration certificate.

Each request must be accompanied, as the case may be, by the text of the proposed resolutions, which may be accompanied by a brief explanatory statement. In addition, the Shareholders' Meeting's consideration of draft resolutions and items submitted by shareholders is subject to the authors maintaining the registration of

securities in the same accounts on the fifth business day preceding the Shareholders' Meeting at midnight, Paris time, France.

In accordance with Article R. 225-84 of French *Code de commerce*, each shareholder has the possibility to send to the Board of Directors, which should answer during the meeting, the written questions of their choice.

The questions shall be sent by registered letter with acknowledgement of receipt at the following address GENFIT, Service Financier, Parc Eurasanté, 885 avenue Eugène Avinée, 59120 Loos or by email to the following address: [investors@genfit.com](mailto:investors@genfit.com).

This mailing shall be realised at the latest the fourth business day preceding the date of the Shareholders' Meeting, which will be the Tuesday June 9, 2026.

**D. Rights to shareholder information**

All the documents and information set forth in Article R. 22-10-23 of the French *Code de commerce* can be consulted on the Company's website: [www.genfit.fr](http://www.genfit.fr), as of the twenty-first day before the Shareholders' Meeting, being Monday May 25, 2026. All the documents referred to in Article R.225-89 *et seq.* of the French *Code de commerce* are available to shareholders at the Company's registered office as of the publication of this notice of meeting or on the fifteenth day before the Shareholders' Meeting at the latest, depending on the document concerned.

**E. Audiovisual broadcast of the Combined General Meeting**

In accordance with Articles L. 22-10-38-1 and R. 22-10-29-1 of the French *Code de commerce*, the General Meeting will be broadcasted live in its entirety and will be available on the Company's website at the following address: [www.genfit.fr](http://www.genfit.fr). A recording of the General Meeting will be available on the Company's website no later than seven (7) business days after the date of the General Meeting and for at least two years from the date it is posted online.

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The Board of Directors