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GENFIT

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

With share capital of 12,524,054.75 euros

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

424 341 907 R.C.S. Lille Métropole

Convening notice

Ladies and Gentlemen, the shareholders of GENFIT S.A. (the "**Company**") are hereby 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.

In the event where the Shareholders' Meeting could not deliberate due to the required quorum for extraordinary shareholders' meeting held on first convening not being reached on first notice, the Shareholders' Meeting will be reconvened to deliberate on the same agenda on Tuesday, June 30, 2026 at 2:30 p.m. (Paris time).

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 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**).

The notice of the Shareholders' Meeting, including the text of the draft resolutions adopted by the Board of Directors, was published in the *Bulletin des Annonces Légales Obligatoires* on May 11, 2026, *bulletin n° 56*.

Guidelines for participating in the Shareholders' Meeting

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 this convening notice, 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 notice convening 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 convening notice. 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. 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 convening notice. 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 request an admission card.

C. Submission of written questions

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.

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, 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

convening notice 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. 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.

The Board of Directors.