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EXAIL TECHNOLOGIES

Société anonyme with capital of 17,424,747€ Registered office:
30 rue de Gramont - 75002 PARIS 348 541 186 RCS PARIS

ADVANCE NOTICE OF MEETING

Shareholders are hereby informed that an Ordinary and Extraordinary General Meeting of Shareholders will be held on June 25, 2025 at 9:30 a.m. at the offices of LCL - 19 boulevard des Italiens - 75002 Paris, to consider the agenda set out below.

Agenda**Ordinary**

1. Approval of the financial statements for the year ending December 31, 2024 - Approval of non-tax-deductible expenses and charges
2. Approval of the consolidated financial statements for the year ended December 31, 2024
3. Appropriation of net income for the year
4. Statutory Auditors' special report on regulated agreements and commitments - no new agreements to be approved
5. Approval of the information referred to in Article L.22-10-9 of the French Commercial Code
6. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mr Raphaël GORGÉ, Chairman and Chief Executive Officer.
7. Approval of the compensation policy for the Chairman and Chief Executive Officer
8. Approval of the remuneration policy for the Chief Operating Officer
9. Approval of directors' compensation policy
10. Authorization for the Board of Directors to buy back the Company's own shares under the terms of Article L.22-10-62 of the French Commercial Code.

Extraordinary in nature

11. Authorization to be given to the Board of Directors to cancel shares bought back by the Company under the terms of Article L.22-10-62 of the French Commercial Code.
12. Delegation of authority to the Board of Directors to increase share capital by capitalizing reserves, profits and/or additional paid-in capital
13. Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued (by the Company or a Group company), with pre-emptive subscription rights for existing shareholders
14. Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving, where applicable, access to other equity securities or giving entitlement to the allotment of debt securities and/or securities (of the Company or of a Group company), and/or securities giving access to equity securities to be issued (of the Company or of a Group company), with waiver of pre-emptive subscription rights by way of a public offering (excluding offers covered by 1° of Article L.411-2 of the French Monetary and Financial Code) of the French Monetary and Financial Code) and/or as consideration for shares in a public exchange offer
15. Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving, where applicable, access to other equity securities or giving entitlement to the allotment of debt securities (of the Company or a Group company) and/or securities giving access to equity securities to be issued (of the Company or a Group company), without pre-emptive subscription rights by means of an offer governed by 1° of Article L.411-2 of the French Monetary and Financial Code.
16. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities carrying rights to shares and/or debt securities, without pre-emptive subscription rights for existing shareholders, to one or more persons designated by name.
17. Authorization to increase the amount of issues in the event of excess demand
18. Delegation of authority to the Board of Directors to increase capital by issuing ordinary shares and/or securities giving access to capital, up to a limit of 20% of capital, in consideration for contributions in kind of shares or securities giving access to capital.
19. Delegation of authority to the Board of Directors to increase capital by issuing ordinary shares and/or securities giving access to capital, without pre-emptive subscription rights for members of a company savings plan, in accordance with Articles L.3332-18 et seq. of the French Labor Code.
20. Amendment of article 15 of the bylaws to make it more flexible for shareholders to attend Board meetings by telecommunication, written consultation or postal vote.
21. Powers for formalities

Draft resolutions Ordinary resolutions**First resolution - Approval of the financial statements for the year ended December 31, 2024 - Approval of non-tax-deductible expenses and charges**

The Annual General Meeting, having reviewed the reports of the Board of Directors and the Statutory Auditors for the year ended December 31, 2024, approves the financial statements for the year then ended, as presented, showing a loss of -153,165.50 euros.
The Annual General Meeting specifically approves the total amount of expenses and charges of 4,298 euros referred to in Article 39, paragraph 4 of the French General Tax Code, as well as the corresponding theoretical tax charge.

Second resolution - Approval of the consolidated financial statements for the year ended December 31, 2024

The Annual General Meeting, voting on the *quorum* and majority conditions for Ordinary General Meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements for the year ended December 31, 2024, approves these financial statements as presented, showing net income (Group share) of - 3,641 thousand euros.

Third resolution - Appropriation of net income for the year

The Annual General Meeting, voting on the *quorum* and majority conditions for Ordinary General Meetings, and on the recommendation of the Board of Directors, resolves to appropriate net income for the year ended December 31, 2024, as follows:

- origin:
 - profit for the year: 153,165.50 euros;
- affectation:
 - retained earnings: 153,165.50 euros.

In accordance with the provisions of Article 243 *bis* of the French General Tax Code, the Shareholders' Meeting notes that the following dividends and income have been distributed over the past three years:

During the exercise	Income eligible for the rebate Dividends	Other distributed income	Income not eligible for the rebate
2022	-	-	-
		Distribution in PRODWAYS GROUP shares (€4,726,728.36 or €0.278) per share) ⁽¹⁾	
2023	-		-
2024	-	-	-

(1) The amount of the distribution was deducted from reserves.

Fourth resolution - Statutory Auditors' special report on regulated agreements and commitments - Acknowledgment that there are no new agreements to be approved

The Shareholders' Meeting, deliberating in accordance with the *quorum* and majority requirements for ordinary general meetings, having reviewed the Statutory Auditors' special report, which mentions the absence of agreements and of the regulated commitments referred to in Article L.225-38 of the French Commercial Code, which are new and have not already been approved, hereby duly note them.

Fifth resolution - Approval of the information specified in I of Article L.22-10-9 of the French Commercial Code

The Annual General Meeting, voting under the *quorum* and majority conditions required for Ordinary General Meetings, and in accordance with Article L.22-10-34 of the French Commercial Code, approves the information specified in I of Article L.22-10-9 of the French Commercial Code, contained in the corporate governance report in section 3.3 of the Registration Document.

Sixth resolution - Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past year or awarded in respect of the same year to Raphaël GORGÉ, Chairman and Chief Executive Officer

The Annual General Meeting, voting under the *quorum* and majority conditions required for Ordinary General Meetings, and in accordance with Article L.22-10-34 of the French Commercial Code, approves the fixed, variable and exceptional items making up the total compensation and benefits of any kind paid during the year just ended or awarded in respect of the same year to Mr Raphaël GORGÉ, Chairman and Chief Executive Officer, as presented in the Corporate Governance Report in the Universal Registration Document (paragraph 3.4.1).

Seventh resolution - Approval of the compensation policy for the Chairman and Chief Executive Officer

The Annual General Meeting, voting under the *quorum* and majority conditions required for ordinary general meetings, and in accordance with Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman and Chief Executive Officer and/or any other executive corporate officer, as presented in the corporate governance report in section 3.2.1 of the Registration Document.

Eighth resolution - Approval of the compensation policy for the Chief Operating Officer

The Annual General Meeting, voting under the *quorum* and majority conditions required for Ordinary General Meetings, and in accordance with Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the Chief Operating Officer (if any), as presented in the Corporate Governance Report in section 3.2.2 of the Registration Document.

Ninth resolution - Approval of the directors' remuneration policy

The Annual General Meeting, voting under the *quorum* and majority conditions required for Ordinary General Meetings, and in accordance with Article L.22-10-8 of the French Commercial Code, approves the compensation policy for directors presented in the corporate governance report in section 3.2.4 of the Registration Document.

Tenth resolution - Authorization for the Board of Directors to buy back the Company's own shares under the terms of article L.22-10-62 of the French Commercial Code

The Annual General Meeting, voting on the *quorum* and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report, authorizes the Board of Directors, for a period of eighteen months, in accordance with Articles L.22-10-62 et seq. et seq. of the French Commercial Code, to purchase, on one or more occasions and at times to be determined by the Board of Directors, up to a maximum of 10% of the Company's share capital, adjusted to take account of any capital increases or decreases that may occur during the term of the program.

This authorization supersedes the authorization given to the Board of Directors by the 14th resolution of the Annual General Meeting of June 18, 2024.

Acquisitions may be made with a view to:

- to ensure the liquidity of EXAIL TECHNOLOGIES shares through a liquidity contract with an investment services provider, in accordance with accepted regulatory practice where such exists, it being specified that in this context the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, less the number of shares resold.
- to retain the shares purchased and subsequently tender them in exchange or as consideration for any future acquisitions.
- cover stock option plans and/or bonus share plans (or similar plans) for Group employees and/or corporate officers, as well as all allocations of shares under a company or group savings plan (or similar plan), under the company's profit-sharing scheme and/or all other forms of share allocation to Group employees and/or corporate officers.
- to hedge securities giving entitlement to the allocation of shares in the Company within the framework of the regulations in force;
- cancel any shares acquired, in accordance with the authorization granted or to be granted by the Extraordinary Shareholders' Meeting. And more

generally, to operate for any purpose that may be authorized by law or any market practice that may be accepted by the market authorities.

These share purchases may be carried out by any means, including through the acquisition of blocks of shares, and at times deemed appropriate by the Board of Directors.

The Company reserves the right to use options or derivatives in connection with the sale of its shares. applicable regulations.

The maximum purchase price is set at 90 euros per share. In the event of a capital transaction, notably a stock split or reverse stock split, or the allocation of bonus shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplier coefficient equal to the ratio between the number of shares making up the capital before the transaction and the number of shares after the transaction).

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this authorization from the date of filing by a third party of public tender offer for the Company's shares, until the end of the offer period.

The theoretical maximum amount of the transaction is set at 156,822,660 euros (corresponding to 10% of the share capital on March 24, 2025 at a maximum price of 90 euros per share).

The Annual General Meeting gives full power to the Board of Directors to carry out these transactions, determine the terms and conditions, enter into any and all agreements and carry out any and all formalities.

EXTRAORDINARY BUSINESS

Eleventh resolution - Authorization to be given to the Board of Directors to cancel shares bought back by the Company under Article L.22-10-62 of the French Commercial Code

The Annual General Meeting, voting on the *quorum* and majority conditions for Extraordinary General Meetings, having reviewed the Directors' Report and the Statutory Auditors' Report:

- 1) authorizes the Board of Directors to cancel, at its sole discretion, on one or more occasions, up to a maximum of
In accordance with article L.22-10-62 of the French Commercial Code, the Board of Directors may cancel any shares held by the Company as a result of share buybacks carried out under this authorization, up to a maximum of 10% of the Company's capital stock at the date of the cancellation decision, less any shares cancelled in the course of the previous 24 months;
- 2) sets the period of validity of this authorization at twenty-four months from the date of this Meeting;
- 3) grants full powers to the Board of Directors to carry out the transactions necessary for such cancellations and the corresponding reductions in share capital, to amend the Company's bylaws accordingly and to complete all required formalities.

Twelfth resolution - Delegation of authority to the Board of Directors to increase share capital by capitalizing reserves, profits and/or additional paid-in capital

The Annual General Meeting, voting on the *quorum* and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and in accordance with Articles L.225-129-2, L.225-130 and L.22-10-49 et seq. of the French Commercial Code:

- 1) delegates to the Board of Directors the power to decide to increase the share capital, on one or more occasions, at such times and on such terms as it shall determine, by capitalizing reserves, profits, premiums or other amounts whose capitalization may be permitted, by issuing and allotting bonus shares or by increasing the par value of existing ordinary shares, or by a combination of these two methods;
 - 2) resolves that, should the Board of Directors make use of this authorization, in accordance with the provisions of Article L.22-10-50 of the French Commercial Code, in the event of a capital increase in the form of the allocation of bonus shares, fractional rights will not be negotiable or transferable and the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights within the period provided for by the regulations;
 - 3) sets the period of validity of this delegation at twenty-six months from the date of this Meeting;
 - 4) decides that the amount of the capital increase resulting from the issues carried out under this resolution may not exceed the nominal amount of 5,000,000 euros, not including, where applicable, the amount required to preserve, in accordance with the law, the rights of holders of securities giving entitlement to shares;
 - 5) this ceiling is independent of all the ceilings provided for in the other resolutions of this General Meeting;
 - 6) grants the Board of Directors full powers to implement this resolution and, in general, to take all measures and carry out all formalities required for the successful completion of each capital increase, to record the completion thereof and to amend the bylaws accordingly;
 - 7) formally notes that this authorization cancels and replaces, as from the date here of, any unused portion of any previous authorization for the same purpose.
- Thirteenth resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued (by the Company or a Group company), with pre-emptive subscription rights for existing shareholders**

The Annual General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, and in particular Articles L.225-129-2, L.22-10-39, L.228-92, L.225-132 et seq:

- 1) authorizes the Board of Directors to issue shares and share equivalents, on one or more occasions, in the proportions and at the times it sees fit, either in euros or in foreign currencies or in any other unit of account calculated by reference to a basket of currencies:
 - ordinary shares, and/or
 - equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or
 - securities giving access to equity securities to be issued.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or by any company that directly or indirectly owns more than half of its capital or in which it directly or indirectly owns more than half of the capital;

- 2) sets the period of validity of this delegation at twenty-six months, counting from the date of this Meeting;
- 3) resolves to set the following limits on the amounts of issues authorized in the event that the Board of Directors makes use of this delegation of authority:
 - the aggregate par value of shares that may be issued under this authorization may not exceed 5,000,000 euros, it being specified that the par value of capital increases that may be carried out pursuant to resolutions 14, 15, 16 and 18 will be deducted from this ceiling,
 - the nominal value of ordinary shares to be issued to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and any contractual provisions providing for other cases of adjustment,
 - the nominal amount of debt securities issued by the Company under this authorization may not exceed 50,000,000 euros, it being specified that the nominal amount of debt securities that may be issued under the 14th and 15th resolutions will be deducted from this ceiling;
- 4) in the event that the Board of Directors uses this authorization in connection with the issues referred to in 1) above:
 - a/decides that the issue(s) of ordinary shares or securities giving access to the capital will be reserved in preference to shareholders who may subscribe on an irreducible basis,
 - b/decides that if subscriptions by irrevocable entitlement, and where applicable by reducible entitlement, have not absorbed the entire issue referred to in 1), the Board of Directors may use the following options:
 - limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by regulations,
 - freely allocate all or part of the unsubscribed shares,
 - offer all or part of the unsubscribed shares to the public ;
- 5) resolves that the Board of Directors will have all necessary powers, within the limits set above, in particular to set the terms and conditions of the issue(s) and determine the issue price, if applicable, record the completion of the resulting capital increases, amend the bylaws accordingly, deduct, at its sole discretion, the costs of the capital increases from the related premiums and deduct from this amount the sums required to bring the legal reserve up to one-tenth of the new capital after each increase and, more generally, do whatever is necessary in this regard ;
- 6) formally notes that this authorization supersedes any previous authorization to the same effect.

Fourteenth resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving, where applicable, access to other equity securities or giving entitlement to the allotment of debt securities and/or securities (of the Company or of a Group company), and/or securities giving access to equity securities to be issued (of the Company or of a Group company), with waiver of pre-emptive subscription rights by way of a public offering (excluding offers governed by Article L.411-2, paragraph 1 of the French Monetary and Financial Code) and/or as consideration for securities in a public exchange offer. of the French Monetary and Financial Code) and/or as consideration for securities issued in connection with a public exchange offer

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the French Commercial Code, and in particular Articles L.225-129-2, L.225-136, L.22-10-49, L.22-10-52, L.22-10-54 and L.228-92 :

- 1) delegates to the Board of Directors the power to issue, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international market, through a public offering excluding the offers referred to in 1° of Article L.411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other unit of account established by reference to a group of currencies:
 - ordinary shares, and/or
 - equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or
 - securities giving access to equity securities to be issued.

These shares may be issued as consideration for shares tendered to the Company in connection with a public share exchange offer satisfying the conditions set out in Article L.22-10-54 of the French Commercial Code.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or by any company that directly or indirectly owns more than half of its capital or in which it directly or indirectly owns more than half of the capital;

- 2) sets the period of validity of this delegation at twenty-six months, counting from the date of this Meeting;
 - 3) the aggregate par value of ordinary shares that may be issued under this authorization may not exceed €5,000,000.
- In addition to this ceiling, the nominal amount of any capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and any contractual provisions providing for other methods of preservation.
- This amount is to be deducted from the maximum nominal amount of ordinary shares that may be issued under the 13th extraordinary resolution of this General Meeting or any subsequent resolution. The aggregate par value of debt securities issued under this authorization may not exceed €50,000,000.
- This amount will be deducted from the ceiling on the nominal amount of debt securities provided for in the 13th extraordinary resolution of this General Meeting or in any subsequent resolution;
- 4) resolves to cancel shareholders' pre-emptive rights to subscribe for ordinary shares and share equivalents. securities giving access to the share capital and/or debt securities covered by this resolution, while giving the Board of Directors the option of granting shareholders a priority right, in accordance with the law;
 - 5) resolves to delegate to the Board of Directors full powers to set the issue price of any equity-linked securities that may be issued under this authorization, in accordance with Article L.22-10-52 of the French Commercial Code;
 - 6) resolves, in the event of the issue of shares as consideration for shares tendered in connection with a public exchange offer, that the Board of Directors will have the necessary powers, under the conditions set out in Article L.22-10-54 of the French Commercial Code and within the limits set above, to draw up the list of shares tendered in exchange, set the terms of issue, the exchange ratio and, if applicable, the amount of any cash balance to be paid, and determine the terms of issue;
 - 7) decides that if subscriptions do not absorb the entire issue referred to in 1/, the Board of Directors may use the following options:
 - limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by regulations,
 - freely allocate all or part of the unsubscribed shares ;
- resolves that the Board of Directors will have the necessary powers

- 8) resolves that the board of Directors will have necessary powers, within the limits set above, in particular to set the terms and conditions of the issue(s), if applicable, record the completion of the resulting capital increases, amend the bylaws accordingly, charge, at its sole discretion, the costs of the capital increases against the amount of the related premiums and deduct from this amount the sums necessary to cover the costs of the capital increases necessary to bring the legal reserve up to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in such matters;
- 9) formally notes that this authorization cancels and replaces any unused portion of any previous authorization for the same purpose.

Fifteenth resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities (of the Company or a Group company) and/or securities giving access to equity securities to be issued (of the Company or a Group company), without pre-emptive subscription rights, by means of an offer governed by 1° of Article L.411-2 of the French Monetary and Financial Code.

The Annual General Meeting, voting on the *quorum* and majority conditions for Extraordinary General Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the French Commercial Code, and in particular Articles L.225-129-2, L.225-136, L.22-10-49, L.22-10-52 and L.228-92 :

- 1) delegates to the Board of Directors the power to issue shares and share equivalents, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international markets, by means of an offer governed by Article L.411-2 1° of the French Monetary and Financial Code, either in euros, foreign currencies or any other unit of account established by reference to a basket of currencies:
- ordinary shares, and/or
 - equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or
 - securities giving access to equity securities to be issued.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or by any company that directly or indirectly owns more than half of its capital or in which it directly or indirectly owns more than half of the capital;

- 2) sets the period of validity of this delegation at twenty-six (26) months, counting from the date of this Meeting;
- 3) the aggregate par value of ordinary shares that may be issued under this authorization may not exceed €5,000,000, it being specified that it may not exceed the limits provided for by applicable regulations (for information purposes, as of March 24, 2025, this limit is 30% of the share capital per year).

In addition to this ceiling, the nominal amount of any capital increase is required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and any contractual provisions providing for other methods of preservation.

This amount is deducted from the maximum par value of ordinary shares that may be issued under the 13th extraordinary resolution of this General Meeting or any subsequent resolution. The aggregate par value of debt securities issued under this authorization may not exceed €50,000,000.

This amount will be deducted from the ceiling on the nominal amount of debt securities provided for in the 13th extraordinary resolution of this General Meeting or in any subsequent resolution;

- 6) resolves to waive shareholders' pre-emptive rights to subscribe to ordinary shares and securities carrying rights to shares and/or debt securities issued under this resolution;
- 7) resolves to delegate to the Board of Directors full powers to set the issue price of any equity-linked securities that may be issued under this authorization, in accordance with Article L.22-10-52 of the French Commercial Code;
- 8) decides that if subscriptions do not absorb the entire issue referred to in 1/, the Board of Directors may use the following options:
- limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by regulations,
 - freely allocate all or part of the unsubscribed shares ;
- 9) resolves that the Board of Directors will have the necessary powers, within the limits set above, to set the terms and conditions of the issue(s), if applicable, record the completion of the resulting capital increases, amend the bylaws accordingly, deduct, at its sole discretion, the costs of the capital increases from the related premiums and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase, and more generally do whatever is necessary in this regard;
- 10) formally notes that this authorization cancels and replaces any unused portion of any previous authorization for the same purpose.

Sixteenth resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities carrying rights to shares and/or debt securities, without pre-emptive subscription rights for one or more named persons

The Annual General Meeting, voting on the *quorum* and majority conditions for Extraordinary General Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the French Commercial Code, and in particular Articles L.225-129-2, L.22-10-49, L.22-10-52-1 and L.228-92 :

- 1) delegates to the Board of Directors the authority to issue shares and share equivalents, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international markets, either in euros, foreign currencies or any other unit of account calculated by reference to a basket of currencies, without pre-emptive subscription rights for one or more specifically designated persons:

- ordinary shares, and/or
- securities giving access to capital and/or debt securities.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or by any company that directly or indirectly owns more than half of its capital or in which it directly or indirectly owns more than half of the capital;

- 2) sets the period of validity of this delegation at eighteen (18) months, counting from the date of this Meeting;
- 3) the aggregate par value of ordinary shares that may be issued under this authorization may not exceed 5,000,000 euros, it being specified that this amount will in any event be limited to 30% of the share capital per year, in accordance with the law.

In addition to this ceiling, the nominal amount of any capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and, where applicable, any contractual provisions providing for other methods of preservation.

This amount is to be deducted from the maximum nominal amount of ordinary shares that may be issued under the 13th extraordinary resolution of this General Meeting or any subsequent resolution;

- 1) resolves to cancel shareholders' pre-emptive rights to subscribe for the securities covered by this resolution in favor of one or more persons designated by name, and to delegate to the Board of Directors the power to designate such person or persons;
- 2) resolves, in accordance with the provisions of Article L.22-10-52-1 of the French Commercial Code, that the issue price of ordinary shares that may be issued under this authorization will be set by the Board of Directors in accordance with the regulatory provisions applicable on the date this authorization is used;

- 3) decides that if subscriptions have not absorbed the entire issue referred to in paragraph 1, the Board of Directors may limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by regulations;
- 4) resolves that the Board of Directors will have full powers, within the limits set above, to determine the terms and conditions of the issue(s), designate the person(s) for whom the issue(s) is (are) reserved, determine the number of shares to be allotted to each of the beneficiaries, set the amount to be issued, the issue price and the amount of any premium that may be requested on issue, determine the dates and terms of issue, and the nature, form and characteristics of the securities to be created, determine the method of payment for the shares and/or securities issued or to be issued, suspend the exercise of the rights attached to the securities issued for a maximum period of three months, record the completion of the resulting capital increases, amend the bylaws accordingly, deduct, at its sole discretion, the costs of the capital increases from the amount of the related premiums, and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase, and more generally do whatever is necessary in this respect.

Seventeenth resolution - Authorization to increase the amount of issues in the event of oversubscription

The Annual General Meeting, having considered the Board of Directors' report and the Statutory Auditors' report, resolves that for each of the issues of ordinary shares or securities giving access to the share capital decided pursuant to resolutions 13 to 16, the number of shares to be issued may be increased in accordance with Articles L.225-135-1 and R.225-118 of the French Commercial Code, subject to the ceilings set by the Meeting, if the Board of Directors determines that demand exceeds supply. This authorization is valid for a period of 26 months from the date of this Meeting.

Eighteenth resolution - Authorization to be given to the Board of Directors to increase the Company's capital by issuing ordinary shares and/or securities giving access to the Company's capital, up to a limit of 20% of the capital, in consideration for contributions in kind of shares or securities giving access to the Company's capital.

The Annual General Meeting, having considered the reports of the Board of Directors and the Statutory Auditors, and in accordance with Articles L.225-147, L.22-10-49, L.22-10-53 and L.228-92 of the French Commercial Code :

- 1) authorize the Board of Directors, on the basis of the report of the contributions auditor, to issue ordinary shares or securities giving access to ordinary shares as consideration for contributions in kind made to the Company in the form of shares or securities giving access to the Company's capital, where the provisions of Article L.22-10-54 of the French Commercial Code do not apply;
- 2) sets the period of validity of this delegation at twenty-six (26) months, counting from the date of this Meeting;
- 3) resolves that the aggregate par value of ordinary shares that may be issued under this authorization may not exceed 20 % of the Company's capital stock at the date of this Meeting, excluding the par value of any capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital stock, in accordance with the law and any contractual provisions providing for other cases of adjustment. The total nominal amount of capital increases resulting from issues carried out under this authorization will be deducted from the ceiling on capital increases set by the 13th resolution;
- 4) delegates full powers to the Board of Directors, for the purposes of approving the valuation of the contributions, deciding on the resulting capital increase, recording its completion, charging, where appropriate, all costs and fees incurred by the capital increase to the contribution premium, deducting from the contribution premium the sums required to bring the legal reserve to one-tenth of the new capital after each increase, amending the bylaws accordingly, and doing all that is necessary in such matters;
- 5) formally notes that this authorization cancels and replaces any unused portion of any previous authorization for the same purpose.

Nineteenth resolution - Delegation of authority to the Board of Directors to increase the Company's capital by issuing ordinary shares and/or securities carrying rights to shares, without pre-emptive subscription rights for existing shareholders, in accordance with Articles L.3332-18 et seq. of the French Labor Code.

The Annual General Meeting, having considered the report of the Board of Directors and the Auditors' special report, and deliberating in accordance with Articles L.225-129-6, L.225-138-1 and L.228-92 of the French Commercial Code and L.3332-18 et seq. of the French Labor Code :

- 1) delegates its authority to the Board of Directors, at its sole discretion and if it sees fit, to increase the share capital on one or more occasions by issuing ordinary shares or securities giving access to equity securities to be issued by the Company for the benefit of members of one or more company or group savings plans set up by the Company and/or French or foreign companies affiliated to it under the terms of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code ;
- 2) cancels, in favour of these persons, the preferential right to subscribe to the shares that may be issued pursuant to this delegation;
- 3) sets the period of validity of this delegation at twenty-six (26) months from the date of this Meeting;
- 4) limit the maximum nominal amount of the capital increase(s) that may be carried out under this authorization to 3% of the share capital at the time of the Board's decision to carry out the capital increase, this amount being independent of any other ceiling provided for in respect of delegated capital increases. To this amount shall be added, where applicable, the nominal amount of the capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and, where applicable, any contractual stipulations providing for other methods of preservation;
- 5) resolves that the price of the shares to be issued under paragraph 1/of this authorization may not be more than 30% lower than the average opening price of the Company's shares over the 20 trading days preceding the date of the decision to open the subscription period, or 40% lower if the lock-up period provided for in the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labor Code is ten years or more;
- 6) resolves, in accordance with Article L.3332-21 of the French Labor Code, that the Board of Directors may provide for the allocation to the beneficiaries defined in the first paragraph above, free of charge, of shares to be issued or already issued or other securities giving access to the Company's capital to be issued or already issued, in respect of (i) the employer's contribution to the Company's share capital which may be paid in application of the regulations governing company or group savings plans, and/or (ii) where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or issue premiums required to pay up the said shares. The Board of Directors may or may not implement this authorization, and may take all necessary measures and carry out all formalities.

Twentieth resolution - Amendment to Article 15 of the Articles of Association to make it easier to attend Board meetings by telecommunication, written consultation or postal vote

The Annual General Meeting, voting on the *quorum* and majority conditions for Extraordinary General Meetings, having reviewed the report of the Board of Directors and the amendments and relaxations to the rules governing attendance at meetings of the Boards of Directors of sociétés anonymes introduced by the French "Attractivité" Act of June 13, 2024, resolves to amend Article 15 of the Articles of Association as follows:

"Article 15 - Deliberations of the Board

The Board of Directors meets as often as the Company's interests require, at the call of its Chairman. If the Board has not met for more than two months, at least one-third of the directors, or the Chief Executive Officer, may ask the Chairman, who is bound by this request, to convene a meeting of the Board on a specific agenda.

Invitations are issued by any means, including verbally.

Decisions are taken by majority vote of members present or represented.

Directors who participate in the meeting by means of telecommunication in accordance with current regulations are deemed to be present for the purposes of calculating quorum and majority.

In the event of a tie, the Chairman of the meeting has the casting vote.

The Board of Directors may also take decisions by written consultation of the directors, including by electronic means, under the conditions laid down by the regulations in force, at the Chairman's initiative, and subject to the absence of opposition from any member of the Board of Directors to the use of this method. In this case, at the request of the Chairman of the Board of Directors, the directors are asked to give their opinion on the decision addressed to them, by any written means (including electronically), within 3 working days (or less, depending on the period specified in the request) of receiving it. A member of the Board of Directors may object to the use of this procedure by the same means, by notifying the Chairman of the Board formally within 48 hours. Irrespective of an objection to the use of written consultation, in the event of failure to respond in writing to the Chairman of the Board within the required timeframe and in accordance with the terms set out in the request, directors who have not responded will be deemed to be absent and not to have taken part in the decision.

Directors may also vote by correspondence using a form in accordance with the conditions set out in current regulations.

Ordinary

Twenty-first resolution - Powers to carry out formalities

The Shareholders' Meeting gives full powers to the bearer of a copy or extract of these minutes to carry out all filing and publication formalities required by law.

Shareholders may attend the meeting regardless of the number of shares they own, notwithstanding any statutory clauses to the contrary.

The right to attend Shareholders' Meetings is evidenced by the registration of shares in an account in the name of the shareholder or of the intermediary registered on his or her behalf pursuant to Article L. R.22-10-28 of the French Commercial Code, by the second business day prior to the Meeting, i.e. midnight Paris time on June 23, 2025, either in the registered share accounts held by the Company, or in the bearer share accounts held by the authorized intermediary. The registration of shares in the bearer share accounts held by the authorized intermediary must be evidenced by a certificate of participation issued by the intermediary and appended to the absentee voting or proxy form, or to the request for an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate must also be issued by your financial intermediary to any shareholder wishing to attend the Meeting in person and who has not received an admission card by midnight (Paris time) on the second business day prior to the Meeting.

If they are unable to attend the meeting in person, shareholders may choose one of the following three options:

- 1) send a power of attorney to the company without specifying a proxy.
- 2) grant a proxy to any individual or legal entity of their choice, in accordance with the conditions set out in Articles L. 225-106 I and L.22-10-39 of the French Commercial Code. Accordingly, shareholders must send Uptevia a written and signed power of attorney, indicating their first name, surname and address, as well as those of their proxy. The revocation of the proxy is subject to the same formal conditions as those used for its constitution.

In accordance with the provisions of Articles R.225-79 and R.22-10-24 of the French Commercial Code, notification of the appointment and revocation of a proxy may also be made by electronic means, in accordance with the following procedures:

- for registered shareholders: by sending an e-mail bearing an electronic signature, resulting from a reliable identification process guaranteeing its link with the remote voting form, to the following e-mail address ct-mandataires-assemblees@uptevia.com, specifying their surname, first name, address and Uptevia identifier for pure registered shareholders (information available at the top left of their securities account statement) or their identifier with their financial intermediary for administered registered shareholders, as well as the surname and first name of the appointed or revoked proxy;

- for bearer shareholders: by sending an e-mail bearing an electronic signature resulting from a reliable identification process guaranteeing its link with the remote voting form, to the following e-mail address ct-mandataires-assemblees@uptevia.com, specifying their surname, first name, address and full bank details, as well as the surname and first name of the proxy appointed or revoked, then asking their financial intermediary who manages their securities account to send written confirmation (by post) to **Uptevia - Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex**.

Only notifications of appointment or revocation of mandates duly signed, completed and received no later than three days before the date of the General Meeting will be taken into account. Furthermore, only notifications of appointment or revocation of mandates may be sent to the above-mentioned e-mail address. Any other request or notification relating to another subject will not be taken into account and/or processed.

- 3) vote by post.

Shareholders who have already cast a postal vote, sent in a proxy or requested an admission card or certificate of attendance may sell all or some of their shares at any time. However, if the transfer of ownership takes place before midnight Paris time on the second business day prior to the Meeting, i.e. June 23, 2025, the company will invalidate or amend the absentee ballot, proxy, admission card or certificate of attendance, as appropriate. To this end, the authorized intermediary will notify the transfer of ownership to the company or its agent and will provide the necessary information.

Proxy and postal voting forms are sent automatically by post to shareholders with direct registered or administered accounts.

In accordance with the law, all documents to be submitted to the Annual Shareholders' Meeting will be made available on our website.

These documents will be made available to shareholders, within the legal deadlines, at the registered office of EXAIL TECHNOLOGIES and on the company's website www.exail-technologies.com (Investors section, General Meetings heading), or may be sent on request to Uptevia.

For holders of bearer shares, proxy and postal voting forms will be sent by **Uptevia - Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex** no later than six days before the date of the Meeting.

To be counted, the postal voting form, completed and signed, must be received by **Uptevia**.

- **Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex** no later than three days before the Meeting.

Once a shareholder has already cast a postal vote, sent in a proxy or requested an admission card or certificate of participation, he or she may no longer choose another means of attending the Meeting, unless otherwise provided for in the Articles of Association.

Shareholders may submit written questions to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. Such questions must be sent to the company's registered office by registered letter with acknowledgement of receipt no later than the fourth business day prior to the date of the Annual General Meeting. They must be accompanied by a certificate of share ownership.

Reasoned requests for the inclusion of items or draft resolutions on the agenda from shareholders who meet the legal conditions in force must be sent to the registered office by registered letter with acknowledgement of receipt, and must be received no later than twenty-five days before the Annual General Meeting. Requests must be accompanied by an account registration certificate showing that the person making the request holds or represents the fraction of the share capital required by Article R. 225-71 of the French Commercial Code.

The list of items added to the agenda and the text of draft resolutions will be published on the Company's website (www.exail-technologies.com) in accordance with article R.22-10-23 of the French Commercial Code. Requests for the inclusion of draft resolutions must be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement.

Shareholders are also reminded that consideration by the Meeting of the items on the agenda and the resolutions to be submitted is subject to the submission by interested parties, no later than midnight (Paris time) on the second business day prior to the Meeting, of a new certificate evidencing that their shares have been registered in a securities account under the same conditions as those set out above.

This notice will be followed by a notice of meeting containing any changes to the agenda resulting from requests for the inclusion of draft resolutions submitted by shareholders.

THE BOARD OF DIRECTORS.