

BALO

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Direction de l'information
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DIRECTION DE L'INFORMATION LÉGALE ET ADMINISTRATIVE 26, rue Desaix, 75727

PARIS CEDEX 15

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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

CORRECTION TO PRIOR NOTICE OF MEETING

The Board of Directors of Exail Technologies SA decided on May 21, 2025 to correct and amend as follows the draft resolutions no. 12, 13, 14, 15, 16 and 18 of the Annual General Meeting of June 25, 2025, initially published in the BALO of May 19, 2025:

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 Annual General 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 through the allotment 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; this ceiling is independent of all the ceilings provided for in the other resolutions of this Meeting;
- 5) 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;
- 6) formally notes that this authorization cancels and replaces, as from the date hereof, 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*)

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, foreign currencies or 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,
 - 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,
- 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 for shares on an irreducible basis,
 - b/decides that if subscriptions by irrevocable entitlement, and where applicable by reducible entitlement, have not absorbed the entirety of an 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 Company's share warrants may be issued by means of a subscription offer, but also by free allocation to the owners of existing shares, it being specified that the Board of Directors will have the option of deciding that fractional allocation rights will not be negotiable and that the corresponding shares will be sold.
- 6) resolves that the Board of Directors will have the necessary powers, within the above limits, to set the terms and conditions of the issue(s), determine the issue price, record the completion of any resulting capital increases, and amend the bylaws accordingly, deduct, at its sole discretion, the costs of capital increases from the amount of premiums relating thereto, 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;
- 7) 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, as the case may be, access to other equity securities or giving entitlement to the allotment of debt 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 shares in 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 terms of the 15° and 16° extraordinary resolutions of this General Meeting or any subsequent resolution.

- 4) resolves to cancel shareholders' pre-emptive rights to subscribe for the ordinary shares and securities giving access to the 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 out above, to draw up the list of shares tendered for 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 cover the entire issue referred to in 1/, the Board of Directors may exercise 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 ;
- 8) 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;
- 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, 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), with waiver of 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) authorize 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, 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 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 (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 at March 24, 2025, this limit is 3.0 % of the share capital per year).

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 par value of ordinary shares that may be issued under the terms of the 14th and 16th extraordinary resolutions of this Shareholders' Meeting or any successor resolution.

- 4) resolves to waive shareholders' pre-emptive rights to subscribe for ordinary shares and securities carrying rights to shares and/or debt securities issued under this resolution;
- 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) 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 ;
- 7) 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;
- 8) 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 or in foreign currencies or in 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 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 terms of the 14th and 15th extraordinary resolutions of this General Meeting or any successor resolution;

- 4) resolves to waive shareholders' pre-emptive rights to subscribe for the shares to be issued under 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;
- 5) 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;
- 6) 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;
- 7) resolves that the Board of Directors will have the necessary powers, within the limits set above, with the option of sub-delegation, in particular to set the terms and conditions of the issue(s), designate the person(s) to whom the issue(s) is (are) reserved, determine the number of shares to be allotted to each of the beneficiaries, decide on 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 the 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 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 generally do whatever is necessary in this regard.

Eighteenth resolution (*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 order to remunerate contributions in kind of securities or securities giving access to 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 share 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. This ceiling is independent of any other ceiling applicable to delegations of authority to increase the Company's capital;
- 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 up 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.

These draft new resolutions cancel and replace the draft resolutions previously published in the BALO published on May 19, 2025 and in the Company's Universal Registration Document 2024 .

The rest of the notice of meeting published in the BALO of May 19, 2025 remains unchanged.