

EXAIL TECHNOLOGIES

Public limited company with a capital of €17,424,747
Registered office: 30 rue de Gramont – 75002 PARIS
348 541 186 RCS PARIS

NOTICE OF MEETING

Ladies and gentlemen, shareholders are informed that an Ordinary and Extraordinary General Meeting of shareholders will be held on June 25, 2025 at 9:30 a.m. at the premises of LCL – 19 boulevard des Italiens - 75002 Paris, for the purpose of deliberating on the agenda below.

Agenda

Ordinary

1. Approval of the annual financial statements for the year ended 31 December 2024 – Approval of non-tax deductible expenses and expenses
2. Approval of the consolidated financial statements for the year ended 31 December 2024
3. Appropriation of profit for the year
4. Statutory Auditors' special report on regulated agreements and commitments – finding that no new agreement needs to be approved
5. Approval of the information referred to in I of Article L.22-10-9 of the French Commercial Code
6. Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the past financial year or awarded in respect of the same financial year to Mr. Raphaël GORGÉ, Chairman and Chief Executive Officer
7. Approval of the Chairman and Chief Executive Officer's remuneration policy
8. Approval of the Deputy Chief Executive Officer's remuneration policy
9. Approval of the Directors' Compensation Policy
10. Authorization to be given to the Board of Directors to have the Company buy back its own shares under the provisions of Article L.22-10-62 of the French Commercial Code

Extraordinary

11. Authorization to be given to the Board of Directors to cancel the shares repurchased by the Company under the provisions of Article L.22-10-62 of the French Commercial Code
12. Delegation of authority to be given to the Board of Directors to increase the capital by capitalization of reserves, profits and/or bonuses
13. Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued (by the Company or a Group company), with preferential subscription rights
14. Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving, where applicable, access to other equity securities or entitling to the allocation of debt securities and/or transferable securities (of the Company or a Group company), and/or transferable securities giving access to equity securities to be issued (of the Company or a Group company), with cancellation of preferential subscription rights by public offering (excluding the offers referred to in 1° of Article L.411-2 of the French Monetary and Financial Code) and/or as remuneration for securities in the context of a public exchange offer
15. Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving, where applicable, access to other equity securities or giving the right to the allocation of debt securities (of the Company or a Group company) and/or transferable securities giving access to equity securities to be issued (of the Company or

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a Group company), with cancellation of the preferential subscription right by an offer referred to in 1° of Article L.411-2 of the Monetary and Financial Code

16. Delegation of authority to be conferred on the Board of Directors to decide on the issuance of ordinary shares and/or transferable securities giving access to the share capital and/or debt securities, with cancellation of preferential subscription rights in favour of one or more named persons
17. Authorization to increase the amount of emissions in the event of excess demand
18. Delegation to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or transferable securities giving access to the share capital up to a limit of 20% of the share capital in order to remunerate contributions in kind of securities or transferable securities giving access to the share capital
19. Delegation of authority to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or transferable securities giving access to the share capital with cancellation of preferential subscription rights for the benefit of members of a company savings plan pursuant to Articles L.3332-18 et seq. of the French Labor Code
20. Amendment of Article 15 of the Articles of Association in order to make the procedures for participation in meetings of the Board of Directors more flexible, by means of telecommunication, written consultation or postal voting
21. Powers for formalities

Shareholders' attention is drawn to the fact that the text of the resolutions published in the BALO's prior notice of May 19, 2025 was corrected in the BALO on May 26, 2025.

Shareholders may take part in this meeting regardless of the number of shares they own, notwithstanding any clauses in the articles of association to the contrary.

The right to participate in the Shareholders' Meetings of companies is justified by the registration of the shares in the name of the shareholder or the intermediary registered on his behalf pursuant to Article L. R.22-10-28 of the French Commercial Code, on the second business day prior to the meeting, i.e. June 23, 2025 at midnight, Paris time, either in the registered share accounts held by the company, or in the bearer share accounts held by the authorised intermediary.

The registration of the shares in the bearer share accounts held by the authorised intermediary must be evidenced by a certificate of participation issued by the latter, and annexed to the remote voting or proxy form, or to the application 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 its financial intermediary to shareholders wishing to participate physically in the Meeting and who have not received their admission card on the second business day prior to the meeting at midnight, Paris time.

If they do not attend this meeting in person, shareholders can choose between one of the following three options:

- 1) send a proxy to the company without specifying a proxy.
- 2) give a power of attorney to any natural or legal person of their choice under the conditions provided for in Articles L. 225-106 I and L.22-10-39 of the French Commercial Code. Thus, the shareholder must send Uptevia a written and signed proxy indicating his surname, first name and address as well as those of his proxy. The revocation of the mandate is carried out under 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, the notification of the appointment and revocation of a proxy may also be made electronically, in accordance with the following procedures:

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- for registered shareholders: by sending an e-mail with 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 their Uptevia identifier for direct registered shareholders (information available at the top left of their securities account statement) or their identification 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 appointed or revoked proxy, then imperatively asking their financial intermediary who ensures the management of their securities account to send a written confirmation (by post) to **Uptevia - General Meetings Service – 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 may be taken into account. In addition, only notifications of the appointment or revocation of mandates may be sent to the above-mentioned e-mail address, any other request or notification relating to another subject matter may not be taken into account and/or processed.

3) vote by mail.

Shareholders who have already cast their vote remotely, sent a proxy or requested their admission card or a certificate of participation may sell all or part of their shares at any time. However, if the transfer of ownership takes place before the second business day prior to the Meeting, i.e. June 23, 2025, at midnight, Paris time, the company invalidates or modifies accordingly, as the case may be, the remote vote, the proxy, the admission card or the certificate of participation. To this end, the authorised intermediary shall notify the transfer of ownership to the company or its representative and shall provide it with the necessary information.

The proxy and postal voting forms are automatically sent to shareholders registered in a direct registered account or administered by post.

Participation and voting by videoconference or by means of telecommunication were not retained for the meeting of this Assembly.

A live audiovisual broadcast of the General Meeting will be available on the day of the General Assembly. Shareholders wishing to connect to the live webcast must make a prior request by email to exail-technologies@actus.fr or via the registration link available on the website exail-technologies.com, Finance section, Shareholders' Meetings section. These shareholders will be required to provide:

- A certificate of book-entry on the second business day prior to the Shareholders' Meeting (i.e. June 23, 2025) (or a certificate on an earlier date containing the mention of the account holder undertaking to inform Uptevia or the issuer of any change in the number of shares held before the date of the Shareholders' Meeting);
- A copy of their identity document; and
- The phone number or email address they want to use to log in.

Login details will be sent by return email after validation of the registration.

In accordance with the law, all documents that must be communicated to this General Meeting 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 section) or sent on request to Uptevia.

For holders of bearer shares, proxy and postal voting forms will be sent to them upon request received by registered letter with acknowledgement of receipt 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 at **Uptevia - Service Assemblées Générales – 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex** no later than three days before the Meeting.

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When the shareholder has already cast his vote remotely, sent a proxy or requested his admission card or a certificate of participation, he may no longer choose another method of participation in 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. These questions must be sent to the company's registered office by registered letter with acknowledgement of receipt no later than the fourth business day preceding the date of the Shareholders' Meeting. They must be accompanied by a certificate of registration in the account.

Reasoned requests for the inclusion of items or draft resolutions on the agenda by 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 General Meeting is held. These applications must be accompanied by a certificate of registration in an account justifying the possession or representation by the authors of the application of the fraction of the capital required by Article R. 225-71 of the Commercial Code. The list of items added to the agenda and the text of the 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. The request for the inclusion of draft resolutions shall be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory memorandum.

It is also recalled that the Shareholders' Meeting's examination of the agenda items and resolutions to be presented is subject to the transmission by the interested parties, no later than the second business day prior to the Meeting at midnight, Paris time, of a new certificate justifying the registration of their shares in an account under the same conditions as those indicated above.

This notice will be followed by a notice of meeting setting out any changes made to the agenda following requests for the registration of draft resolutions submitted by shareholders.

THE BOARD OF DIRECTORS