

EXAIL TECHNOLOGIES**SOCIÉTÉ ANONYME WITH A CAPITAL OF €17,044,747****REGISTERED OFFICE: 30 RUE DE GRAMONT – 75002****PARIS 348 541 186 RCS PARIS****ADVANCE NOTICE OF MEETING**

Ladies and gentlemen, shareholders are informed that an Ordinary and Extraordinary General Meeting of shareholders will be held on June 19, 2026 at 9:30 a.m. in the premises of the Cloud Business Center - 10 bis rue du Quatre Septembre - 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 2025 – Approval of non-tax deductible expenses and expenses
2. Approval of the consolidated financial statements for the year ended December 31, 2025
3. Appropriation of profit for the year
4. Statutory Auditors' special report on regulated agreements and commitments – approval of a new related party agreement
5. Renewal of the term of office of Julie Avrane - Clear Direction SAS (represented by Mrs. Julie Avrane)
6. Renewal of the term of office of Mr. Pierre Verzat as a director
7. Approval of the information referred to in I of Article L.22-10-9 of the French Commercial Code
8. 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
9. Approval of the Chairman and Chief Executive Officer's remuneration policy
10. Approval of the Deputy Chief Executive Officer's remuneration policy
11. Approval of the Directors' Compensation Policy
12. 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

13. 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
14. Delegation of authority to be given to the Board of Directors to increase the capital by the incorporation of reserves, profits and/or bonuses
15. 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
16. 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
17. 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 securities

debt (of the Company or a Group company) and/or transferable securities giving access to equity securities to be issued (of the Company or of a Group company), with the preferential subscription right being abolished by an offer referred to in 1° of Article L.411-2 of the French Monetary and Financial Code

18. 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
19. Authorization to increase the amount of emissions in the event of excess demand
20. 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
21. 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
22. Powers for formalities

Text of the resolutions

Ordinary

First resolution (*Approval of the annual accounts for the year ended 31 December 2025 - Approval of non-tax deductible expenses and expenses*)

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements of Ordinary Shareholders' Meetings, after having taken note of the reports of the Board of Directors and the Statutory Auditors for the year ended December 31, 2025, approves, as presented, the annual financial statements as of that date, resulting in a loss of €2,590,166.18.

The General Meeting notes the absence of the expenses and charges referred to in 4 of Article 39 of the General Tax Code, as well as the corresponding tax.

Second resolution (*Approval of the consolidated financial statements for the year ended 31 December 2025*)

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements of the Ordinary Shareholders' Meetings, after having taken note of the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements as of December 31, 2025, approves these financial statements as presented, resulting in a result (Group share) of €2,980 thousand.

Third resolution (*Appropriation of profit for the financial year*)

The Shareholders' Meeting, acting under the conditions of quorum and majority of Ordinary Shareholders' Meetings, on the proposal of the Board of Directors, decides to allocate the profit for the year ended on December 31, 2025:

- Origin:
 - loss for the year: - €2,590,166.18;
- Assignment:
 - Report again: - 2,590,166.18 euros.

In accordance with the provisions of Article 243 bis of the General Tax Code, the Shareholders' Meeting notes that it has been reminded that during the last three financial years, the distributions of dividends and income have been as follows:

During the exercise	Income eligible for the rebate		Non-Profit eligible for the rebate
	Dividends	Other distributed income	
2023	-	Distribution in kind of PRODWAYS GROUP shares (€4,726,728.36 or €0.278 per action) ⁽¹⁾ -	-
2024	-	-	-
2025	-	-	-

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

Fourth resolution (Statutory Auditors' special report on regulated agreements and commitments – approval of the new securities lending remuneration agreement granted by Gorgé SA at the request of Exail Technologies in connection with the issuance of ODIRNANE)

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements of Ordinary Shareholders' Meetings, after having taken note of the Statutory Auditors' special report on the regulated agreements and commitments referred to in Article L.225-38 of the French Commercial Code, approves the securities lending remuneration agreement presented therein.

Fifth resolution (Renewal of the term of office of Julie Avrane - Clear Direction SAS (represented by Mrs. Julie Avrane))

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of the Ordinary Shareholders' Meetings, decides to renew the term of office of Julie Avrane-Clear Direction (represented by Mrs. Julie Avrane) as a director for a period of 4 years, expiring at the end of the Shareholders' Meeting to approve the financial statements for the year ended December 31, 2029.

Sixth resolution (Renewal of the term of office of Mr. Pierre Verzat as a director)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of the Ordinary Shareholders' Meetings, decides to renew the term of office of Mr. Pierre Verzat as a director for a period of 4 years, expiring at the end of the Shareholders' Meeting to approve the financial statements for the year ended December 31, 2029.

Seventh resolution (Approval of the information referred to in I of Article L.22-10-9 of the French Commercial Code)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of Ordinary Shareholders' Meetings, and pursuant to Article L.22-10-34 of the French Commercial Code, approves the information referred to in I of Article L.22-10-9 of the French Commercial Code mentioned in the report on corporate governance contained in the 2025 Universal Registration Document paragraph 3.3.

Eighth resolution (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)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of Ordinary Shareholders' Meetings, and pursuant to Article L.22-10-34 of the French Commercial Code, approves 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, Chief Executive Officer, as presented in the Corporate Governance Report in the 2025 Universal Registration Document (paragraph 3.4.1).

Ninth resolution (Approval of the Chairman and Chief Executive Officer's remuneration policy)

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements of Ordinary Shareholders' Meetings, and pursuant to Article L.22-10-8 of the French Commercial Code, approves the remuneration policy of the Chairman and Chief Executive Officer and/or any other executive officer, presented in the corporate governance report contained in the 2025 Universal Registration Document paragraph 3.2.1.

Tenth resolution (*Approval of the remuneration policy of the Deputy Chief Executive Officer*)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of Ordinary Shareholders' Meetings, and pursuant to Article L.22-10-8 of the French Commercial Code, approves the remuneration policy of the Deputy Chief Executive Officer (if any), presented in the report on corporate governance contained in the 2025 Universal Registration Document paragraph 3.2.2.

Eleventh resolution (*Approval of the directors' compensation policy*)

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements of Ordinary Shareholders' Meetings, and pursuant to Article L.22-10-8 of the French Commercial Code, approves the directors' remuneration policy presented in the report on corporate governance contained in the 2025 Universal Registration Document paragraph 3.2.4.

Twelfth resolution (*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*)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of Ordinary Shareholders' Meetings, having taken note of the Board of Directors' report, authorizes the Board of Directors, for a period of eighteen months, in accordance with Articles L.22-10-62 et seq. of the French Commercial Code, to purchase, in one or more instalments at the times it determines, shares of the Company up to a limit of 10% of the number of shares making up the share capital, the occasional case adjusted to take account of any capital increase or reduction operations that may occur during the duration of the programme.

This authorization terminates the authorization given to the Board of Directors by the Shareholders' Meeting of June 25, 2025 in its 10th ordinary resolution.

Acquisitions may be made with a view to:

- to ensure the animation of the secondary market or the liquidity of the EXAIL TECHNOLOGIES share through an investment services service provider through a liquidity contract in accordance with the practice accepted by the regulations if there is one, it being specified that in this context the number of shares taken into account for the calculation of the above-mentioned limit corresponds to the number of shares purchased, after deduction of the number of shares resold;
- to hold the purchased shares and to subsequently deliver them for exchange or in payment in the context of any external growth operations;
- to ensure the coverage of stock option plans and/or share plans granted free of charge (or similar plans) for the benefit of the Group's employees and/or corporate officers, as well as any allocation of shares under a company or group savings plan (or similar plan), as part of the company's profit sharing and/or any other form of allocation of shares to employees and/or corporate officers of the Group;
- to ensure the hedging of securities entitling the Company to the allocation of shares in the Company within the framework of the regulations in force;
- to proceed with the possible cancellation of the shares acquired, in accordance with the authorization granted or to be conferred by the Extraordinary General Meeting.

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

These share purchases may be effected by any means, including by way of acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The Company reserves the right to use optional mechanisms or derivative instruments within the framework of applicable regulations.

The maximum purchase price is set at €70 per share. In the event of a share capital transaction, in particular a share split or consolidation or the free allocation of shares to shareholders, the amount indicated will be adjusted in the same proportions (multiplier 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, except with prior authorization from the Shareholders' Meeting, make use of the delegation of authority from the filing by a third party of a draft public offer for the Company's shares, until the end of the offer period.

The theoretical maximum amount of the transaction is set at €348,494,800 (corresponding to 10% of the share capital on March 17, 2026 at a maximum price of €200 per share).

The General Meeting confers all powers on the Board of Directors to carry out these operations, to adopt the terms and conditions, to conclude all agreements and to carry out all formalities.

Extraordinary**Thirteenth resolution** (*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*)

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements of Extraordinary Shareholders' Meetings, having considered the report of the Board of Directors and the report of the Statutory Auditors:

- 1) authorizes the Board of Directors to cancel, on its own decisions, in one or more instalments, up to a limit of 10% of the share capital calculated on the date of the cancellation decision, less any shares cancelled during the previous 24 months, the shares that the Company holds or may hold as a result of the buybacks carried out pursuant to Article L.22-10-62 of the French Commercial Code, as well as to reduce the share capital to due competition in accordance with the legal and regulatory provisions in force;
- 2) sets the period of validity of this authorisation at twenty-four months from the date of this Meeting;
- 3) gives full powers to the Board of Directors to carry out the operations necessary for such cancellations and the corresponding reductions in the share capital, to amend the Company's articles of association accordingly and to complete all the required formalities.

Fourteenth resolution (*Delegation of authority to be given to the Board of Directors to increase the share capital by capitalization of reserves, profits and/or bonuses*)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having considered the report of the Board of Directors, and in accordance with the provisions of 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 its power to decide to increase the share capital, in one or more instalments, at such times and in accordance with the terms and conditions as it may determine, by incorporating into the capital reserves, profits, bonuses or other sums whose capitalisation would be permitted, by issuing and allocating shares free of charge or by increasing the par value of existing ordinary shares, or a combination of these two modalities;
- 2) decides that in the event that the Board of Directors uses this delegation, 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 a free allocation of shares, the fractional rights will not be negotiable or transferable and that the corresponding equity securities will be sold; the sums from the sale will be allocated to the rights holders within the period provided for by the regulations;
- 3) sets the period of validity of this delegation at twenty-six months, from the day of this Assembly;
- 4) decides that the amount of the capital increase resulting from the issues carried out under this resolution shall not exceed the nominal amount of €5,000,000, without taking into account, where applicable, the amount necessary to preserve, in accordance with the law, the rights of holders of securities entitling to shares; this ceiling is independent of all the ceilings provided for by the other resolutions of this Meeting;
- 5) confers on the Board of Directors all powers to implement this resolution and, generally, to take all measures and carry out all the formalities required for the successful completion of each capital increase, to record its completion and to proceed with the corresponding amendment of the articles of association;
- 6) takes note that this delegation deprives of effect, as of today, up to the amount, where applicable, of the unused part, any previous delegation having the same purpose.

Fifteenth resolution (*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 giving the right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, with preferential subscription rights*)

The Shareholders' Meeting, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors 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) delegates to the Board of Directors its authority to issue, in one or more instalments, in the proportions and at the times it may determine, either in euros, in foreign currencies or in any other unit of account established by reference to a set of currencies:
 - o common shares, and/or
 - o equity securities giving access to other equity securities or giving the right to the allocation of debt securities, and/or

- o 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 of 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, counted from the day of this Meeting;
- 3) decides to set the limits on the amounts of the issues authorised in the event of the Board of Directors using this delegation of authority as follows:
 - o the total nominal amount of the shares that may be issued pursuant to this delegation may not exceed EUR 5,000,000,
 - o to this ceiling will be added, where applicable, the nominal value of the ordinary shares to be issued in order to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's share capital; this ceiling is independent of all the ceilings provided for by the other resolutions of this Meeting;
- 4) in the event that the Board of Directors uses this delegation of authority in the context of the issues referred to in 1) above:
 - o a/decides that the issue(s) of ordinary shares or securities giving access to the share capital shall be reserved in preference to shareholders who may subscribe on an irreducible basis,
 - o (b) decides that if the subscriptions on an irreducible basis, and where applicable on a reducible basis, have not absorbed the entirety of an issue referred to in paragraph 1), the Board of Directors may use the following methods:
 - o limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulations,
 - o freely distribute all or part of the unsubscribed securities,
 - o offer to the public all or part of the unsubscribed securities;
- 5) Decides that the issuance of warrants for shares of the Company may be carried out 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 right to decide that the fractional allocation rights will not be negotiable and that the corresponding securities will be sold.
- 6) decides that the Board of Directors will have, within the limits set out above, the necessary powers in particular to set the conditions of the issue(s) and determine the issue price, where applicable, to record the completion of the resulting capital increases, to proceed with the corresponding amendment to the articles of association, to charge, on its sole initiative, the costs of the capital increases against the amount of the related premiums and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase and, more generally, to do what is necessary in such matters;
- 7) Takes note that this delegation renders ineffective any previous delegation with the same purpose.

Sixteenth resolution (*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 and/or 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 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*)

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements of Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors 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 its authority to issue the issue, in one or more instalments, in the proportions and at the times it deems, on the French and/or international market, by means of a public offer, with the exception of the offers referred to in 1° of Article L.411-2 of the French Monetary and Financial Code, either in euros, foreign currencies or any other unit of account established by reference to a set of currencies:
 - o common shares, and/or
 - o equity securities giving access to other equity securities or entitling them to the allocation of debt securities, and/or
 - o securities giving access to equity securities to be issued.

These securities may be issued for the purpose of remunerating securities that would be tendered to the Company in the context of a public exchange offer for securities meeting 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 of 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, counted from the day of this Meeting;
- 3) The total nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed €5,000,000.

To this ceiling will be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other preservation procedures, the rights of the holders of rights or transferable securities giving access to the Company's capital.

This amount is deducted from the maximum nominal amount of ordinary shares that may be issued pursuant to the 17th and 18th extraordinary resolutions of this Shareholders' Meeting or any resolution that may succeed them.

- 4) decides to cancel shareholders' preferential subscription rights to ordinary shares and securities giving access to the share capital and/or debt securities covered by this resolution, while leaving the Board of Directors the option of conferring priority rights on shareholders, in accordance with the law;
- 5) decides to delegate to the Board of Directors all powers to freely set the issue price of assimilable equity securities that may be issued under this delegation of authority in accordance with Article L.22-10-52 of the French Commercial Code;
- 6) decides, in the event of the issuance of securities intended to remunerate securities tendered in the context of a public exchange offer, that the Board of Directors will have, under the conditions set out in Article L.22-10-54 of the French Commercial Code and within the limits set above, the necessary powers to draw up the list of securities tendered to the exchange and to set the conditions of issuance, the exchange rate and, where applicable, the amount of the cash balance to be paid, and determine the terms of issue;
- 7) decides that if the subscriptions have not absorbed the whole of an issue referred to in 1/, the Board of Directors may use the following options:
 - o limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulations,
 - o freely distribute all or part of the unsubscribed securities;
- 8) decides that the Board of Directors shall have, within the limits set out above, the necessary powers in particular to set the conditions for the issue(s), if any, to record the completion of the resulting capital increases, to proceed with the corresponding amendment of the articles of association, to charge, on its sole initiative, the costs of the capital increases against the amount of the related premiums and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase and, more generally, to do what is necessary in such matters;
- 9) notes that this delegation deprives any previous delegation with the same purpose of its effectiveness, to the extent of the unused part.

Seventeenth resolution (*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 a Group company), with cancellation of preferential subscription rights by an offer referred to in 1° of Article L.411-2 of the French Monetary and Financial Code*) The Shareholders' Meeting, acting in accordance with the *quorum* and majority conditions of Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors 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 its authority to issue, in one or more instalments, in the proportions and at the times it deems, on the French and/or international market, by an offer referred to in 1° of Article L.411-2 of the Monetary and Financial Code, either in euros, or in foreign currencies or in any other unit of account established by reference to a set of currencies:
 - o common shares, and/or
 - o equity securities giving access to other equity securities or giving the right to the allocation of debt securities, and/or
 - o 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 of 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, counted from the day of this Assembly;
- 3) The total nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed €5,000,000, it being specified that it may not exceed the limits provided for by the applicable regulations (for information purposes, as of March 17, 2026, this ceiling is 30% of the share capital per year).

To this ceiling will be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other preservation procedures, the rights of the holders of rights or transferable securities giving access to the Company's capital.

This amount shall be deducted from the maximum par value of ordinary shares that may be issued pursuant to the 1st, 6th and 18th extraordinary resolutions of this General Meeting or any subsequent resolution.

- 4) decides to cancel shareholders' preferential subscription rights to ordinary shares and securities giving access to the share capital and/or debt securities subject to this resolution;
- 5) decides to delegate to the Board of Directors all powers to freely set the issue price of assimilable equity securities that may be issued under this delegation of authority in accordance with Article L.22-10-52 of the Commercial Code;
- 6) decides that if the subscriptions have not absorbed the whole of an issue referred to in 1/, the Board of Directors may use the following options:
 - a. limit the amount of the issue to the amount of subscriptions, where appropriate within the limits provided for by the regulations,
 - b. freely distribute all or part of the unsubscribed securities;
- 7) decides that the Board of Directors shall have, within the limits set out above, the necessary powers in particular to set the conditions of the issue(s), if any, to record the completion of the resulting capital increases, to proceed with the corresponding amendment of the articles of association, to charge, on its sole initiative, the costs of the capital increases against the amount of the related premiums and to deduct from this amount the sums necessary to increase the the legal reserve of one-tenth of the new capital after each increase, and more generally to do what is necessary in such matters;
- 8) notes that this delegation deprives any previous delegation with the same purpose of its effectiveness, to the extent of the unused part.

Eighteenth resolution (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)

The Shareholders' Meeting, acting in accordance with *the quorum* and majority requirements of Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors 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 its authority to proceed, on one or more occasions, in the proportions and at the times it deems, on the French and/or international market, either in euros, or in foreign currencies or in any other unit of account established by reference to a set of currencies, with cancellation of the preferential subscription right in favour of one or more named persons, On the show:
 - common shares, and/or
 - transferable 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 of 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, counted from the day of this Assembly;
- 3) The total nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed €5,000,000, it being specified that it will in any event be limited to 30% of the share capital per year in accordance with the law.

To this ceiling will be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other preservation procedures, the rights of the holders of rights or transferable securities giving access to the Company's capital.

This amount is deducted from the maximum nominal amount of ordinary shares that may be issued pursuant to the 16th and 17th extraordinary resolutions of this Shareholders' Meeting or any resolution that may succeed it;

- 4) decides to cancel the shareholders' preferential subscription rights to the securities that are the subject of this resolution in favour of one or more named persons and to delegate to the Board of Directors the power to appoint such person or persons;
- 5) decides, in accordance with the provisions of Article L.22-10-52-1 of the French Commercial Code, that the issue price of the ordinary shares that may be issued under this delegation of authority will be set by the Board of Directors in accordance with the regulatory provisions applicable on the date of use of this delegation;
- 6) decides that if the subscriptions have not absorbed the entirety of an issue referred to in paragraph 1, the Board of Directors may limit the amount of the issue to the amount of the subscriptions, if possible within the limits provided for by the regulations;
- 7) decides that the Board of Directors shall have, within the limits set out above, with the power of sub-delegation, the necessary powers, in particular, to set the conditions of the issue(s), to designate the person(s) for whose benefit the issue is reserved, to decide on the number of securities to be allocated to each of the beneficiaries, and to decide on the amount to be issued, the price of the issue as well as the amount of the premium that may be requested at the time of issue, determine the dates and terms of the issue, the nature, form and characteristics of the securities to be created, determine the method of payment of the shares and/or securities issued or to be issued, possibly suspend the exercise of the rights attached to the securities issued for a maximum period of three months, establish the completion of the resulting capital increases, proceed with the corresponding amendment of the articles of association, charge, on its own initiative, the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase, and more generally to do what is necessary in such matters;
- 8) notes that this delegation deprives any previous delegation with the same purpose of its effectiveness, to the extent of the unused part.

Nineteenth resolution (Authorization to increase the amount of issuance in case of excess demand)

The Shareholders' Meeting, after having considered the report of the Board of Directors and the report of the Statutory Auditors, decides that for each of the issues of ordinary shares or securities giving access to the share capital decided pursuant to the 15th to 18th resolutions, the number of shares to be issued may be increased under the conditions set out in Articles L.225-135-1 and R.225-118 of the French Commercial Code and within the limits of the ceilings set by the Shareholders' Meeting, when the Board of Directors finds that there is excess demand.

The period of validity of this authorisation is 26 months, starting from the day of this Meeting.

Twentieth resolution (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)

The Shareholders' Meeting, after having taken note of 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) authorises the Board of Directors to issue, on the basis of a report from the Contribution Commissioner, ordinary shares or transferable securities giving access to ordinary shares in order to remunerate contributions in kind granted to the Company and consisting of equity securities or transferable securities giving access to the share capital when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
- 2) sets the period of validity of this delegation at twenty-six (26) months, counted from the date of this Assembly;
- 3) decides that the aggregate nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed 20% of the share capital on the date of this Meeting, without taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of rights or securities giving access to the Company's capital. The total nominal amount of the capital increase resulting from the issuances carried out pursuant to this delegation will be deducted from the capital increase ceiling set by the 13th resolution;
- 4) delegates all powers to the Board of Directors for the purpose of approving the valuation of the contributions, deciding on the resulting capital increase, recording its implementation, and deducting, where applicable, from the contribution premium all the costs and rights incurred by the capital increase,

to deduct from the contribution premium the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase and to proceed with the corresponding amendment of the articles of association, and to do what is necessary in such matters;

- 5) takes note that this delegation deprives any previous delegation with the same purpose of any previous delegation of effect to the extent of the unused part.

Twenty-first resolution (*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*)

The Shareholders' Meeting, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, acting pursuant to 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 to the effect, if it deems it appropriate, on its own decisions, to increase the share capital in one or more instalments by issuing ordinary shares or transferable 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 established by the Company and/or the French or foreign companies related to it in the conditions 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 subscription rights for 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 Assembly;
- 4) limits the maximum nominal amount of the increase(s) that can be carried out by using this delegation to 3% of the amount of the share capital reached at the time of the Board's decision to carry out this increase, this amount being independent of any other ceiling provided for in relation to the delegation of a capital increase. To this amount shall be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, contractual provisions providing for other preservation procedures, the rights of the holders of rights or transferable securities giving access to the Company's capital;
- 5) decides that the price of the shares to be issued, pursuant to 1/ of this delegation, may not be more than 30% lower, or 40% when the period of unavailability provided for in the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labor Code is greater than or equal to ten years, to the average of the first listed prices of the share during the 20 trading days preceding the decision setting the date of the opening of the subscription, nor higher than this average;
- 6) decides, pursuant to the provisions of Article L.3332-21 of the French Labor Code, that the 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 matching contribution that may be paid pursuant to the regulations of company or group savings plans, and/or (ii), where applicable, the haircut and may decide, in the event of the issue of new shares under the haircut and/or matching contribution, to incorporate into the capital the reserves, profits or share premiums necessary for the release of the said shares.

The Board of Directors may or may not implement this delegation, take all necessary measures and formalities.

Twenty-second Resolution (*Powers for Formalities*)

The General Meeting gives full powers to the bearer of a copy, a copy or an extract of these minutes for the purpose of completing all the filing and publicity formalities required by law.

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

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 fifth business day preceding the meeting, i.e. June 12, 2026 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 securities 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 voting form

or proxy, or the application for an admission card issued 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 the shareholder wishing to participate physically in the Meeting and who has not received his admission card on the fifth business day preceding the meeting at midnight, Paris time.

If they do not attend the meeting in person, shareholders may 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:

- 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 their Uptevia identifier for direct registered shareholders (information available at the top left of their securities account statement) or their username with their financial intermediary for shareholders with administered registered shares, as well as the first and last names 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 manages 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) correspondence by the elector.

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 fifth business day prior to the Meeting, i.e. June 12, 2026, 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.

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 on 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 completed and signed voting form by correspondence 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.

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 put written questions to the company in accordance with Articles L. 225-108 and R. 225-84 of the Commercial Code. These questions must be addressed to the registered office of the company by registered letter with acknowledgement of receipt not later than the fourth day or three preceding the date of the General Meeting. They must be accompanied by a certificate of registration in the account. In accordance with the legislation in force, a common answer may be given to these questions as long as they have the same content or relate to the same subject-matter. The answer to a written question will be deemed to have been given as soon as it appears on the Company's website in a section dedicated to questions and answers.

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 General 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 fifth 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