



Hyloris Pharmaceuticals SA

Limited liability company (*société anonyme/naamloze vennootschap*)
Boulevard Patience & Beaujonc 3/1
4000 Liège
Belgium
Register of legal entities: 0674.494.151 (Liège, Liège Division)

(the “**Company**”)

NOTICE CONVENING THE ORDINARY GENERAL MEETING OF 13 JUNE 2023

The Company’s board of directors (the “**Board of Directors**”) cordially calls its shareholders and warrant holders to participate in the ordinary general meeting (the “**Meeting**”) that will be held:

on **Tuesday, 13 June 2023 at 14:00 (Central European Summer Time)**
at **Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium**

For this year's Meeting, the Company invites all participants to exercise their rights in one of the following manners:

1. Vote by letter ahead of the Meeting; or
2. Be represented by proxy at the Meeting; or
3. Participate electronically during the Meeting via Teams; or
4. Attend the Meeting physically.

For all participation modes mentioned above, please follow the instructions in the relevant sections: **Vote by Letter – Representation by Proxy – Electronic Participation – Physical Participation**. These explain how you can participate in the Meeting.

The Company recommends asking questions in writing ahead of the Meeting, however questions can also be asked in realtime during the Meeting. For more information, please consult the section **Right to Ask Questions**.

The Board of Directors reminds all participants that they must satisfy the conditions under the section: **Formalities for Participation**.

The Company makes available an option to **participate electronically** in the Meeting via Teams. To that end, participants must provide their email address to the Company when notifying the Company of their interest to partake in the Meeting. This is required to receive a link to the Teams videoconference. The Electronic Participation mode allows participants to ask questions and deliberate in realtime, as well as vote in realtime.



For participants who have voted by letter or who have granted a proxy, the Company will make available a **realtime webcast** of the Meeting via Teams. Participants who provide the Company with an email address in the section designated thereto in the vote by letter form or proxy form, will receive a link to the webcast. Please note that it will not be possible to ask questions, nor vote during the webcast.

Warrant holders can attend the Meeting with an advisory vote. Warrant holder may also opt for one of the four participation modes: **Vote by Letter – Representation by Proxy – Electronic Participation – Physical Participation**. These explain how you can participate in the Meeting. Questions can be asked ahead of the Meeting in writing or during the Meeting in accordance with section: **Right to Ask Questions**. The right to participate electronically or follow a realtime webcast is also available to warrant holders.

The Board of Directors reminds all warrant holders that they must satisfy the conditions under the section: **Formalities for Participation**.

AGENDA AND PROPOSED RESOLUTIONS

AGENDA

1. Take cognizance of the Board of Directors' report for the financial year ending on the 31st of December 2022.
2. Take cognizance of the statutory auditor's report for the financial year ending on the 31st of December 2022.
3. Approve the annual accounts for the financial year ending on the 31st of December 2022 and approve profit-and-loss allocation.
4. Take cognizance of the Board of Directors' and the statutory auditor's reports on the consolidated annual accounts for the financial year ending on the 31st of December 2022.
5. Take cognizance of the consolidated annual accounts for the financial year ending on the 31st of December 2022.
6. Grant discharge to the directors.
7. Grant discharge to the statutory auditor.
8. Vote (advisory vote) on the remuneration report for the financial year ending on the 31st of December 2022.



PROPOSED RESOLUTIONS

1. **Take cognizance of the Board of Directors' report for the financial year ending on the 31st of December 2022**

Proposed Resolution

The Board of Directors affirms that this agenda item does not require a resolution.

2. **Take cognizance of the statutory auditor's report for the financial year ending on the 31st of December 2022**

Proposed Resolution

The Board of Directors affirms that this agenda item does not require a resolution.

3. **Approve the annual accounts for the financial year ending on the 31st of December 2022 and approve the profit-and-loss allocation**

Proposed Resolution

It is proposed that the annual accounts for the financial year ending on the 31st of December 2022 and the profit-and-loss allocation as proposed by the Board of Directors be approved. The profit-and-loss allocation is set out as follows:

| | |
|---|---------------|
| Loss of financial year 2022 | (€903.445) |
| Loss carried forward from the previous financial year | (€14.434.028) |
| Loss to carry forward | (€15.337.473) |

4. **Take cognizance of the Board of Directors and the statutory auditor's reports on the consolidated annual accounts for the financial year ending on the 31st of December 2022**

Proposed Resolution

The Board of Directors affirms that this agenda item does not require a resolution.

5. **Take cognizance of the consolidated annual accounts for the financial year ending on the 31st of December 2022**

Proposed Resolution

The Board of Directors affirms that this agenda item does not require a resolution.

6. **Grant discharge to the Directors**

Proposed Resolution

It is proposed that discharge be granted to each Director in respect of his/her/its duties for the financial year ending on the 31st of December 2022.

7. **Grant discharge to the statutory auditor**

Proposed Resolution

It is proposed that discharge be granted to KPMG BEDRIJFSREVISOREN BV | KPMG RÉVISEURS D'ENTREPRISES SRL, represented by Mr. Olivier Declercq, in respect of its duties for the financial year ending on the 31st of December 2022.



8. Vote (advisory vote) on the remuneration report for the financial year ending on the 31st of December 2022

Proposed Resolution

It is proposed that the remuneration report for the financial year ending on the 31st of December 2022, as elaborated in the annual report in Remuneration Report as from page 62, be approved. The 2022 annual report is available on the Company's website at <https://hyloris.com/shareholders-meeting-2023>.

Quorum and majority

There is no quorum or majority requirement for deliberating and voting on the Meeting's agenda items above. Subject to applicable law, each share has one vote. The resolution proposed in the agenda will be passed if a simple majority of the votes validly cast approves it.

FORMALITIES FOR PARTICIPATION

The Board of Directors reminds all shareholders that the Registration Condition and Notification Condition, set out below, must be fulfilled in order to be allowed to attend the Meeting and vote on the agenda items at the Meeting. In accordance with Article 25 of the Company's Articles of Association and Article 7:135 of the Belgian Code on Companies and Associations, holders of profit-sharing certificates, convertible bonds, warrants or certificates issued with the cooperation of the Company are entitled to attend the Meeting and cast an advisory vote if they meet *mutatis mutandis* the admission criteria for shareholders.

Registration Condition

Condition 1: Only persons who own shares of the Company on **Tuesday, 30st of May 2023** at midnight **24:00 (Central European Summer Time)** (the "**Registration Date**") are entitled to participate and vote at the Meeting. The owner of shares on the Registration Date is determined as follows:

- i. *for registered shares: if the name of the shareholder is recorded in the Company's register of registered shares;*
- ii. *for dematerialised shares: if the name of the shareholder is recorded in the accounts of a recognised account holder or recorded in the accounts of the central securities depository. A certificate can be issued as proof hereto.*

Notification Condition

Condition 2: The owner of shares who meets Condition 1 must notify the Company about its intention to participate at the Meeting by not later than **Wednesday, 7th of June 2023** (date of receipt by the Company). Shareholders can do so in one of the following manners:

- i. *for shareholders who opt to vote by letter ahead of the Meeting: notify the Company of your intention to participate by sending your vote by letter form to the Company in accordance with section: **Vote by Letter**. The receipt of the vote by letter form will serve as notification of your intention to participate in the Meeting. Please also provide your email address to the Company by sending an email to corporate@hyloris.com if you would like to receive a link to the webcast.*



- ii. *for shareholders who opt to grant a proxy to be represented at the Meeting: notify the Company of your intention to participate by sending your proxy form to the Company in accordance with section: **Representation by Proxy**. The receipt of the proxy form will serve as notification of your intention to participate in the Meeting. Please also provide your email address to the Company by sending an email to corporate@hyloris.com if you would like to receive a link to the webcast.*
- iii. *for shareholders who opt for **Electronic Participation** or **Physical Participation**: notify the Company of your intention to participate by email to corporate@hyloris.com or by post to Hyloris Pharmaceuticals SA, Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium, to the attention of Mr. Koenraad Van der Elst, Chief Legal Officer. Sending by email is recommended. In case of Electronic Participation, please also provide an email address to the Company by sending an email to corporate@hyloris.com in order to receive a link to the Teams videoconference.*

For holders of dematerialised shares:

In addition to the above steps, holders of dematerialised shares must evidence to the Company that they effectively hold the number of dematerialised shares on Registration Date with which they would like to participate in the Meeting. Shareholders must do so in the following manner:

- i. *obtain (from your financial intermediary) a certificate from a recognised account holder or the central securities depository that proves the number of dematerialised shares that is registered in the name of the shareholder in its account on Registration Date; and*
- ii. *send this certificate by email to corporate@hyloris.com or by post to Hyloris Pharmaceuticals SA, Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium, to the attention of Mr. Koenraad Van der Elst, Chief Legal Officer. Sending by email is recommended.*



VOTE BY LETTER

In accordance with Article 27 of the Company's Articles of Association, the Company allows its shareholders to vote by letter ahead of the Meeting. Votes by letter must be cast by no later than **Wednesday, 7th of June 2023** (date of receipt by the Company). Shareholders must use the designated form to vote by letter. You can download this vote by letter form from the Company's website on <https://hyloris.com/shareholders-meeting-2023> or obtain it from the Company's registered office at Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium. It is recommended to download the form from the Company's website.

Signature

This vote by letter form must be signed by hand or electronically. If you choose to sign electronically, your signature must be either an electronic signature or qualified electronic signature in the sense of *Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC*.

Dispatch

The vote by letter form must be sent to the Company by email to corporate@hyloris.com or by post to Hyloris Pharmaceuticals SA, Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium, to the attention of Mr. Koenraad Van der Elst, Chief Legal Officer. Sending by email is recommended. For dematerialised shareholders, please send this vote by letter form together with the certificate obtained from a recognised acountholder or the central securities depository.

The Board of Directors reminds all shareholders who wish to cast a vote by letter that they must comply with the formalities for attending the Meeting (please see section: **Formalities for Participation** above).

Webcast

Shareholders who have validly cast a vote by letter, can follow a webcast made available by the Company. In order to obtain a link to the Meeting's webcast, shareholders must provide the Company with an email address in the designated area hereto in the vote by letter form. Once we have your email address, we will send you a link and further instructions on how to follow the webcast. Please note that the webcast does not enable participants to vote, deliberate or ask questions during the Meeting.



REPRESENTATION BY PROXY

Shareholders who wish to be represented at the Meeting are proposed to grant a proxy to Mr. Koenraad Van der Elst, Chief Legal Officer, who will be physically present at the Meeting, or they may grant powers to a proxy holder of their choice.

Shareholders who wish to appoint a proxy holder must do so in accordance with the applicable rules of Belgian law. This includes the rules on conflicts of interest and the keeping of a register. Since the proxy holder proposed by the Company potentially falls under the conflict-of-interest rules of Article 7:143, §4 of the Belgian Code on Companies and Associations, you must give voting instructions to the proxy holder for each of the agenda items. If you do not give voting instructions for all agenda items or if, for whatever reason, there is lack of clarity on the voting instructions given, the proposed proxy holder will abstain from voting.

The Board of Directors reminds all participants who wish to be represented by proxy that they must comply with the formalities for attending the Meeting (please see section: ***Formalities for Participation*** above).

Appointment

If you want to appoint a proxy holder, please complete the proxy form and submit it to the Company by no later than **Wednesday, 7th of June 2023** (date of receipt by the Company). Shareholders must use the designated form to grant a proxy. You can download this proxy form from the Company's website on <https://hyloris.com/shareholders-meeting-2023> or obtain it from the Company's registered office at Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium.

Signature

The proxy form must be signed by hand or electronically. If you choose to sign electronically, the electronic signature must satisfy the same requirements that are set out above under the section: *Vote by Letter* (sub-heading *Signature*).

Dispatch

The signed proxy form must be sent to the Company by email to corporate@hyloris.com or by post to Hyloris Pharmaceuticals SA, Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium, to the attention of Mr. Koenraad Van der Elst, Chief Legal Officer. Sending by email is recommended. For dematerialised shareholders, please send this proxy form together with the certificate obtained from a recognised account holder or the central securities depository.

Webcast

Shareholders who have granted a proxy, can follow a webcast made available by the Company. In order to obtain a link to the Meeting's webcast, shareholders must provide the Company with an email address in the designated area hereto in the proxy form. Once we have your email address, we will send you a link and further instructions on how to follow the webcast. Please note that the webcast does not enable participants to vote, deliberate or ask questions during the Meeting.



ELECTRONIC PARTICIPATION

The Company enables its shareholders to participate electronically in the Meeting. Shareholders will be able to participate, deliberate, and vote during the Meeting via Teams, in accordance with Article 7:137 of the Belgian Code on Companies and Associations. The realtime Teams videoconference will allow shareholders to follow the discussions of the Meeting directly, simultaneously, and continuously. Shareholders who participate and vote electronically during the Meeting via Teams, will be deemed to be present at the Meeting.

The Board of Directors reminds all shareholders who wish to participate electronically in the Meeting and vote during the Meeting that they must comply with the formalities for attending the Meeting (please see section: **Formalities for Participation** above).

How to participate electronically via Teams and how to vote:

- i. *Complete the Registration Condition and Notification Condition in the manner and by the deadline set out under section: **Formalities For Participation**;*
- ii. *Provide your full name and email address to the Company by **Wednesday, 7th of June 2023** (date of receipt by the Company) by sending an email to corporate@hyloris.com, so the Company can verify your capacity and identity. For dematerialised shareholders, please send this information together with the certificate obtained from a recognised accountholder or the central securities depository;*
- iii. *If you have been admitted to the Meeting, you will receive personal login details in the following days. The Company will also provide an explanation on how to connect to the Meeting, as well as an explanation of how to vote and how to exercise your rights during the Meeting;*
- iv. *You are entitled to ask questions during the Meeting in accordance with section: **Right to Ask Questions**;*
- v. *On the day of the Meeting, please click on the personal login link that you have received;*
- vi. *Access to the Meeting is open on **Tuesday, 13th of June 2023 at 13:50 (Central European Summer Time)** and the Meeting will start at **14:00 (Central European Summer Time)**;*
- vii. *Please make sure you have a stable internet connection throughout the entire Meeting.*

More information on electronic participation in the Meeting can be consulted on the Company's website <https://hyloris.com/shareholders-meeting-2023>. Feel free to write us at corporate@hyloris.com if you have any questions in relation to participating in the Meeting electronically and voting during the Meeting. If you experience any difficulties during the Meeting, you may contact corporate@hyloris.com.



PHYSICAL PARTICIPATION

Shareholders who wish to participate physically, may present themselves on **Tuesday, 13th of June 2023 at 13:30 (Central European Summer Time) at Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium**. The Company kindly asks participants to register from 13:30 to no later than 13:50 in order to allow for an attendance list to be drawn up.

Any natural person participating in the Meeting as a shareholder, proxy holder or representative of a legal person must prove his or her identity. The representatives of legal persons must also prove their capacity as a legal representative or special proxy.

REVISED AGENDA

Article 7:130, §1 of the Belgian Code on Companies and Associations permits shareholders who hold at least three percent (3%) of the Company's share capital (either alone or together with other shareholders) to add items to the Meeting's agenda and to table draft resolutions in relation to items that have been or will be added to the agenda.

The Board of Directors reminds all shareholders who wish to revise agenda items and proposed resolutions that they must comply with the formalities for attending the Meeting (see section: ***Formalities for Participation*** above).

How to revise agenda items and/or propose new resolutions

In accordance with Article 7:130, §1 of the Belgian Code on Companies and Associations, shareholders must submit proof to the Company that they own at least three percent (3%) of the Company's share capital at the date the request is made to revise agenda items or propose new resolutions. In addition, a request to add items to the agenda and/or to table draft resolutions must be submitted in writing. The request must contain the description of the agenda item concerned. For adding a proposed resolution, the request must contain the description of the draft resolution.

Dispatch

This request must be sent to the Company by no later than **Monday, 22th of May 2023** (date of receipt by the Company) by email to corporate@hyloris.com or by post to Hyloris Pharmaceuticals SA, Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium, to the attention of Mr. Koenraad Van der Elst, Chief Legal Officer. Sending by email is recommended.

Confirmation of receipt

The Company will confirm within 48 hours the receipt of any requests to add agenda items or proposed resolutions. The Company will inform the shareholder in writing whether its request fulfils the conditions set out above or not. Shareholders are advised to indicate the postal or e-mail address to which the Company should send confirmation of receipt of the request.



Implications of a revised agenda

In the event of changes to the agenda and/or proposed resolutions, as described above, the Company will publish a revised agenda with additional agenda items and/or additional proposed resolutions no later than **Monday, 29th of May 2023**.

Simultaneously with the publication of a revised agenda, the Company will make an amended proxy form and amended vote by letter form available on the Company's website at <https://hyloris.com/shareholders-meeting-2023>. Proxies and votes by letter that have reached the Company prior to the publication of a revised agenda remain, on the one hand, valid for those agenda items to which the proxies and votes by letter apply. On the other hand, the proxy holder and shareholder will abstain from voting on any new agenda items or proposed resolutions. Therefore, shareholders have the possibility to submit a new proxy or vote by letter (in accordance with the respective section) by using the amended forms.

RIGHT TO ASK QUESTIONS

Every shareholder and warrant holder has the right to ask questions to the Board of Directors and the statutory auditor in relation to the items on the agenda of the Meeting. Questions will be answered during the Meeting, in accordance with applicable law.

The Board of Directors reminds all shareholders and warrant holders who wish to ask a question that they must comply with the formalities for attending the Meeting (see section: **Formalities for Participation** above).

How to ask your question ahead of the Meeting

Please send your question by no later than **Wednesday, 7th of June 2023** (date of receipt by the Company) by e-mail to corporate@hyloris.com or by post to Hyloris Pharmaceuticals SA, Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium, to the attention of Mr. Koenraad Van der Elst, Chief Legal Officer. Sending by email is recommended.

How to ask your question in realtime during the Meeting

Where applicable, please ask your question in realtime during the Meeting at the times reserved for questions as will be indicated by the bureau during the Meeting. Participants who have opted for Electronic Participation will have received a practical explanation on how to pose questions by speaking up or via the chat box in Teams.

DOCUMENTS

All specific Meeting-related documents are available on the Company's website <https://hyloris.com/shareholders-meeting-2023>. Shareholders can request a copy of these documents by sending an email to corporate@hyloris.com.

The Company's website also mentions the total number of outstanding shares and voting rights of the Company.



PRIVACY AND DATA PROTECTION

In the context of the Meeting, the Company will receive personal data (in the sense of Article 4(1) of the GDPR) from its shareholders, warrant holders and their proxy holders. The personal data could be in the form of a name, identification data, number of shares or warrants, proxy, questions and correspondence via ordinary post or email, confirmation of attendance, etc. During and after the Meeting, additional data could be collected in the form of an attendance list, voting results, voice recording and film, letters and emails, etc. The Company emphasises that it is committed to processing these data according to applicable law and best practices.

The Company will process your personal data only for the purpose of organising and administering the Meeting. To attain this purpose, the Company reserves the right to share your personal data with affiliated entities and with service providers that are assisting the Company in the organising and administering of the Meeting. None of the personal data communicated to the Company will be stored any longer than necessary for the abovementioned purpose.

You can find more information on the Company's Privacy Policy on <https://hyloris.com/privacy-policy/>. For questions or remarks relating to this privacy statement and the processing of your personal data, please write to contact@hyloris.com.

HOW TO CONTACT US

If you have practical questions, please contact us at corporate@hyloris.com.

Yours sincerely,

The Board of Directors