



Hyloris Pharmaceuticals SA

Public limited liability company (*société anonyme/naamloze vennootschap*)
Boulevard Patience & Beaujonc 3/1
4000 Liège
Belgium
Register of Legal Entities: 0674.494.151 (Liège, division Liège)

(the “**Company**”)

NOTICE CONVENING THE SHAREHOLDERS’ MEETINGS OF 11 JUNE 2024

Dear,

The Company’s board of directors (the “**Board of Directors**”) is pleased to invite you to attend the ordinary general meeting (the “**Annual Shareholders’ Meeting**”). After the agenda of the Annual Shareholders’ Meeting has been treated, the meeting will be shortly suspended in order to be continued as an extraordinary general shareholders’ meeting before a notary public (the “**Extraordinary Shareholders’ Meeting**”). The Annual Shareholders’ Meeting and the Extraordinary Shareholders’ Meeting (together, the “**Shareholders’ Meetings**”) will be held sequentially:

on **Tuesday, 11th of June 2024 at 14:00 (Central European Summer Time)**
at **Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium.**

There is no attendance quorum requirement for the deliberation and voting on the agenda items referred to in the below agenda of the Annual Shareholders’ Meeting. The resolution proposed in the agenda will be passed if a simple majority of the votes validly cast approves it. There is, however, an attendance quorum requirement for the items on the agenda of the Extraordinary Shareholders’ Meeting (see also below under “2. Extraordinary Shareholders’ Meeting”). If the attendance quorum for the items on the agenda of the Extraordinary Shareholders’ Meeting were not to be reached, a second extraordinary shareholders’ meeting will be held for these items before a notary public at the Company’s registered office on 12 July 2024 at 14:00 (Central European Summer Time), unless, as the case may be, decided otherwise on behalf of the Board of Directors. The attendance quorum will not apply to this second meeting.

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

1. Vote by letter ahead of the Shareholders’ Meetings; or
2. Be represented by proxy at the Shareholders’ Meetings; or
3. Attend the Shareholders’ Meetings physically.

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

The Company recommends asking questions in writing ahead of the Shareholders' Meetings, however questions can also be asked during the Shareholders' Meetings. 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***.

Subscription right holders can attend the Shareholders' Meetings with an advisory vote. Subscription right holders may also opt for one of the three participation modes: ***Vote by Letter – Representation by Proxy – Physical Participation***. These explain how you can participate in the Shareholders' Meetings. Questions can be asked ahead of the Shareholders' Meetings in writing or during the Shareholders' Meetings in accordance with section: ***Right to Ask Questions***.

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

1. ANNUAL SHAREHOLDERS' MEETING

The Annual Shareholders' Meeting will be held on Tuesday, 11th of June 2024 at 14:00 (Central European Summer Time) at the Company's registered office.

Details of the applicable registration and voting formalities relating to the Annual Shareholders' Meeting are set forth below.

AGENDA AND PROPOSED RESOLUTIONS

AGENDA

1. Take cognizance of the Board of Directors' report for the financial year ending on the 31st of December 2023.
2. Take cognizance of the statutory auditor's report for the financial year ending on the 31st of December 2023.
3. Approve the annual accounts for the financial year ending on the 31st of December 2023 and approve the 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 2023.
5. Take cognizance of the consolidated annual accounts for the financial year ending on the 31st of December 2023.
6. Take cognizance of the end of the director mandates.
7. Grant discharge to the directors.
8. Grant discharge to the statutory auditor.
9. Renew the director mandates.
10. Approve the appointment of a director.
11. Vote (advisory vote) on the remuneration report for the financial year ending on the 31st of December 2023.
12. Approve the remuneration policy.
13. Power of attorney for the performance of formalities.

PROPOSED RESOLUTIONS

1. **Take cognizance of the Board of Directors' report for the financial year ending on the 31st of December 2023**

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 2023**

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 2023 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 2023 and the profit-and-loss allocation as proposed by the Board of Directors be approved.

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 2023**

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 2023**

Proposed Resolution

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

6. **Take cognizance of the end of the director mandates**

Proposed Resolution

The Board of Directors takes cognizance of the end of the director mandates that were granted to the following persons:

- (i) SVR Management SRL, represented by Mr. Stijn Van Rompay,
- (ii) Jacobsen Management SRL, represented by Mr. Thomas Jacobsen,
- (iii) Van Rompay Management SRL, represented by Mr. Leon Van Rompay,
- (iv) Noshaq Partners SRL, represented by Mr. Marc Foidart,
- (v) Ms. Caroline Myers,
- (vi) Mr. Stefan Yee, and
- (vii) Mr. James Gale.

7. **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 2023.

8. **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. Tanguy Legein, in respect of its duties for the financial year ending on the 31st of December 2023.

9. Renew the director mandates

The terms of offices for the following directors expire at the end of the Annual Shareholders' Meeting:

- (i) SVR Management SRL, represented by Mr. Stijn van Rompay,
- (ii) Jacobsen Management SRL, represented by Mr. Thomas Jacobsen,
- (iii) Van Rompay Management SRL, represented by Mr. Leon Van Rompay,
- (iv) Noshaq Partners SRL, represented by Mr. Marc Foidart,
- (v) Mr. Stefan Yee,
- (vi) Ms. Caroline Myers, and
- (vii) Mr. James Gale.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes that the mandates of the following directors will be renewed for a term of 4 years, up to and including the date of the annual general meeting to be held in 2028:

- (i) SVR Management SRL, represented by Mr. Stijn van Rompay,
- (ii) Jacobsen Management SRL, represented by Mr. Thomas Jacobsen,
- (iii) Van Rompay Management SRL, represented by Mr. Leon Van Rompay,
- (iv) Mr. Stefan Yee,
- (v) Ms. Caroline Myers, and
- (vi) Mr. James Gale.

Proposed Resolution

It is proposed that the director mandates, which were granted to the following persons be renewed:

- (i) SVR Management SRL, represented by Mr. Stijn Van Rompay is therefore reappointed as director for a term of 4 years, up to and including the date of the annual general meeting to be held in 2028,
- (ii) Jacobsen Management SRL, represented by Mr. Thomas Jacobsen is therefore reappointed as director for a term of 4 years, up to and including the date of the annual general meeting to be held in 2028,
- (iii) Van Rompay Management SRL, represented by Mr. Leon Van Rompay is therefore reappointed as director for a term of 4 years, up to and including the date of the annual general meeting to be held in 2028,
- (iv) Mr. Stefan Yee is therefore reappointed as director for a term of 4 years, up to and including the date of the annual general meeting to be held in 2028,
- (v) Ms. Caroline Myers is therefore reappointed as independent director, within the meaning of Article 7:87 of the Belgian Code of Companies and Associations (the "BCCA") and of provision 3.5 of the 2020 Code on Corporate Governance, for a term of 4 years, up to and including the date of the annual general meeting to be held in 2028 It appears from

information available to the Company and from information provided by Ms. Caroline Myers that she satisfies the applicable requirements for independence, and

- (vi) Mr. James Gale is therefore reappointed as independent director, within the meaning of Article 7:87 BCCA and of provision 3.5 of the 2020 Code on Corporate Governance, for a term of 4 years, up to and including the date of the annual general meeting to be held in 2028. It appears from information available to the Company and from information provided by Mr. James Gale that he satisfies the applicable requirements for independence.

10. Approve the appointment of a director

Proposed resolution

It is proposed that, upon recommendation of the Nomination and Remuneration Committee, the Board of Directors appoints Mr. Marc Foidart, in his own name, or through his management company, as independent director, within the meaning of Article 7:87 BCCA and of provision 3.5 of the 2020 Code on Corporate Governance, for a term of 4 years, up to and including the date of the annual general meeting to be held in 2028. It appears from information available to the Company and from information provided by Mr. Marc Foidart that he satisfies the applicable requirements for independence.

11. Vote (advisory vote) on the remuneration report for the financial year ending on the 31st of December 2023

Proposed Resolution

It is proposed that the remuneration report for the financial year ending on the 31st of December 2023, as elaborated in the annual report, be approved. The 2023 annual report is available on the Company's website at <https://hyloris.com/shareholders-meeting-2024/>.

12. Approve the remuneration policy

Proposed resolution

It is proposed that, upon consultation of the Remuneration Committee, the amended remuneration policy be approved in accordance with Article 7:89/1 BCCA.

The amended remuneration policy can be viewed on the Company's website at <https://hyloris.com/shareholders-meeting-2024/>.

13. Power of attorney for the performance of formalities

Proposed Resolution

It is proposed that special powers be granted to Mr. Koenraad Van der Elst, Chief Legal Officer of the Company, and to Ms. Gisèle Rosselle, Mr. Cédéric Devroey, Ms. Marie-Elisabeth Dubois and Mr. Théotime Liesenborghs, who are all lawyers of the law firm Strelia, whose registered office is at Rue Royale 145, 1000 Brussels, Belgium.

These special powers allow each of them to act individually and have the authority to sub-delegate to perform in the name and on behalf of the Company all formalities pertaining to the publication obligations imposed by law regarding the resolutions adopted at the Annual Shareholders' Meeting and, more particularly, to the publication of an excerpt of these minutes in the Annexes to the Belgian Official Gazette and, generally, to perform all steps at the Clerk's office of the Court of Enterprises and everything necessary for these purposes.

2. EXTRAORDINARY SHAREHOLDERS' MEETING

The Extraordinary Shareholders' Meeting will be held on 11th of June 2024 at 15:00 (Central European Summer Time) at the Company's registered office.

Details of the applicable registration and voting formalities relating to the Extraordinary Shareholders' Meeting are set forth below.

AGENDA AND PROPOSED RESOLUTIONS

AGENDA

1. Take cognizance of the Board of Directors' report pursuant to article 7:199 of the BCCA relating to authorized capital.
2. Renew the Board of Directors' authorization to increase the share capital of the Company within the framework of authorized capital. This authorization granted is valid for a renewable period of five years from the date when the minutes of the Extraordinary Shareholders' Meeting have been published in the Annexes to the Belgian Official Gazette.
3. Renew the Board of Directors' authorization to increase the share capital of the Company within the framework of authorized capital if the Company receives communication from the FSMA stating that the FSMA has been informed of a public takeover bid regarding the Company, and this for all public take-over bids notified to the Company three years after the date of the Extraordinary Shareholders' Meeting.
4. Renew the Board of Directors' authorization to acquire or accept its own shares by way of pledge. This authorization granted is valid for a renewable period of five years from the date when the minutes of the Extraordinary Shareholders' Meeting have been published in the Annexes to the Belgian Official Gazette.
5. Renew the Board of Directors' authorization to acquire or accept its own shares by way of pledge whereby such method of acquisition or acceptance is necessary to prevent imminent serious harm to the Company. This authorization granted is valid for a renewable period of three years from the date when the minutes of the Extraordinary Shareholders' Meeting have been published in the Annexes to the Belgian Official Gazette.
6. Renew the Board of Directors' authorization to sell its own shares whereby such sale is necessary to prevent imminent serious harm to the Company. This authorization granted is valid for a renewable period of three years from the date when the minutes of the Extraordinary Shareholders' Meeting have been published in the Annexes to the Belgian Official Gazette.
7. Power of attorney for coordination.
8. Power of attorney for the performance of formalities

- 1. Take cognizance of the Board of Directors' report pursuant to article 7:199 of the BCCA relating to authorized capital**

Proposed Resolution

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

- 2. Renew the Board of Directors' authorization to increase the share capital of the Company in the framework of authorized capital. This authorization granted is valid for a renewable period of five years from the date when the minutes of the Extraordinary Shareholders' Meeting have been published in the Annexes to the Belgian Official Gazette.**

Proposed Resolution

It is proposed that, pursuant to Article 7:198 *et seq.* BCCA, the Board of Directors be authorized to increase the capital of the Company, on one or more separate occasions, including by issuing convertible bonds and subscription rights, up to a maximum amount equal to the amount of the Company's capital, and to amend Article 6 of the Articles of Association accordingly, as described in point 3 of the agenda. This authorization granted is valid for a renewable period of five years from the date when the amendment to the Articles of Association have been published in the Annexes to the Belgian Official Gazette.

3. Renew the Board of Directors' authorization to increase the share capital of the Company within the framework of authorized capital if the Company receives communication from the FSMA stating that the FSMA has been informed of a public takeover bid regarding the Company, and this for all public take-over bids notified to the Company three years after the date of the Extraordinary Shareholders' Meeting

Proposed Resolution

It is proposed that, pursuant to Article 7:202, (2), 2° BCCA, the Board of Directors be authorized to increase the capital of the Company if the Company receives communication from the FSMA stating that the FSMA has been informed of a public takeover bid regarding the Company, and this for all public take-over bids notified to the Company three years after the date of the Extraordinary General Meeting, and to amend Article 6 of the Articles of Association accordingly, as follows:

"The board of directors is authorized to increase the share capital, on one or more occasions, up to a maximum amount (excluding share premium) of EUR 140,001.87.

The board of directors may exercise this authorization for a period of 5 years from publication of the authorization, granted on 11 June 2024.

These capital increases will be carried out in accordance with the terms and conditions to be determined by the board of directors, such as (i) by contribution in cash, contribution in kind or mixed contribution, (ii) by incorporation of reserves, share premiums or other equity instruments, (iii) with or without the issue of new shares (below or above the par value, or at the par value of existing shares of the same series, with or without a share premium) or other securities, or (iv) by the issue of convertible bonds, subscription rights or other securities.

The board of directors may exercise this authorization for (i) capital increases or issues of convertible bonds or subscription rights where shareholders' preferential rights are limited or cancelled, (ii) capital increases or issues of convertible bonds where shareholders' preferential rights are limited or cancelled in favor of one or more specific persons other than personnel, and (iii) capital increases by incorporation of reserves.

Any share premium will be booked in one or more separate accounts under equity on the liabilities side of the balance sheet.

The board of directors is also expressly authorized to increase the capital even after the company has received notification from the FSMA that it has received notification of a takeover bid for the company. This authorization is valid for takeover bids for which the company receives the aforementioned communication no later than 3 years after 11 June 2024."

4. Renew the Board of Directors' authorization to acquire or accept its own shares by way of pledge. This authorization granted is valid for a renewable period of five years from the date when the minutes of the Extraordinary Shareholders' Meeting have been published in the Annexes to the Belgian Official Gazette

Proposed Resolution

It is proposed that, pursuant to Article 7:215 § 1, (2) BCCA, the Board of Directors be authorized

to acquire or accept its own shares by way of pledge, provided that the total number of shares held or accepted in pledge by the Company pursuant to this authorization does not exceed 20% of the total number of shares, for a consideration of at least one euro and no more than 30% above the arithmetic average of the closing price of the Company's shares over the thirty trading days preceding the Board of Directors' decision to acquire them or accept them in pledge. It is therefore proposed to amend Article 10 of the Articles of Association, as described in point 5 of the agenda. This authorization is valid for a renewable period of five years from the date of publication of the minutes of the Extraordinary General Meeting in the Annexes to the Belgian Official Gazette.

- 5. Renew the Board of Directors' authorization to acquire or accept its own shares by way of pledge whereby such method of acquisition or acceptance is necessary to prevent imminent serious harm to the Company. This authorization granted is valid for a renewable period of three years from the date when the minutes of the Extraordinary Shareholders' Meeting have been published in the Annexes to the Belgian Official Gazette**

Proposed Resolution

It is proposed that, pursuant to Article 7:215 § 1, (5) BCCA, the Board of Directors be authorized to acquire or accept its own shares by way of pledge whereby such method of acquisition or acceptance is necessary to prevent imminent serious harm to the Company. This authorization is valid for a renewable period of three years from the date when the minutes of the Extraordinary Shareholders' Meeting have been published in the Annexes to the Belgian Official Gazette. It is therefore proposed to amend Article 10 of the Articles of Association as follows:

" 1. The company may acquire and pledge its own shares, profit shares or certificates relating thereto.

2. The board of directors is authorized to acquire and accept its own shares or certificates relating thereto by way of pledge, provided that the total number of shares or certificates relating thereto held or accepted in pledge by the company pursuant to this authorization does not exceed 20% of the total number of shares, for a consideration of at least one euro and no more than 30% above the arithmetical average of the closing price of the company's shares over the thirty trading days preceding the board of directors' decision to acquire them or accept them in pledge. This authorization is granted for a period of five years from the publication of the authorization, granted on 11 June 2024.

The board of directors is authorized to acquire and accept its own shares, profit shares or certificates relating thereto by way of pledge whereby such method of acquisition or acceptance is necessary to prevent imminent serious harm to the company. This authorization is granted for a period of three years from the publication of the authorization, granted on 11 June 2024.

3. The authorizations referred to in paragraph 2 are without prejudice to the possibilities available to the board of directors, in accordance with the applicable legal provisions, to acquire or accept own shares, profit shares and certificates relating thereto by way of pledge if no statutory authorization or authorization from the general meeting is required for this purpose.

4. The authorizations referred to in paragraph 2 and the provisions of paragraph 3 shall apply to the board of directors of the company, to the direct subsidiaries and, where necessary, to the indirect subsidiaries of the company and, where necessary, to any third party acting in his own name but on behalf of these companies."

- 6. Renew the Board of Directors' authorization to sell its own shares whereby such sale is necessary to prevent imminent serious harm to the Company. This authorization granted is valid for a renewable period of three years from the date when the minutes of the Extraordinary Shareholders' Meeting have been published in the Annexes to the Belgian**

Official Gazette

Proposed Resolution

It is proposed that, pursuant to Article 7:218 § 1, 3° BCCA, the Board of Directors be authorized to sell its own shares to prevent imminent serious harm to the Company. This authorization granted is valid for a renewable period of three years from the date when the minutes of the Extraordinary Shareholders' Meeting have been published in the Annexes to the Belgian Official Gazette. It is therefore proposed to amend Article 11 of the Articles of Association as follows:

"1. The company may dispose of its own shares, profit shares or certificates relating thereto.

2. The board of directors is authorized to dispose of its own shares, profit shares or certificates relating thereto to one or more specific persons other than employees.

The board of directors is authorized to dispose of its own shares, profit shares or certificates relating thereto to prevent imminent serious harm to the company. This authorization is granted for a period of three years from the publication of the authorization, granted on 11 June 2024.

3. The authorizations referred to in paragraph 2 are without prejudice to the possibilities available to the board of directors, in accordance with the applicable legal provisions, to dispose of own shares, profit shares and certificates relating thereto if no statutory authorization or authorization from the general meeting is required for this purpose.

4. The authorizations referred to in paragraph 2 and the provisions of paragraph 3 shall apply to the board of directors of the company, to the direct subsidiaries and, where necessary, to the indirect subsidiaries of the company and, where necessary, to any third party acting in his own name but on behalf of these companies."

7. Power of attorney for coordination

Proposed Resolution

It is proposed that special powers be granted to each employee of the undersigned notary to draw up, sign and file the coordinated text of the Company's Articles of Association in the electronic database provided for that purpose under the applicable laws.

8. Power of attorney for the performance of formalities

Proposed Resolution

It is proposed that special powers be granted to Mr. Koenraad Van der Elst, Chief Legal Officer of the Company, and to Ms. Gisèle Rosselle, Mr. Cédéric Devroey, Ms. Marie-Elisabeth Dubois and Mr. Théotime Liesenborghs, who are all lawyers of the law firm Strelia, whose registered office is at Rue Royale 145, 1000 Brussels, Belgium.

These special powers allow each of them to act individually and have the authority to sub-delegate to perform in the name and on behalf of the Company all formalities pertaining to the publication obligations imposed by law regarding the resolutions adopted at the Extraordinary Shareholders' Meeting and, more particularly, to the publication of an excerpt of these minutes in the Annexes to the Belgian Official Gazette and, generally, to perform all steps at the Clerk's office of the Court of Enterprises and everything necessary for these purposes.

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 Shareholders' Meetings

and vote on the agenda items at the Shareholders' Meetings. In accordance with Article 25 of the Company's Articles of Association and Article 7:135 BCCA, holders of profit-sharing certificates, convertible bonds, subscription rights or certificates issued with the cooperation of the Company are entitled to attend the Shareholders' Meetings 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, 28st of May 2024** at midnight **24:00 (Central European Summer Time)** (the "**Registration Date**") are entitled to participate and vote at the Shareholders' Meetings. 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 Shareholders' Meetings by not later than **Wednesday, 5th of June 2024** (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 Shareholders' Meetings: 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 Shareholders' Meetings.*
- (ii) *for shareholders who opt to grant a proxy to be represented at the Shareholders' Meetings: 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 Shareholders' Meetings.*
- (iii) *for shareholders who opt for **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.*

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 Shareholders' Meetings. 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 Shareholders' Meetings. Votes by letter must be cast by no later than **Wednesday, 5th of June 2024** (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-2024/> 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 account holder 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 Shareholders' Meetings (please see section: **Formalities for Participation** above).

REPRESENTATION BY PROXY

Shareholders who wish to be represented at the Shareholders' Meetings are proposed to grant a proxy to Mr. Koenraad Van der Elst, Chief Legal Officer, who will be physically present at the Shareholders' Meetings, 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 BCCA, 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 Shareholders' Meetings (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, 5th of June 2024** (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-2024/> 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 acountholder or the central securities depository.

PHYSICAL PARTICIPATION

Shareholders who wish to participate physically, may present themselves on **Tuesday, 11th of June 2024 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 Shareholders' Meetings 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 BCCA 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 Shareholders' Meetings 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 Shareholders' Meetings Meeting (see section: ***Formalities for Participation*** above).

How to revise agenda items and/or propose new resolutions

In accordance with Article 7:130, §1 BCCA, 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, 20th of May 2024** (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, 27th of May 2024**.

Simultaneously with the publication of a revised agenda, the Company will make an amended proxy form and amended vote by letter available on the Company's website at <https://hyloris.com/shareholders-meeting-2024/>. Proxies 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 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 subscription right 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 Shareholders' Meetings. Questions will be answered during the Shareholders' Meetings, in accordance with applicable law.

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

How to ask your question ahead of the Shareholders' Meetings

Please send your question by no later than **Wednesday, 5th of June 2024** (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 during the Shareholders' Meetings

Where applicable, please ask your question during the Shareholders' Meetings at the times reserved for questions as will be indicated by the bureau during the Shareholders' Meetings.

DOCUMENTS

All specific Shareholders' Meetings -related documents are available on the Company's website <https://hyloris.com/shareholders-meeting-2024/>. 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 Shareholders' Meetings, the Company will receive personal data (in the sense of Article 4(1) of the GDPR) from its shareholders, subscription right holders and their proxy holders. The personal data could be in the form of a name, identification data, number of shares or subscription rights, proxy, questions and correspondence via ordinary post or email, confirmation of attendance, etc. During and after the Shareholders' Meetings, 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 Shareholders' Meetings. 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 Shareholders' Meetings. 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