

## 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”)

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### MINUTES OF THE ORDINARY GENERAL MEETING OF 11 JUNE 2024

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On Tuesday, 11<sup>th</sup> of June 2024 at 14:00 (Central European Summer Time), an ordinary general meeting of shareholders (the “**Meeting**”) is held at Boulevard Patience & Beaujonc 3/1, 4000 Liège, Belgium.

#### OPENING OF THE MEETING

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
4. Attend the Meeting physically.

#### Composition of the Bureau

The Meeting is opened at 14:00 under the chairmanship of Mr. Stijn Van Rompay (the **Chairman**).

The Chairman appoints Mr. Koenraad Van der Elst as secretary of the Meeting (the **Secretary**).

The Chairman proposes not to appoint tellers to count the votes. The Meeting unanimously agrees on this point.

Working language

The Chairman notes that, in accordance with applicable law, French is the official working language for the Meeting. The Chairman notes that a translation in English of the minutes of this Meeting will be provided.

**CONVOCAATION OF THE MEETING**

The notice convening this Meeting as provided for in the Belgian companies and associations code (the **Belgian Companies and Associations Code**), has been published in:

- the Belgian Official Gazette on 10 May 2024;
- the Company's website on 10 May 2024

Proof of the publications are submitted to the Bureau. The proof will be kept in the files of the Company, together with the minutes of this Meeting.

The notices convening the Meeting have also been sent on May 11, 2024 to the registered shareholders, the warrant holders, the directors and the statutory auditor KPMG Bedrijfsrevisoren, represented by Mr. Legein.

Proof of the convening notice is being submitted to the Bureau. The proof will be kept in the files of the Company together with the minutes of this Meeting.

In addition, as from 10 May 2024, the following documentation has been made available to the shareholders and to the public issued by the Company on the Company's website:

- the convening notice;
- a proxy form;
- a vote by letter form;

Proof of the publication of the convening notices, proof of the convening notice and proof of publication of the documents mentioned in the list above will be kept in the files of the Company together with the minutes of this Meeting.

## ATTENDANCE LIST

The registration date of the Meeting was Tuesday, 28<sup>th</sup> of May 2024 at midnight (24:00 (Central European Summer Time)). In accordance with the applicable legislation, only persons holding shares issued by the Company at the aforementioned registration date shall be entitled to participate in the Meeting and are listed in the attendance list attached as Annex 1.

In this respect, an attendance list has been prepared indicating (i) the identity of the shareholders which participate to the Meeting, (ii) the domicile or registered office of such shareholders, (iii) if applicable, the identity of the proxy holder of such shareholders, and (iv) the number of shares with which such shareholders are participating in the voting.

A separate list has been prepared for the shareholders that have validly submitted their votes by letter in accordance with the Belgian Companies and associations code and the articles of association of the Company.

Further, the Company has not received any request, in accordance with the Belgian Companies and Associations Code, from shareholders who, alone or jointly, represent at least three (3) % of the capital, to include additional items on the agenda of the Meeting and/or to propose draft resolutions concerning items that have been or should have been included on the agenda.

The Company's capital amounts to 140.001,87 EUR and is represented by 28.000.374 shares, without nominal value, each representing the same fraction of the Company's capital. Based on the aforementioned attendance list and the verification of the admission to the Meeting, it appears that 15.169.816 shares in total or 54,18 % of the outstanding and existing shares are present or represented at the Meeting.

The Chairman notes that the directors of the Company and the statutory auditor of the Company, KPMG Bedrijfsrevisoren, represented by Mr. Legein, were invited but did not participate to the Meeting.

## QUORUM AND VOTING

In accordance with article 25/1 of the law of 2 May 2007 on the on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market, and the articles of associations of the Company, no person can participate to an ordinary general meeting for more voting rights than attached to the shares with respect to which such person has filed with the Company a notification at least twenty (20) days prior to the date of the ordinary general meeting. The relevant thresholds for a notice are three (3) %, five (5) %, seven and a half (7.5) %, ten (10) %, fifteen (15) %, twenty (20) % and any further multiple of five (5) % of the outstanding voting rights. For all shareholders voting by letter or voting by proxy, it is established that they can participate with all the shares they have deposited.

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

In accordance with Article 7:135 of the Belgian Companies and Associations Code, the holders of profit-sharing certificates, convertible bonds, warrants or certificates issued with the cooperation of the Company are entitled to participate in the Meeting and may cast an advisory vote.

### **VALIDITY OF THE MEETING**

The aforementioned statements of the Chairman are verified and approved by the Meeting. Subsequently, the Meeting determines and confirms that it has been validly convened and is validly constituted.

### **AGENDA AND RESOLUTIONS**

#### **AGENDA**

The Chairman elaborates upon the Meeting's agenda items:

1. Take cognizance of the Board of Directors' report for the financial year ending on the 31<sup>st</sup> of December 2023.
2. Take cognizance of the statutory auditor's report for the financial year ending on the 31<sup>st</sup> of December 2023.
3. Approve the annual accounts for the financial year ending on the 31<sup>st</sup> of December 2023 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 31<sup>st</sup> of December 2023.
5. Take cognizance of the consolidated annual accounts for the financial year ending on the 31<sup>st</sup> of December 2023.
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 31<sup>st</sup> of December 2023.

#### **QUESTIONS**

Every shareholder and warrant holder had 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.

No questions were submitted prior to the Meeting.

#### **RESOLUTIONS**

Mr. Van Rompay informed the General Meeting that due to an ongoing audit of the 2023 financial statements, the publication of the Annual Report (originally scheduled for April 30, 2024) was delayed and proposed to postpone the Annual General Meeting. Mr. Van Rompay informed the meeting that a new general meeting of shareholders would be convened immediately after the publication of the annual report, financial statements and reports for the year ended 31 December 2023.

The Assembly proceeded to the deliberation and unanimously confirmed to postpone the ordinary general meeting.

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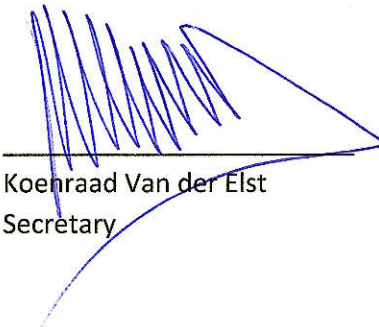
As no further agenda items need to be dealt with and no one asks to take the floor, the Chairman closes the Meeting at 14:15.

These minutes are signed by the Bureau.

Signed by:



Stijn Van Rompay  
Chairman



Koenraad Van der Elst  
Secretary

**Annex 1 : Attendance lists**

Shareholder/Warrant holder	Address	PC	City	# Shares
Nati Ortiz Gordo	Mereldreef 55	3140	Keerbergen	320.000
Thomas Jacobsen	Beekstraat 73	1980	Zemst	3.857.838
Pieter Van Rompay	Mereldreef 55	3140	Keerbergen	1.041.744
Stijn Van Rompay	Vlieghavenlaan 24	3140	Keerbergen	7.743.067
Lieve Van Rompay	Papenakker 17	9070	Heusden	400.000
Nick Reunbroek	Papenakker 17	9070	Heusden	1.531.716
Euroclear Bank SA	Boulevard du Roi 1	1210	Brussel	1.017
DPV Invest	Oudstrijderslei 18		Brasschaat	274.434

15.169.816
<b>54,18%</b>