

**LHYFE**

French public limited company (*Société anonyme*) with a board of directors  
Share capital of EUR 479,004.48  
Headquarters: 1 ter mail Pablo Picasso, 44000 Nantes, France  
850 415 290 R.C.S. Nantes  
(the « **Company** »)

**CONVENING NOTICE**

Lhyfe shareholders are informed that the combined general meeting (the “**Meeting**”) will be held on Tuesday, 23 May 2023 at 09:00 a.m. at the Cité des Congrès de Nantes, 5 rue de Valmy 44000 Nantes, France.

The purpose of the Meeting will be to deliberate on the following agenda:

**AGENDA**

**I. Resolutions to be submitted to the ordinary shareholder’s meeting**

Resolution n°1 – Approval of the annual financial statements for the 2022 fiscal year;

Resolution n°2 – Approval of the annual consolidated financial statements for the 2022 fiscal year;

Resolution n°3 – Allocation of earnings for the fiscal year;

Resolution n°4 – Approval of the report on the regulated agreements;

Resolution n°5 – Approval of the information referred to in Article L. 22-10-9 I of the French *Code de commerce* contained in the corporate governance report (global *ex post say on pay*);

Resolution n°6 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted for the 2022 fiscal year to Matthieu Guesné, Chairman of the Board of Directors and Chief Executive Officer;

Resolution n°7 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted for the 2022 fiscal year to Nolwenn Belléguic, Deputy Chief Executive Officer;

Resolution n°8 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted for the 2022 fiscal year to Antoine Hamon, Deputy Chief Executive Officer;

Resolution n°9 – Approval of the compensation policy applicable to all of the Company’s corporate officers for the 2023 fiscal year;

Resolution n°10 – Approval of the compensation policy of Matthieu Guesné, Chairman of the Board of Directors and Chief Executive Officer for the 2023 fiscal year;

Resolution n°11 – Approval of the compensation policy of Nolwenn Belléguic, Deputy Chief Executive Officer for the 2023 fiscal year;

Resolution n°12 – Approval of the compensation policy of Antoine Hamon, Deputy Chief Executive Officer for the 2023 fiscal year;

Resolution n°13 – Approval of the compensation policy of the Directors for the 2023 fiscal year;

Resolution n°14 – Authorization granted to the Board of Directors to purchase shares of the Company under a share repurchase program;

**II. Resolutions to be submitted to the extraordinary shareholder’s meeting:**

Resolution n°15 – Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling the Company's own shares under the conditions provided for in Articles L. 22-10-62 *et seq.* of the French *Code de commerce*;

Resolution n°16 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing, with shareholders' preferential subscription rights, shares of the Company and/or equity securities giving access to other equity securities and/or giving the right to allocation of debt securities and/or securities giving access to equity securities to be issued;

Resolution n°17 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without shareholders' preferential subscription rights, shares of the Company and/or equity securities giving access to other equity securities and/or giving the right to allocation of debt securities and/or securities giving access to equity securities to be issued, with or without a priority period, by offers to the public other than those referred to in paragraph 1° of Article L. 411-2 of the French *Code monétaire et financier*;

Resolution n°18 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities giving access to other equity securities and/or giving the right to allocation of debt securities and/or securities giving access to equity securities to be issued, by offers to the public referred to in paragraph 1° of Article L. 411-2 of the French *Code monétaire et financier*;

Resolution n°19 – Authorization granted to the Board of Directors to determine, in the event of an issuance by public offers without preferential subscription rights, the issuance price with the terms set by the shareholders' meeting, up to the limit of 10% of the share capital per year;

Resolution n°20 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares without preferential subscription rights and for the benefit of a category of persons;

Resolution n°21 – Authorization granted to the Board of Directors to increase the number of securities to be issued with or without shareholders' preferential subscription rights;

Resolution n°22 – Delegation of authority granted to the Board of Directors for the purpose of deciding to increase the share capital of the Company, up to the limit of 10% of the share capital, as compensation for contributions in kind comprised of equity securities or securities giving access to the share capital of third-party companies other than in a public exchange offer;

Resolution n°23 – Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital by issuing, without shareholders' preferential subscription rights, shares and/or securities giving access to the share capital of the Company, in the event of a public exchange offer;

Resolution n°24 – Overall cap applicable to the authorizations provided for in the 16<sup>th</sup> to 18<sup>th</sup> and 20<sup>th</sup> to 23<sup>rd</sup> resolutions;

Resolution n°25 – Authorization granted to the Board of Directors to allocate options to subscribe and/or purchase shares;

Resolution n°26 – Authorization granted to the Board of Directors to allocate existing or new free shares to be issued based on the achievement of performance criteria;

Resolution n°27 – Delegation of authority granted to the Board of Directors for the purpose of issuing, without shareholders' preferential subscription rights, warrants to subscribe for business creators' shares (BSPCE) for the benefit of employees and officers of the Company subject to the employee tax regime;

Resolution n°28 – Delegation of authority granted to the Board of Directors for the purpose of issuing, without shareholders' preferential subscription rights, shares and/or other securities for the benefit of employees and officers of the Company and employees of related companies as defined in Article L. 225-180 of the French *Code de commerce* who are beneficiaries of a company savings plan as provided for in Articles L. 3332-1 *et seq.* of the French *Code du travail*;

Resolution n°29 – Overall cap applicable to the authorizations provided for in the 25<sup>th</sup> to 28<sup>th</sup> resolutions;

### **III. Resolutions to be submitted to the ordinary shareholder's meeting**

Resolution n°30 - Powers for formalities.

## **I. PRELIMINARY FORMALITIES TO PARTICIPATE IN THE MEETING**

Any shareholder has the right to participate in the Meeting regardless of the number of shares held, notwithstanding any contrary provisions of the articles of association.

The right to participate to the general meetings of the Company is evidenced by the registration of the shares in the name of the shareholder or in the name of the intermediary registered on the shareholder's behalf in accordance with Article R. 22-10-28 of the French *Code de commerce*, on the second business day preceding the relevant meeting, *i.e.*, for the Meeting, on **Friday, 19 May 2023** at midnight (Paris time):

- for shareholders holding registered shares, registration of their shares in the Company's registers held for the Company by its agent Uptevia (Service Assemblées Générales – Immeuble FLORES – 12 place des Etats-Unis CS 40083 – 92549 Montrouge Cedex, France),
- for shareholders holding bearer shares, a certificate of shareholding provided by an authorized intermediary.

The registration of shares in the bearer share accounts held by the authorized intermediary must be evidenced by a certificate of participation issued by the latter, if necessary by electronic means under the conditions provided for in Article R. 225-61 of the French *Code de commerce* and appended to the postal voting or proxy form ("**Single voting form**"), or to the request for an admission card issued in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Any shareholder who has already cast a remote voting form, sent a voting proxy or requested an admission card or a certificate of participation (under the conditions specified below) may transfer all or part of his shares at any time. However, if the transfer of ownership occurs before **Friday, 19 May 2023** at midnight (Paris time), the Company will invalidate or modify accordingly, as the case may be, the remote voting form, the voting proxy, the admission card or the certificate of participation. To this end, his intermediary will notify the Company or its agent of the transfer of ownership and will send them the necessary information. No transfer of ownership made after **Friday, 19 May 2023** at midnight (Paris time), regardless of the means used, will be notified by the intermediary or taken into consideration by the Company, notwithstanding any contrary agreement.

## **II. PARTICIPATION IN THE MEETING**

The shareholders may choose one of the following three possibilities to exercise their voting right at the Meeting:

- to attend the Meeting;
- to give a proxy to the Chairman of the Meeting or to any other individual or legal entity;
- to vote by post or by Internet via the VOTACCESS website.

In addition to the Single voting form, the shareholders will have the possibility to send their voting instructions, appoint or revoke a proxy, and request an admission card prior to the Meeting via the VOTACCESS website, under the conditions described below.

The VOTACCESS website for the Meeting will be open from Wednesday, 3 May 2023 at 10 a.m. (Paris time) until the day before the Meeting, *i.e.*, Monday, 22 May 2023 at 3:00 p.m. (Paris time).

To avoid any congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the Meeting to enter their voting instructions.

## 1. To attend the Meeting in person

Shareholders wishing to attend the Meeting in person may request an admission card as follows:

### By electronic means:

- For registered shareholders (pure and administered form): the registered shareholder may access the VOTACCESS website via his shareholder space at <https://www.investor.uptevia.com>.

The shareholders in pure registered form shall connect to their shareholder space by using their usual access codes. Their connection ID will be provided on the Single voting form or on the electronic notice of meeting.

The shareholders in administered registered form shall connect to their shareholder space by using their connection ID provided on the Single voting form or on the electronic notice of meeting. Once on the home page of the website, they will have to follow the indications on the screen.

After logging on to the shareholder's space, pure and administered registered shareholders must follow the instructions given on the screen in order to access the VOTACCESS website and request their admission card.

- For bearer shareholders: it is up to the bearer shareholder to inquire to know whether his account-keeping establishment, who manages his securities account, is connected or not to the VOTACCESS website and, if necessary, if this access is subject to specific conditions of use of the VOTACCESS website. If the account-keeping establishment is connected to the VOTACCESS website, the shareholder shall identify himself on the internet portal of his account holder establishment with his usual access codes. He will then have to follow the instructions given on the screen to access the VOTACCESS website and request his admission card.

### By postal means:

- For registered shareholders: the registered shareholder must complete the Single voting form attached to the notice of meeting, which will be sent to him, specifying that he wishes to attend the Meeting and obtain an admission card, and then return it, dated and signed, using the T envelope attached to the notice of meeting, to Uptevia;
- For bearer shareholders: the bearer shareholder must ask his account-keeping establishment, who manages his securities account, to send him an admission card.

Requests for admission cards by post must be received by Uptevia no later than three days before the Meeting, in accordance with the modalities indicated above.

The shareholders who have not received their admission card in the two business days preceding the Meeting are invited to:

- For registered shareholders: present themselves on the day of the Meeting, directly at the counters specifically provided for this purpose, with an identity document;

- For bearer shareholders: request their account-keeping establishment to issue them with a certificate of participation to prove their status as shareholders on the second business day preceding the Meeting.

## 2. To vote by proxy or by post

If the shareholders are unable to attend the Meeting in person, they may choose one of the following three options:

- to give a proxy to the Chairman of the Meeting;
- to give a proxy to any individual or legal entity of their choice under the conditions provided for in Articles L. 22-10-39 and L. 225-106 I of the French *Code de commerce*;
- to vote by post, in accordance with the following modalities:

### By electronic means:

- For registered shareholders (pure or administered form): registered shareholders may access the VOTACCESS website via their shareholder space at <https://www.investor.uptevia.com>.

The shareholders in pure registered form shall connect to their shareholder space by using their usual access codes. Their connection ID will be provided on the Single voting form or on the electronic notice of meeting.

The shareholders in administered registered form shall connect to their shareholder space by using their connection ID provided on the Single voting form or on the electronic notice of meeting. Once on the home page of the website, they will have to follow the indications on the screen.

After logging on to the shareholder's space, pure and administered registered shareholders must follow the instructions given on the screen to access the VOTACCESS website and vote or designate or revoke a proxy.

- For bearer shareholders: it is up to the bearer shareholders to inquire to know whether their account-keeping establishment is connected or not to the VOTACCESS website and, if necessary, if this access is subject to specific conditions of use of the VOTACCESS website. If the account-keeping establishment is connected to the VOTACCESS website, the shareholders shall identify themselves on the internet portal of their account holder establishment with their usual access codes. They will then have to follow the instructions given on the screen to access the VOTACCESS website and vote or designate or revoke a proxy.

If the shareholder's account-keeping establishment is not connected to the VOTACCESS website, it is specified that the notification of the appointment and the revocation of a proxy may however be made electronically in accordance with the provisions of Article R.22-10-24 of the French *Code de commerce*, by sending an email to the following email address: [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com). This email must contain a scanned copy of the Single voting form duly completed and signed. Bearer shareholders must also attach to their e-mail the certificate of participation issued by their authorized intermediary. Only the notifications of appointment or revocation of proxies duly signed, completed, received, and confirmed at the latest on the day before the Meeting, *i.e.*, Monday, 22 May 2023 at 3:00 p.m. (Paris time), may be taken into account.

**By postal means:**

- For registered shareholders: registered shareholders must complete the Single voting form attached to the notice of meeting which will be sent to them, and then return it, dated and signed, using the T envelope attached to the notice of meeting, to Uptevia;
- For bearer shareholders: bearer shareholders must ask the Single voting form to their account-keeping establishment, who manages their securities account, and then return it, dated and signed.

The Single voting forms must be received by Uptevia, at the latest, three days before the Meeting, according to the modalities indicated above.

It is specified that, for all proxies without indication of a representative, the Chairman of the Meeting will vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and against all other draft resolutions.

The Single voting forms are automatically sent by postal means to shareholders who have held a pure registered or administered account for at least one month as of the date of the notice of meeting.

For bearer shareholders, Single voting forms will be sent to them upon request received by ordinary mail as of the date of the Meeting by Uptevia - Service Assemblées Générales - Immeuble FLORES - 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex, France and received no later than six days before the date of the Meeting.

In any case, no later than the twenty-first day prior to the Meeting, the Single voting form or proxy form will be made available on the Company's website (<https://www.lhyfe.com/>).

The shareholders who have sent a request for an admission card, a proxy or a postal voting form will no longer be able to change their method of participation in the Meeting.

In the event of the return of a Single voting form by a registered intermediary, the Company may ask the said intermediary for the identity of the voters.

**III. WRITTEN QUESTIONS**

Shareholders may submit questions in writing to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French *Code de commerce*. These questions must be sent preferably by electronic means to the following address: [investors@lhyfe.com](mailto:investors@lhyfe.com) (or to the Company's registered office, by registered letter with acknowledgement of receipt), no later than the fourth business day preceding the date of the Meeting, *i.e.*, Wednesday, 17 May 2023. They must be accompanied by a share ownership certificate.

**IV. RIGHT OF COMMUNICATION**

In accordance with applicable law, all documents required to be submitted to this Meeting will be made available to the shareholders within the legal deadlines at the Company's registered office and on its website <https://www.lhyfe.com/> no later than the twenty-first day prior to the Meeting. As from the date of the notice of meeting and up to and including the fifth day before the meeting, any shareholder may ask the Company to send him the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French *Code de commerce*, by simple request addressed to Uptevia - Service Assemblées Générales - Immeuble FLORES - 12 place des Etats-Unis CS 40083 - 92549

Montrouge Cedex, France. Bearer shareholders must provide evidence of their status as such by sending a certificate of account registration.

The Board of Directors