

## **CARBIOS**

Société anonyme (public limited company) with capital of €7,825,630.40  
Registered office: Biopôle Clermont-Limagne – rue Emile Duclaux – 63360 Saint-Beauzire, France  
RCS Clermont-Ferrand 531 530 228

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### **NOTICE OF MEETING**

#### **ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF FEBRUARY 2, 2022**

The shareholders are invited to attend the Combined Shareholders' Meeting on **Wednesday, February 2, 2022 at 9:30 a.m.**, which will be held at the offices of Fieldfisher LLP located at 48 rue Cambon, 75001 Paris, to deliberate on the following agenda:

#### **AGENDA**

##### **ORDINARY SHAREHOLDERS' MEETING**

1. Authorization granted to the Board of Directors for the purchase by the Company of its own shares in accordance with Article L.22-10-62 of the French Commercial Code

##### **EXTRAORDINARY SHAREHOLDERS' MEETING**

2. Delegation of authority to the Board of Directors to decide on either the issuance, with preferential subscription rights, of shares and/or securities giving access, immediately or in the future, to the share capital or giving entitlement to debt securities, or the capitalization of profits, reserves or share premiums;
3. Authorization granted to the Board of Directors for the purposes of increasing the number of securities issued in accordance with the provisions of Article L.225-135-1 of the French Commercial Code by up to 15% in the event of the implementation of the delegation of authority referred to in the previous resolution, with maintenance of preferential subscription rights;
4. Delegation of authority to the Board of Directors to decide on the issuance of shares and/or securities giving access, immediately or in the future, to the share capital or giving entitlement to debt securities, with cancellation of preferential subscription rights without naming beneficiaries and by public offering;
5. Delegation of authority to the Board of Directors to decide on the issuance of shares and/or securities giving access, immediately or in the future, to the share capital or giving entitlement to debt securities, by way of an offer referred to in Article L.411-2 1° of the French Monetary and Financial Code and within the limit of 20% of the share capital per year, with cancellation of preferential subscription rights without naming beneficiaries;
6. Delegation of authority to the Board of Directors to decide on the issuance of shares and/or securities giving access, immediately or in the future, to the share capital or giving entitlement to debt securities, with cancellation of shareholders' preferential subscription rights in favor of certain categories of beneficiary;
7. Authorization granted to the Board of Directors for the purposes of increasing the number of securities issued in accordance with the provisions of Article L.225-135-1 of the French Commercial Code by up to 15% in the event of the implementation of the delegations of authority referred to in the previous three resolutions, with cancellation of preferential subscription rights;

8. Delegation of authority to the Board of Directors to decide on the issuance of 296,928 share subscription warrants – the “BSAs” – granting rights to the subscription of 296,928 new ordinary Company shares to the European Investment Bank, with cancellation of preferential subscription rights;
9. Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 220,000 share subscription warrants – the “BSAs” – granting rights to the subscription of 220,000 new ordinary Company shares, within the limit of an overall ceiling of 220,000 BSAs and/or founder share subscription warrants (BSPCEs) to be issued under the 9<sup>th</sup> and 10<sup>th</sup> Resolutions, this issuance being reserved for the benefit of a category of specified persons;
10. Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 220,000 founder share subscription warrants – the “BSPCEs” – granting rights to the subscription of 220,000 new ordinary Company shares, within the limit of an overall ceiling of 220,000 BSAs and/or BSPCEs to be issued under the 9<sup>th</sup> and 10<sup>th</sup> Resolutions, this issuance being reserved for the benefit of a category of specified persons;
11. Delegation of powers to the Board of Directors to decide on a capital increase in cash reserved for employees who are members of a company savings plan in accordance with the provisions of Articles L.225-129-6 of the French Commercial Code and L.3332-18 et seq. of the French Labor Code, with cancellation of preferential subscription rights reserved for the benefit of the Company’s employees;
12. Setting the overall ceiling for authorizations to issue shares and securities giving access to the share capital applicable and securities representing debt;

#### **ORDINARY SHAREHOLDERS’ MEETING**

13. Powers for formalities;
14. Decision to be taken on the appointment of the company Copernicus Wealth Management as a censor of the Company

Due to a material error in the preliminary Notice of Meeting published in the Bulletin des Annonces Légales Obligatoires n°156 of December 29, 2021, the text of the resolutions submitted to the vote of the Ordinary and Extraordinary Shareholders’ Meeting of February 2, 2022 is in accordance with the text published in the Bulletin des Annonces Légales Obligatoires (BALO) n°156 of December 29, 2021, with the exception of the insertion of a fourteenth resolution worded as follows:

#### **“FOURTEENTH RESOLUTION**

*(Decision to be taken on the appointment of the company Copernicus Wealth Management as a censor of the Company)*

*The Shareholder’s Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholder’s Meetings, having reviewed the report of the Board of Directors,*

***Resolves to appoint as a Censor of the Company:***

- **Copernicus Wealth Management**, a public limited company (*société anonyme*) regulated under the Swiss Authority whose registered office is located Via al Forte 1, 6900 Lugano, Switzerland, represented by Alen Vukic, born on May 1<sup>st</sup>, 1975 in Mendrisio (Switzerland), of Swiss Nationality, residing in Besazio, as a permanent representative.

For a period of one year expiring at the end of the Ordinary Shareholder's Meeting to be held in 2023 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2022."

The other resolutions remain unchanged and conform to the text published in the Bulletin des Annonces Légales Obligatoires n°156 of December 29, 2021.

#### **WARNING: COVID-19**

Due to the exceptional situation of the coronavirus pandemic, the organizational arrangements for the Shareholders' Meeting may change depending on health and/or statutory requirements. Consequently, shareholders are invited to regularly consult the section dedicated to the 2022 Annual Combined Shareholders' Meeting on the Company's website: <https://www.carbios.com/en/participate-to-the-general-assembly/>.

In all cases, as a precautionary measure, we invite you now to anticipate and favor participation in the Shareholders' Meeting by the means of voting by mail or by proxy made available to you. The precise procedures for voting by mail or by proxy are described below.

### **INFORMATION**

#### ***1 - Participation in the Meeting***

##### ***Shareholder status***

Shareholders may take part in this Shareholders' Meeting regardless of the number of shares they own, notwithstanding any provisions to the contrary in the bylaws.

Shareholders may attend the Shareholders' Meeting:

- either by participating physically;
- or by voting by post;
- or by being represented by giving a proxy to the Chairman;
- or by being represented by giving a proxy to any other person of their choice (Articles L.225-106 and L.22-10-39 of the French Commercial Code).

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and vote against the adoption of all other draft resolutions.

Legal representatives of incapacitated shareholders and representatives of legal entity shareholders may be required to prove their capacity by producing a copy of the court decision or a certified extract of the decision of the partners or the Board that appointed them.

In accordance with Article R.22-10-28 of the French Commercial Code, shareholders who can prove the following may attend the Shareholders' Meeting:

- in the case of registered shares: registration of said shares in the Company's registered securities accounts on Monday, January 31, 2022 at midnight, Paris time;
- in the case of bearer shares: registration of said shares (where applicable in the name of the intermediary registered on behalf of the shareholder concerned under statutory and regulatory conditions) in the bearer share accounts held by their authorized intermediary on Monday, January 31, 2022 at midnight, Paris time. The authorized intermediaries will issue a shareholding certificate, attached to the admission card, to the postal voting or proxy form drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only shareholders who can prove they have this capacity on Monday, January 31, 2022 at midnight, Paris time, under the conditions set out above, may participate in this Shareholders' Meeting.

Shareholders may at any time sell all or part of their shares:

- if the sale takes place before midnight (Paris time) on Monday, January 31, 2022, the vote cast by post or the proxy, accompanied, where applicable, by a shareholding certificate, will be invalidated or amended accordingly, as the case may be. For this purpose, the authorized intermediary holding the account must notify the Company or its agent of the sale and provide it with the necessary information;
- if the sale or any other transaction is carried out after midnight (Paris time) on Monday, January 31, 2022, regardless of the means used, it will not be notified by the authorized intermediary or taken into consideration by the Company.

#### ***Method of participation in the Meeting***

Shareholders not attending this Meeting in person may choose to vote by mail or proxy with or without indication of proxy.

#### **Voting by mail or by proxy by post or electronically**

Any shareholder (registered or bearer) wishing to vote by mail or by proxy may request a voting form by mail or by proxy, by sending a letter to CARBIOS – To the attention of Mr. Quentin RUELLE, at the following address: 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, or by e-mail at the following address: [AG@carbiosa.com](mailto:AG@carbiosa.com) no more than six days before the Shareholders' Meeting. Postal and proxy voting forms may also be downloaded from the Company's website: <https://www.carbiosa.com/assemblees-generales/>.

Shareholders must return their postal or proxy voting forms so that the Company receives them no later than three days before the date of the Shareholders' Meeting, i.e. no later than midnight (Paris time) on Sunday, January 30, 2022:

- if their shares are in registered form: send the form directly to CARBIOS – To the attention of Mr. Quentin RUELLE, at the following address: 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, or by e-mail at the following address: [AG@carbiosa.com](mailto:AG@carbiosa.com);
- if their shares are registered in a bearer account: return the form to the institution that manages the account, which will send it together with a shareholding certificate to CARBIOS – To the attention of Mr. Quentin RUELLE, at the following address: 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, or by e-mail at the following address: [AG@carbiosa.com](mailto:AG@carbiosa.com).

It is specified that no form received after this deadline will be taken into account.

#### **Appointment/revocation of mandates with indication of proxy by electronic means**

Shareholders may grant or revoke a proxy, with indication of proxy electronically in accordance with the provisions of Article R.225-79 of the French Commercial Code, as follows:

- if their shares are in registered form: by sending an e-mail to the following address: [AG@carbios.com](mailto:AG@carbios.com). This email must include as an attachment a scanned copy of the proxy voting form specifying the full name, address and bank details of the shareholder as well as the full name and address of the appointed or revoked proxy;
- if their securities are registered in a bearer account: by asking the financial intermediary that manages their securities account to send written confirmation of the appointment or revocation of a proxy to the following address: CARBIOS – To the attention of Mr. Quentin RUELLE – 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, or by e-mail at the following address: [AG@carbios.com](mailto:AG@carbios.com).

Pursuant to the provisions of Article 6 of Decree no. 2020-418 of April 10, 2020 adapting the meeting and deliberation rules applicable to general meetings and management bodies of legal persons and private law entities without legal personality due to the Covid-19 epidemic, as extended by Decree no. 2021-255 of March 9, 2021, proxy forms indicating proxy transmitted electronically must be sent at the latest on the fourth day preceding the date of the Shareholders' Meeting, i.e. by Saturday, January 29, 2022.

To that end, in accordance with Article 6 of Decree No. 2020-418 of April 10, 2020, as extended by Decree No. 2021-255 of March 9, 2021, the agent must send its instructions for the exercise of its authorizations to the Company by e-mail to the following address: [AG@carbios.com](mailto:AG@carbios.com) in the form of a postal voting form (referred to in Article R.225-76 of the French Commercial Code), no later than the fourth day preceding the date of the Shareholders' Meeting, i.e. no later than Saturday, January 29, 2022.

## ***2 - Submission of written questions and request for inclusion of agenda items or draft resolutions***

*Given the exceptional situation due to COVID-19, we recommend that you favor requests to include items or draft resolutions on the agenda and the sending of written questions electronically.*

Shareholders may submit written questions to the Company as from the convening of the Shareholders' Meeting in accordance with Articles L.225-108 and R.225-84 of the French Commercial Code. Such questions should be addressed to the Chairman of the Board of Directors at the following address: CARBIOS, 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, by registered letter with acknowledgment of receipt or by electronic telecommunication to the following e-mail address: [AG@carbios.fr](mailto:AG@carbios.fr) by the end of the second business day preceding the date of the Shareholders' Meeting, i.e. Monday, January 31, 2022 at 11:59 p.m., Paris time. They must be accompanied by a shareholding certificate.

Substantiated requests for the inclusion of items or draft resolutions on the agenda by shareholders who fulfill the statutory and regulatory conditions in force, or by the Social and Economic Committee, must be sent to CARBIOS at the following address: 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, by registered letter with acknowledgment of receipt or by electronic telecommunication to the following e-mail address: [AG@carbios.fr](mailto:AG@carbios.fr) within twenty (20) days after the date of this notice and must be received by the Company no later than the twenty-fifth (25<sup>th</sup>) day preceding the date of the Shareholders' Meeting. These requests must be accompanied by a shareholding certificate justifying the possession or representation by the authors of the request of the fraction of the capital required by the provisions in force. The request shall be accompanied by the text of the draft resolutions, which may include a short explanation of the purpose. Requests for the inclusion of an item on the agenda must be substantiated.

It is also recalled that the review by the Shareholders' Meeting of the items on the agenda and of the resolutions to be presented is subject to the forwarding by the interested parties of a new certificate

proving the registration of their securities in the same accounts at midnight (Paris time) on the second (2<sup>nd</sup>) business day preceding the Shareholders' Meeting.

### ***3 - Right of communication***

The documents and information referred to in Article R.225-73 of the French Commercial Code may be consulted on the Company's website <https://www.carbios.com/assemblees-generales/> and at the registered office of CARBIOS, Biopôle Clermont-Limagne, rue Emile Duclaux, 63360 Saint-Beauzire, France, on or after the date of notice of the Shareholders' Meeting.

Shareholders are informed that a notice of meeting will be published in the B.A.L.O. gazette at least fifteen (15) days before the date of the Shareholders' Meeting stating any changes made to the agenda following registration requests for draft resolutions presented by shareholders and/or the Social and Economic Committee.

*Board of Directors*