

## Hyloris Pharmaceuticals SA

Limited liability company (*société anonyme/naamloze vennootschap*)  
Boulevard Gustave-Kleyer 17  
4000 Liège  
Belgium  
Register of legal entities: 0674.494.151 (Liège, Liège Division)  
  
(the “**Company**”)

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### NOTICE CONVENING THE ORDINARY GENERAL MEETING OF 8 JUNE 2021

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**7 May 2021**

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 behind closed doors:

**on Tuesday, 8<sup>th</sup> of June 2021 at 14:00 (Central European Summer Time)**  
**at Boulevard Gustave-Kleyer 17, 4000 Liège, Belgium**

Public health and social distancing measures are currently in place against the spread of COVID-19. Consequently, the Company is not allowed to organise any large-scale, in-person gatherings.

Therefore, the Company will make available a videoconference to follow the Meeting and invites its shareholders 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 (i.e., mandating the person mentioned in the proxy form and giving clear voting instructions to that person).

Please follow the instructions in the sections: **Vote by Letter - Representation by Proxy**. These explain how you can participate in the Meeting. Questions can be asked ahead of the Meeting in writing in accordance with section: **Right to Ask Questions**. The Board of Directors reminds all shareholders that they must satisfy the conditions under the section: **Formalities for Participation**.

The Company will make available a **videoconference** of the Meeting to shareholders who have voted by letter or who have granted a proxy. Shareholders 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 videoconference.

Warrant holders can attend the Meeting with an advisory vote. To be represented at the Meeting, warrant holders are invited to submit a proxy form to the Company in accordance with section: **Representation by Proxy**. By submitting a proxy form to the Company, warrant holders can attend the Meeting with an advisory vote and obtain a link to the videoconference. Questions can be asked ahead of the Meeting in writing in accordance with section: **Right to Ask Questions**. The Board of

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

If the mandatory public health and social distancing measures are lifted between the date of this convening notice and the date of the Meeting, and if large-scale, in-person gatherings are permitted again, the Company will communicate in due time if the Meeting will be conducted differently.

## **AGENDA AND PROPOSED RESOLUTIONS**

### **AGENDA**

1. Take cognizance of the Board of Directors' report for the financial year ending on the 31<sup>st</sup> of December 2020.
2. Take cognizance of the statutory auditor's report for the financial year ending on the 31<sup>st</sup> of December 2020.
3. Approve the annual accounts for the financial year ending on the 31<sup>st</sup> of December 2020 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 2020.
5. Take cognizance of the consolidated annual accounts for the financial year ending on the 31<sup>st</sup> of December 2020.
6. Grant discharge to the directors.
7. Grant discharge to the statutory auditor.
8. Approve the remuneration policy.
9. Vote (advisory vote) on the remuneration report for the financial year ending on the 31<sup>st</sup> of December 2020.
10. Approve the appointment of Pienter Jan BV (permanently represented by Mr. Chris Buyse) as Independent Director and approve its remuneration.
11. Grant 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 31<sup>st</sup> of December 2020**

***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 31<sup>st</sup> of December 2020**

***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 31<sup>st</sup> of December 2020 and approve the profit-and-loss allocation**

***Proposed Resolution***

It is proposed that the annual accounts for the financial year ending on the 31<sup>st</sup> of December 2020 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 2020	(€ 6,623,379)
Loss carried forward from the previous financial year	(€ 125,752)
Loss to carry forward	(€6,749,131)

**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 2020**

***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 31<sup>st</sup> of December 2020**

***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 their duties for the financial year ending on the 31<sup>st</sup> of December 2020.

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

***Proposed Resolution***

It is proposed that discharge be granted to the statutory auditor in respect of its duties for the financial year ending on the 31<sup>st</sup> of December 2020.

**8. Approve the remuneration policy**

***Proposed Resolution***

It is proposed that the remuneration policy be approved, in accordance with Article 7:89/1 of the Belgian Companies and Associations Code. The remuneration policy can be viewed on the Company's website at <https://investors.hyloris.com/shareholder-information/shareholders-meetings/>.

**9. Vote (advisory vote) on the remuneration report for the financial year ending on the 31<sup>st</sup> of December 2020**

***Proposed Resolution***

It is proposed that the remuneration report for the financial year ending on the 31<sup>st</sup> of December 2020, as elaborated in the annual report in *Chapter 2, Corporate Governance, sub-heading Remuneration Report*, be approved. The 2020 annual report is available on the Company's website at <https://investors.hyloris.com/financial-information/#financialreports>.

**10. Approve the appointment of Pienter Jan BV (permanently represented by Mr. Chris Buyse) as Independent Director, and approve its remuneration**

***Proposed Resolution***

The Board of Directors refers to the Remuneration Committee's recommendation and confirms that Mr. Chris Buyse meets the independence criteria laid down in Article 7:87 of the Belgian Companies and Associations Code and the independence criteria in Recommendation 3:5 of the Belgian Corporate Governance Code of 2020.

Mr. Chris Buyse's professional qualifications and a list of the positions of Mr. Chris Buyse can be found on the Company's website <https://investors.hyloris.com/shareholder-information/shareholders-meetings/>.

It is proposed that Pienter Jan BV (whose registered office is at Baillet-Latourlei 119 A, 2930 Brasschaat, Belgium, permanently represented by Mr. Chris Buyse) be appointed as Independent Director of the Company for a period of four years until the close of the ordinary general meeting of 2025.

It is proposed that the remuneration of Pienter Jan BV be approved. This remuneration is consistent with the remuneration policy and consists of a fixed yearly remuneration of € 12,500 (excluding VAT).

**11. Grant 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, and Mr. Thijs Keuleers, who are all lawyers of the law firm Strelia, whose registered office is at Rue Royale 145, 1000 Brussels.

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 this Meeting and, more particularly, to the publication of an excerpt of these minutes in the Annexes to the Belgian State Gazette and, generally, to perform all steps at the Clerk's office of the Court of Enterprises and everything necessary for these purposes.

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**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. 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 attend the Meeting and may cast an advisory vote.

**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 Companies and Associations Code, 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, 25<sup>th</sup> of May 2021** at midnight (**24:00 (Central European Summer Time)** (the **Registration Date**)) are entitled to participate and vote at the Meeting. The registered 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 a clearing institution. 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, 2<sup>nd</sup> of June 2021** (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.*
- 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.*

### 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 clearing institution 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](mailto:corporate@hyloris.com) or by post to Hyloris Pharmaceuticals SA, Boulevard Gustave-Kleyer 17, 4000 Liège, Belgium, to the attention of Mr. Koenraad Van der Elst, Chief Legal Officer. Sending by email is recommended.*

*For shareholders who opt to vote by letter ahead of the Meeting, it is recommended to send this certificate together with the vote by letter form. For shareholders who opt to grant a proxy to be represented at the Meeting, it is recommended to send this certificate together with the proxy form.*

## 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, 2<sup>nd</sup> of June 2021** (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://investors.hyloris.com/shareholder-information/shareholders-meetings/> or obtain it from the Company's registered office at Boulevard Gustave-Kleyer 17, 4000 Liège, Belgium. Bearing in mind the health measures currently in place, 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](mailto:corporate@hyloris.com) or by post to Hyloris Pharmaceuticals SA, Boulevard Gustave-Kleyer 17, 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 clearing institution.

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).

### Videoconference

Shareholders who have validly cast a vote by letter, can follow a videoconference made available by the Company. In order to obtain a link to the Meeting's videoconference, 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 videoconference. Please note that the videoconference does not enable shareholders to vote or ask questions during the Meeting.

## REPRESENTATION BY PROXY

Bearing in mind the public health and social distancing measures that are currently in place, shareholders who wish to be represented at the Meeting should grant a proxy to Mr. Koenraad Van der Elst, Chief Legal Officer, who will be physically present at the Meeting.

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 proposed proxy holder potentially falls under the conflict-of-interest rules of Article 7:143, §4 of the Belgian Companies and Associations Code, 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 proxy holder will abstain from voting.

The Board of Directors reminds all shareholders 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 then please complete the proxy form and submit it to the Company by no later than **Wednesday, 2<sup>nd</sup> of June 2021** (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://investors.hyloris.com/shareholder-information/shareholders-meetings/> or obtain it from the Company's registered office at Boulevard Gustave-Kleyer 17, 4000 Liège, Belgium. Bearing in mind the health measures currently in place, it is recommended to download the form from the Company's website.

#### 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](mailto:corporate@hyloris.com) or by post to Hyloris Pharmaceuticals SA, Boulevard Gustave-Kleyer 17, 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 clearing institution.

#### Videoconference

Shareholders and warrant holders who have granted a proxy, can follow a videoconference made available by the Company. In order to obtain a link to the Meeting's videoconference, shareholders and warrant holders 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 videoconference. Please note that the videoconference does not enable you to vote electronically or ask questions during the Meeting.

### **REVISED AGENDA**

Article 7:130, §1 of the Belgian Companies and Associations Code 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 Companies and Associations Code, 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, 17<sup>th</sup> of May 2021** (date of receipt by the Company) by email to [corporate@hyloris.com](mailto:corporate@hyloris.com) or by post to Hyloris Pharmaceuticals SA, Boulevard Gustave-Kleyer 17, 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, 24<sup>th</sup> of May 2021**.

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://investors.hyloris.com/shareholder-information/shareholders-meetings/>. 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 can be asked in writing in advance of the Meeting. 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

Please send your question by no later than **Wednesday, 2<sup>nd</sup> of June 2021** (date of receipt by the Company) by e-mail to [corporate@hyloris.com](mailto:corporate@hyloris.com) or by post to Hyloris Pharmaceuticals SA, Boulevard Gustave-Kleyer 17, 4000 Liège, Belgium, to the attention of Mr. Koenraad Van der Elst, Chief Legal Officer. Sending by email is recommended.

Questions will be answered during the Meeting, in accordance with applicable law.

### **DOCUMENTS**

All specific Meeting-related documents are available on the Company's website <https://investors.hyloris.com/shareholder-information/shareholders-meetings/>. Shareholders can request a copy of these documents by sending an email to [corporate@hyloris.com](mailto: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 proxyholders. 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](mailto:contact@hyloris.com).

## HOW TO CONTACT US

If you have practical questions, please contact us at [corporate@hyloris.com](mailto:corporate@hyloris.com).

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Yours sincerely,

The Board of Directors