

ONXEO

Corporation with a Board of Directors (*Société Anonyme à Conseil d'Administration*)
with a share capital of EUR 27,876,782.50
Registered office: 49 boulevard du Général Martial Valin, 75015 Paris
Registered under the no. 410 910 095 in the Trade & Company Register (RCS) of Paris

COMBINED GENERAL MEETING OF THE SHAREHOLDERS

OF AUGUST 17, 2022

MEETING NOTICE

The shareholders are informed that they are invited to a combined general meeting of the shareholders convened on August 17, 2022 at 2 p.m., at **Hôtel Renaissance Paris Nobel Tour Eiffel, 55 avenue Raymond Poincaré, 75116 Paris.**

The shareholders meeting is called to rule on the following agenda and draft resolutions:

Agenda under the competence of the ordinary general meeting

- approval of the regulations of the stock option plans adopted by the Board of Directors on May 4, 2022,

Agenda under the competence of the extraordinary general meeting

- approval of the delisting of the Company from the Nasdaq First North market in Copenhagen and powers to be granted to the Board of Directors to carry out the delisting.
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RESOLUTIONS

First resolution

Approval of the the regulations of the stock option plans adopted by the Board of Directors on May 4, 2022

The general meeting, ruling in accordance with the quorum and majority conditions required for ordinary general meetings,

after having acknowledged the report from the board of directors,

approved the regulations of the stock option subscription or purchase plans (2022-2 Stock Option Plan and 2022-3 Stock Option Plan) adopted by the board of directors on May 4, 2022.

Second resolution

Approval of the Company's withdrawal from listing on the Nasdaq First North exchange of Copenhagen, and powers to be granted to the board of directors for the implementation of the said withdrawal

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings,

after having acknowledged the report from the board of directors,

approved the withdrawal of the Company's shares from Nasdaq First North exchange listing of Copenhagen and authorized the application for the Company's delisting from the said exchange and

granted the board of directors full powers to (i) delist the Company's shares from the Nasdaq First North exchange of Copenhagen, (ii) take all necessary measures facilitate the shares to continue their listing on Euronext Growth MTF and (iii) provide all guarantees, choose the listing sponsor, make all declarations, carry out all formalities and more generally take all necessary measures for the completion of these operations.

Conditions for attending the General Meeting

Any shareholder, regardless of the number of shares owned, may attend this General Meeting.

Justification of the right to participate in the General Meeting

Any shareholder may justify his right to participate to the shareholders' meeting through the recording of the shares in the name of the shareholder or of the intermediary registered on his behalf, on **August 12, 2022**, at midnight, Paris time, either in the nominative securities' accounts held by Société Générale, or in bearer accounts held by an authorized custodian.

The registration of shares in the bearer share accounts held by an authorized intermediary is evidenced by a certificate of participation issued by the latter, attached to the remote voting form or proxy form or upon request of the admission card in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate is also issued to the shareholder wishing to physically participate in the General Meeting and who has not received his admission card on the second business day preceding the Meeting at midnight, Paris time.

Methods for attending the General Meeting

1. Shareholder wishing to personally attend the meeting:

- The registered shareholder must request an admission card from Société Générale - Service assemblées - 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 (fax: 02.51.85.57.01); if he has not received his admission card by the second business day prior to the General Meeting, he can go on the day of the Assembly at the counter provided for this purpose, along with proof of identity.
- The holder of bearer shares will have to ask the authorised intermediary who manages his account for an admission card to be sent to him.

2. Shareholders not attending the meeting in person and wishing to vote by mail, on the Internet or give proxy:

- for registered shareholders: send in the single voting form by post or by proxy, which will be sent to him with the convening notice, either by ordinary mail using the T envelope attached to the notice of meeting to the following address: Société Générale - Service assemblées – 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 or by e-mail to the following address: ag2022@onxeo.com;
- for the holder of bearer shares: ask for this form from the intermediary who manages his shares, as of the date of notice of the Meeting. The single voting form by post or by proxy must be accompanied by a certificate of participation issued by his financial intermediary and returned by the latter either by mail to the following address: Société Générale - Service assemblées – 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 or by e-mail to the following address: ag2022@onxeo.com.

Requests for the voting form must reach Société Générale via the shareholder's financial intermediary at one of the addresses indicated above at least six days before the date of the meeting, i.e. by **August 11, 2022**.

Only duly completed voting forms that are received at Société Générale at one the addresses indicated above at least three days before the scheduled date of the meeting, i.e. no later than **August 12, 2022**, and accompanied by the certificate of participation issued by an authorised intermediary for bearer shares will be taken into account.

Shareholders wishing to give proxy to a third party :

In accordance with Article R. 225-79 of the French Commercial Code, the notification of the appointment and revocation of a proxy representative can be made electronically, as follows:

- for registered shareholders: they must send an email to the following address: **ag2022@onxeo.com** specifying one's full name, address and Societe Generale identifier for directly registered shareholders (information available at the top left of the account statement) or his identifier with his financial intermediary if he is a holder of administered registered shares and the full name and address of the appointed or revoked agent;
- for holders of bearer shares: they must send an email to the following address: **ag2022@onxeo.com** specifying their full name, address and bank details as well as the full name and address of the appointed or revoked representative. **The shareholder must then imperatively ask the financial intermediary that manages his account to send written confirmation to Société Générale, Service Assemblées, 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.**

In order for the duly signed and completed mandate appointments or revocation to be validly taken into account, they must reach the Company or Société Générale no later than three days of the General Meeting, i.e. on **August 12, 2022 before midnight** (Paris time), for both notifications made by post or by electronic means.

It is stipulated that any shareholder having already cast his vote, sent a proxy or asked for an admission card or certificate of attendance:

- cannot choose another method of participation;
- may, at any time, transfer all or part of his shares. If the transfer takes place before **August 12, 2022 at midnight** Paris time, the Company will invalidate or amend, as appropriate, the postal vote, proxy, or certificate of participation. For this purpose, the authorised financial intermediary shall notify the Company or its agent of the transfer and forward the necessary information.

Requests to add draft resolutions or items to the agenda

Requests to add draft resolutions or items to the agenda of the General Meeting fulfilling the conditions provided for by Articles L. 225-105, R. 225-71, and R. 225-73 of the French Commercial Code, presented by shareholders, must, in accordance with the legal provisions, reach ONXEO, 49, Boulevard du General Martial Valin, 75015 Paris, by registered letter with acknowledgement of receipt or by electronic communication at the following address ag2022@onxeo.com, no later than the **twenty-fifth day** preceding the date of the General Meeting.

These requests must be accompanied by a registration certificate that justifies the possession or the representation by the authors of the request of the proportion of the capital required by Article R. 225-71 above. In addition, the examination by the General Meeting of the items or draft resolutions filed by the shareholders in accordance with the regulations is subject to the submission by the authors of the request of a new certificate justifying the registration of their shares under the same conditions by the second business day preceding the Meeting.

The texts of the draft resolutions submitted by the shareholders and the list of items added to the agenda at their request will be posted on the Company's website **www.onxeo.com** as soon as the aforementioned conditions are fulfilled.

Questions in writing

Any shareholder may also formulate a written question. These questions should be addressed:

- To the registered office at 49 Boulevard du General Martial Valin, 75015 Paris by registered letter with acknowledgement of receipt, addressed to the Chairman of the Board of Directors,
- to the following email address ag2022@onxeo.com,

four business days, at the latest before the General Meeting, i.e. on **August 10, 2022 August 12** at the latest, accompanied by a certificate of registration either in the registered securities accounts or in the bearer securities accounts kept by the authorised intermediary.

Shareholders' right to information

In accordance with the French law, all the documents which must be communicated to the General Meetings will be kept, within the legal deadlines, at the disposal of the shareholders at the registered office. The documents can be consulted on the company's website www.onxeo.com as of the convening of the meeting.

This notice is considered to be a convening notice, provided that no changes are made to the agenda, in particular as a result of requests for the inclusion of draft resolutions by shareholders.

The Board of Directors