



EXOSSENS

French public limited company with a Board of Directors
Share capital: €21,648,118.325
Registered office: Domaine de Pelus – Axis Business Park
Building 5 E – 18 Avenue de Pythagore
33700 Mérignac
Bordeaux Trade and Companies Register 895 395 101

COMBINED GENERAL MEETING

22 MAY 2026

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS

Ladies and Gentlemen,

We have convened this Combined General Meeting to submit for your approval the draft resolutions relating to the following items:

I Financial statements for the financial year ended 31 December 2025 and allocation of profit

(1st to 3rd resolutions as ordinary resolutions)

The 1st resolution concerns the approval of the annual financial statements. The accounting net profit for the financial year ended 31 December 2025 is positive and amounts to 104,074,422.48 euros. Detailed comments on the annual financial statements appear in the Company's 2025 Universal Registration Document.

The 2nd resolution concerns the approval of the consolidated financial statements, which show a profit of 42,714,766 euros. Detailed comments on the consolidated financial statements appear in the Company's 2025 Universal Registration Document.

The 3rd resolution concerns the allocation of profit. We propose that you allocate the profit amounting to 104,074,422.48 euros as follows:

€1,970,051.83 to the legal reserve, so as to bring it in total to €2,164,811.83, i.e. 10% of the share capital.

The balance of €102,104,370.65, to the retained earnings account of €2,549,723.21, which after allocation amounts to: €104,654,093.86.

The General Meeting, noting distributable net profit of €104,654,093.86, proposes to distribute an ordinary cash dividend of €0.30 per share, deducted from the retained earnings account.

The total amount of the proposed distribution, based on the 50,936,749 ordinary shares comprising the share capital as at 31 December 2025, amounts to €15,281,024.70.

After distribution, the balance of the retained earnings account amounts to €89,373,069.16.

The number of ordinary shares carrying dividend rights on the dividend payment date will result in an adjustment to the total amount of the dividend. The amount allocated to the retained earnings account will be determined on the basis of the dividends actually paid.

In accordance with the provisions of Article 243 bis of the French Tax Code, we remind you that, in respect of the last three financial years, the dividend distributions and income were as follows:

Year	Dividends	Other distributed income
2024	€5,078,255.20, i.e. a dividend of €0.10 per share	None
2023	None	None
2022	None	None

II Approval of the Statutory Auditors' report on regulated agreements (4th resolution as an ordinary resolution)

We remind you that no new regulated agreement, or agreement that may have continued, was authorised during the financial year ended and at the beginning of the current financial year, as stated in the Statutory Auditors' special report on regulated agreements referred to in Article L. 225-40 et seq. of the French Commercial Code.

III Renewal of the term of office of directors (5th and 6th resolutions as ordinary resolutions)

We ask you, by the 5th and 6th resolutions, to renew, as directors, the terms of office of Mr Michel Mariton and Ms Brigitte Geny, for a period of four years, i.e. until the close of the General Meeting called to approve the financial statements for the financial year ending in 2029.

Their biographies appear in section 3.1.1 of the 2025 URD (Universal Registration Document).

Following the opinion of the Nomination and Remuneration Committee, it was confirmed that these two directors satisfy the independent director criteria of the AFEP-MEDEF Code.

IV Remuneration (7th to 10th resolutions as ordinary resolutions)

By the 7th resolution, you are asked, pursuant to Article L. 22-10-8 of the French Commercial Code, to approve the remuneration policy for corporate officers as presented in the Corporate Governance Report prepared by the Board of Directors pursuant to Article L. 225-37 of the French Commercial Code.

The remuneration policy describes all the components of the fixed and variable remuneration of corporate officers and explains the decision-making process followed for its determination, review and implementation. It concerns the directors (7th resolution) and the Chief Executive Officer (8th resolution) pursuant to the provisions of Ordinance No. 2019-1234 of 27 November 2019 relating to the remuneration of corporate officers of listed companies.

With regard to the directors, the 7th resolution recalls that the remuneration policy is described in the Corporate Governance Report appearing in Section 3.3.1.3 of the Company's 2025 Universal Registration

Document. It is proposed that you increase the amount of this remuneration to six hundred thousand (600,000) euros, this fixed annual amount being capable of being allocated among the directors in accordance with the methods to be determined by the Board of Directors. This decision shall be deemed renewed, in principle and in amount, by the General Meeting at the beginning of each new financial year until the adoption of a new resolution relating to the modification of the fixed annual amount allocated to the remuneration of the directors.

We remind you that the Chairman of the Board of Directors does not receive remuneration in respect of his term of office.

With regard to the remuneration of the Chief Executive Officer, the 8th resolution recalls that the remuneration policy is described in the Corporate Governance Report appearing in Section 3.3.1.4 of the Company's 2025 Universal Registration Document.

By the 9th resolution, you are asked, pursuant to Article L. 22-10-34 II of the French Commercial Code, to approve the fixed, variable and exceptional components comprising the total remuneration and benefits of any kind paid during the previous financial year or awarded in respect of that same financial year to Jérôme Cerisier.

These remuneration components are described in Section 3.3.2.3 of the Corporate Governance Report prepared by the Board of Directors pursuant to Article L. 225-37 of the French Commercial Code.

By the 10th resolution, you are asked, pursuant to Article L. 22-10-34 I of the French Commercial Code, to approve the information referred to in I of Article L. 22-10-9 I of the French Commercial Code, which is described in the Corporate Governance Report appearing in Section 3.3.2 of the Company's 2025 Universal Registration Document.

V Authorisation granted to the Company to buy back its own shares (share buy-back programme) - (11th resolution as an ordinary resolution and 12th resolution as an extraordinary resolution)

By the 11th resolution, the Board of Directors proposes that your General Meeting authorise it to purchase a number of shares of the Company not exceeding 10% of the total number of shares comprising the share capital. However, the maximum number of treasury shares that may be repurchased will be set at 5% of the total number of shares comprising the share capital where the shares are acquired by the Company for retention and subsequent delivery in payment or exchange in connection with a merger, demerger or contribution transaction.

Share purchases could be carried out in order to: a) ensure liquidity in and support the market for the Company's securities through an investment services provider acting independently under a liquidity agreement complying with the market practice accepted by the French Financial Markets Authority on 22 June 2021, b) allocate shares to the corporate officers and members of staff of the Company and of the other Group entities, c) deliver the Company's shares upon the exercise of rights attached to securities giving the right, directly or indirectly, by redemption, conversion, exchange, presentation of a warrant or in any other manner, to the allotment of shares of the Company, d) retain the Company's shares and deliver them subsequently as payment or exchange in connection with possible external growth, merger, demerger or contribution transactions, e) cancel all or part of the securities thus purchased, f) implement any market practice that may be accepted by the French Financial Markets Authority and, more generally, carry out any transaction in accordance with the regulations in force.

The maximum purchase price per share could not exceed, excluding costs, one hundred and forty (140) euros per share.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the tenth resolution of the General Meeting of 23 May 2025, be granted for a period of eighteen (18) months from your General Meeting.

By the 12th resolution, the Board of Directors also requests from your General Meeting, for a period of 24 months, an authorisation, with the power to sub-delegate, to reduce the share capital by cancellation, within the limit of 10% of the share capital per 24-month period, on one or more occasions, of all or part of the Company's shares acquired under a buy-back programme authorised by the General Meeting.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the eleventh resolution of the General Meeting of 23 May 2025, be granted for a period of twenty-four (24) months from your General Meeting.

VI Delegations of authority and authorisations granted to the Board of Directors with a view to carrying out transactions on the Company's capital (13th to 16th resolutions as extraordinary resolutions)

In the context of the 13th to 16th resolutions, the Board of Directors proposes that your General Meeting renew certain financial delegations and authorisations granted by the General Meeting of 23 May 2025.

It is specified that the Board of Directors may not, without the prior authorisation of your General Meeting, use the delegations and authorisations presented below as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period.

The table below presents a summary of the financial delegations whose adoption is proposed to your General Meeting:

Res.	Nature of the delegation	Maximum duration	Deadline	Maximum nominal amount
13th	Authorisation granted to the Board of Directors to award shares of the Company to corporate officers and employees of the Company and of related companies, automatically entailing the waiver by shareholders of their preferential subscription right,	26 months	22 July 2028	250,000 euros (i.e. approximately 1.15% of the share capital)(1)(2)
14th	Authorisation granted to the Board of Directors concerning the issue of ordinary share subscription warrants (the "BSAs"), in accordance with the provisions of Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code, to the corporate officers and employees of the Company and of related companies, involving the waiver by shareholders of their preferential subscription right	18 months	22 November 2027	25,000 euros (i.e. approximately 0.115% of the share capital)(1)(2)
15th	Delegation of authority to the Board of Directors with a view to increasing the share capital by issuing shares reserved for members of a company savings plan, with cancellation of the preferential subscription right in favour of those members	26 months	22 July 2028	647,400 euros(1) (3) (i.e. approximately 3% of the share capital)
16th	Delegation of authority to the Board of Directors with a view to increasing the share capital by issuing shares with cancellation of the preferential subscription right in favour of a determined category of beneficiaries	18 months	22 November 2027	647,400 euros(1) (3) (i.e. approximately 3% of the share capital)

- (1) The overall maximum nominal amount of capital increases that may be carried out pursuant to this delegation will count against the amount of the overall ceiling set at 10.79 million euros for immediate and/or deferred capital increases provided for in paragraph 2 of the thirteenth resolution of the General Meeting of 23 May 2025.
- (2) The overall maximum nominal amount of capital increases that may be carried out pursuant to this delegation will count against the amount of the overall sub-ceiling set at 250,000 euros.
- (3) Ceiling of 647,400 euros common to the capital increases that may be carried out pursuant to the 15th and 16th resolutions.

Free grant of shares to employees and/or corporate officers of the Company or of companies related to it; and issue of ordinary share subscription warrants to the corporate officers and employees of the Company and of related companies (13th and 14th resolutions as extraordinary resolutions)

Free grant of shares

In accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code, we propose, in the context of the 13th resolution as an extraordinary resolution, that you authorise the Board of Directors, with the power to sub-delegate, for a period of 26 months from the date of your General Meeting, to grant, free of charge, on one or more occasions, existing or new shares of the Company for the benefit of certain employees and corporate officers of the Company and of companies related to it within the meaning of Article L. 225-197-2 of the French Commercial Code. The definitive allocation of these shares would be subject, in whole or in part, to performance conditions.

The total number of shares awarded pursuant to this authorisation may not result in the capital increases that may be carried out in the future under this delegation exceeding two hundred and fifty thousand euros (250,000 euros), representing approximately one point fifteen per cent (1.15%) of the number of shares comprising the Company's share capital on the date of the decision to award them by the Board of Directors (which ceiling constitutes a common ceiling for capital increases carried out pursuant to resolutions 13 and 14), and would count against the overall nominal ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the 13th resolution of the General Meeting of 23 May 2025. In addition, the total maximum number of shares that may be granted free of charge to the Company's corporate officers pursuant to this authorisation may not represent more than twenty per cent (20%) of all the shares granted by the Board of Directors under this authorisation.

The performance share awards that would be made under this proposed resolution would become definitive at the end of a vesting period whose duration will be set by the Board of Directors, this duration not being less than three years for all beneficiaries. The minimum duration of the obligation for beneficiaries to retain the Company's shares will also be set by the Board of Directors, this duration not being less than one year from the definitive allocation of the shares (for awarded shares whose vesting period would be at least three years, the obligation to retain the shares may be reduced or removed). The definitive allocation of the shares and the right to sell them freely shall nevertheless be acquired by the beneficiary if the latter were to be affected by a case of disability corresponding to classification in the second or third of the categories provided for in Article L.341-4 of the French Social Security Code. The definitive vesting of the shares awarded pursuant to the 13th resolution will be subject to performance conditions set by the Board of Directors.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 19th resolution of the General Meeting of 23 May 2025, be granted for a period of twenty-six (26) months from your General Meeting.

Issue of ordinary share subscription warrants

In accordance with the provisions of Articles L. 228-92 and L. 225-135 of the French Commercial Code, we propose, in the context of the 14th resolution as an extraordinary resolution, that you authorise the Board of Directors, with the power to sub-delegate, for a period of eighteen (18) months from the date of your General Meeting, to issue ordinary share subscription warrants (the "BSAs"), on one or more occasions, for the benefit of members of staff (including regular service providers) or certain categories thereof, among the employees and corporate officers of the Company or of related companies, in accordance with the conditions defined in Article L.225-135 of the French Commercial Code. The Board of Directors would determine the identity of the beneficiaries of the BSAs as well as the conditions and criteria for granting these BSAs in accordance with Article L. 225-138 of the French Commercial Code.

The total number of BSAs granted pursuant to this authorisation may not result in the capital increases that may be carried out in the future under this delegation exceeding twenty-five thousand euros (25,000 euros), representing approximately zero point one hundred and fifteen per cent (0.115%) of the number of shares comprising the Company's share capital on the date of the decision to grant them by the Board of Directors (it being specified that the nominal amount of capital increases carried out pursuant to the 14th resolution will count against a ceiling of two hundred and fifty thousand euros (€250,000), which is a common ceiling for capital increases carried out pursuant to resolutions 13 to 14), and would count against the overall nominal

ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the 13th resolution of the General Meeting of 23 May 2025. In addition, the total maximum number of BSAs that may be granted to the Company's corporate officers pursuant to this authorisation may not represent more than twenty per cent (20%) of all the shares awarded by the Board of Directors under this authorisation.

The issue price of a BSA would be equal to €0.01 per BSA and the subscription price for the shares upon exercise of the BSAs would be determined by the Board of Directors by reference to the volume-weighted average price of the last five (5) trading sessions preceding the decision of the Board of Directors to grant the BSAs, reduced, where applicable, by a maximum discount of 20%, in accordance with standard market practice. In addition, the exercise period for the BSAs would be set at ten (10) years from their grant; it being specified, however, that this period could be reduced by the Board of Directors for beneficiaries resident in a given country insofar as this would be necessary in order to comply with the law of that country. The right for beneficiaries of the BSAs to exercise the BSAs granted pursuant to the 14th resolution will be subject to performance conditions set by the Board of Directors. Furthermore, the BSAs may be exercised by their beneficiaries only after the expiry of a period of at least three years, the duration of which will be set by the Board of Directors.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 20th resolution of the General Meeting of 23 May 2025, be granted for a period of eighteen (18) months from your General Meeting.

Capital increases reserved for employees (15th and 16th resolutions as extraordinary resolutions)

By the 15th resolution, we propose that you delegate to the Board of Directors, for a period of 26 months, with the power to sub-delegate, your authority for the purpose of increasing the share capital by issuing shares of the Company reserved for members of a company savings plan, within the limit of a maximum nominal amount of six hundred and forty-seven thousand four hundred euros (647,400 euros), it being specified that the nominal amount of any capital increase carried out pursuant to this delegation would count against the overall nominal ceiling provided for capital increases in paragraph 2 of the 13th resolution of the General Meeting of 23 May 2025 and that the ceiling of this delegation would be common with that of the 16th resolution.

The subscription price of the shares issued will be determined in accordance with the conditions provided for by the provisions of Article L. 3332-19 of the French Labour Code, it being specified that the maximum discount in relation to the average quoted prices of the share during the twenty trading sessions preceding the decision setting the opening date of the subscription may not exceed 30%. The Board of Directors may reduce or eliminate the above-mentioned discount if it deems this appropriate, in particular in order to take into account the legal, accounting, tax and social regimes applicable in the country of residence of certain beneficiaries. The Board of Directors may also decide to grant shares free of charge to subscribers for new shares, in substitution for the discount and/or by way of matching contribution.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 22nd resolution of the General Meeting of 23 May 2025, be granted for a period of twenty-six (26) months from this General Meeting.

Following on from the 15th resolution, we propose, in the 16th resolution, that you delegate to the Board of Directors, for a period of 18 months, with the power to sub-delegate under the conditions provided for by law, the power to carry out one or more capital increases reserved for the benefit of (i) the employees and/or corporate officers of the Company and/or of companies related to the Company within the meaning of the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code and having their registered office outside France; (ii) one or more common investment funds or other entities, governed by French or foreign law, having legal personality or not, subscribing on behalf of the persons designated in paragraph (i) above, and (iii) one or more financial institutions mandated by the Company to offer to the persons designated in paragraph (i) above a share ownership scheme comparable to those offered to the Company's employees in France.

The purpose of such a capital increase would be to enable employees, former employees and corporate officers of the Group residing in certain countries to benefit, taking into account the regulatory or tax



constraints that may exist locally, from formulas as close as possible, in terms of economic profile, to those that would be offered to the other Group employees in the context of the use of the 15th resolution.

The nominal amount of the capital increase that may be issued under this delegation would be limited to a nominal amount of six hundred and forty-seven thousand four hundred euros (647,400 euros), it being specified that the nominal amount of any capital increase carried out pursuant to this delegation would count (i) against the nominal ceiling of six hundred and forty-seven thousand four hundred euros (647,400 euros) provided for capital increases reserved for employees in the 15th resolution of this General Meeting as well as (ii) against the overall nominal ceiling of ten million seven hundred and ninety thousand euros (10,790,000 euros) provided for capital increases by paragraph 2 of the 13th resolution of the General Meeting of 23 May 2025.

The subscription price of the securities issued pursuant to this delegation may not be more than 30% lower than the average quoted prices of the share during the twenty trading sessions preceding the date of the decision setting the opening date of the subscription, nor higher than that average, and the Board of Directors may reduce or eliminate the above-mentioned discount if it deems this appropriate in order, in particular, to take into account the legal, accounting, tax and social regimes applicable in the country of residence of certain beneficiaries. Furthermore, in the event of a transaction carried out under this resolution concomitantly with a transaction carried out pursuant to the 15th resolution, the subscription price of the shares issued under this resolution could be identical to the subscription price of the shares issued on the basis of the 15th resolution.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 23rd resolution of the General Meeting of 23 May 2025, be granted for a period of eighteen (18) months from this General Meeting.