

Biophytis
Limited company
With capital of 3,118,938.60 euros
Registered office: 14, avenue de l'Opéra - 75001 Paris
492 002 225 RCS Paris

(the "**Company**")

NOTICE OF MEETING EQUIVALENT TO A CONVENING NOTICE

BIOPHYTIS shareholders are hereby informed that a Combined General Meeting will be held on **24 June 2024 at 2 p.m.** at Sorbonne Université - 4 place Jussieu, 75005 PARIS, to deliberate on the agenda below. If the required quorum is not reached at the end of this first convening notice, a further General Meeting will be held on **8 July 2024 at 2 p.m.** at Sorbonne Université - 4 place Jussieu, 75005 PARIS:

Ordinary business:

1. Approval of the annual company financial statements for the year ended 31 December 2023,
2. Approval of the annual consolidated financial statements for the year ended 31 December 2023,
3. Allocation and distribution of net result for the year ended 31 December 2023,
4. Approval of regulated agreements governed by Articles L.225-38 et seq. of the Commercial Code,
5. Directors' fees,
6. Renewal of the directorship of Mr Claude Allary;
7. Renewal of the directorship of Mrs Nadine Coulm;
8. Renewal of the directorship of Mr Stanislas Veillet;

Special business:

9. Decisions to be taken in application of Article L. 225-48 of the French Commercial Code (business continuation despite losses);

Ordinary business:

10. Authority to perform legal formalities.

RESOLUTIONS

ORDINARY BUSINESS

First resolution

Approval of the annual company financial statements for the year ended 31 December 2023

The General Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Company's Board of Directors (the "**Board of Directors**") and the Statutory Auditors' report on the annual financial statements, approves all sections of the annual financial statements for the year ended 31 December 2023, as presented, showing a loss of 14,255,490.96 euros.

It therefore approves the transactions reflected in these accounts or summarized in these statements.

Second resolution

Approval of the annual consolidated financial statements for the year ended 31 December 2023

The General Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Company's Board of Directors (the "**Board of Directors**") and the Statutory Auditors' report on the annual financial statements, approves all sections of the annual financial statements for the year ended 31 December 2023, as presented, showing a loss of 14,255,490.96 euros.

It therefore approves the transactions reflected in these accounts or summarized in these statements.

Third resolution

Allocation and distribution of net result for the year ended 31 December 2023

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report, and on the recommendation of the Board of Directors, hereby allocates the loss for the year ended 31 December 2023, amounting to 14,255,490.96 euros, as follows:

- -5,902,795.81 to the non-distributable reserves account, which will be reduced from 5,902,795.81 euros to zero euros.
- -8,352,695.15 to retained earnings, which will be reduced from zero euros to a debit of (8,352,695.15) euros.

As required by law, no dividend has been paid in respect of the previous three financial years.

Fourth resolution

Approval of regulated agreements governed by Articles L.225-38 et seq. of the French Commercial Code

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the Board of Directors' report and the Statutory Auditors' special report, approves the agreements outlined in these reports.

Fifth resolution

Setting directors' fees

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report, resolves to set the total amount of attendance fees payable to members of the Board of Directors for each financial year at 140,000 euros.

Sixth resolution

Renewal of the directorship of Mr Claude Allary

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report,

Hereby decides to renew Mr Claude Allary's directorship on the same terms and conditions, in accordance with Article 16.I of the Company's Articles of Association, for a term of three (3) years, expiring at the close of the Ordinary General Meeting called to approve the financial statements for the year ending 31 December 2026;

Acknowledges that Claude Allary has declared that he (i) accepts the duties entrusted to him again, (ii) does not hold any office and is not subject to any measure likely to disqualify him from serving as a director of the Company, and (iii) complies with the legal provisions relating to multiple directorships.

Seventh resolution

Renewal of the directorship of Nadine Coulm

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report, and on the recommendation of the Board of Directors,

Hereby decides to renew Nadine Coulm's directorship on the same terms and conditions, in accordance with Article 16.I of the Company's Articles of Association, for a term of three (3) years, expiring at the close of the Ordinary General Meeting called to approve the financial statements for the year ending 31 December 2026;

Acknowledges that Nadine Coulm has declared that she (i) accepts the duties entrusted to her again, (ii) does not hold any office and is not subject to any measure likely to disqualify her from serving as a director of the Company, and (iii) complies with the legal provisions relating to multiple directorships

Eighth resolution

Renewal of the directorship of Mr Stanislas Veillet

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report, and on the recommendation of the Board of Directors,

Hereby decides to renew Mr Stanislas Veillet's directorship on the same terms and conditions, in accordance with Article 16.I of the Company's Articles of Association, for a term of three (3) years, expiring at the close of the Ordinary General Meeting called to approve the financial statements for the year ending 31 December 2026;

Acknowledges that Stanislas Veillet has declared that he (i) accepts the duties entrusted to him again, (ii) does not hold any office and is not subject to any measure likely to disqualify him from serving as a director of the Company, and (iii) complies with the legal provisions relating to multiple directorships.

SPECIAL BUSINESS

Ninth resolution

Decisions to be taken pursuant to Article L. 225-48 of the French Commercial Code (continuation of business despite losses)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after taking due note of the Board of Directors' report,

having noted that, following the allocation of the net results for the year ended 31 December 2023, shareholders' equity is less than half the share capital,

Resolves, in accordance with Article L. 225-248 of the French Commercial Code, not to proceed with early winding up of the Company,

Acknowledges that its decision must be published in accordance with the law, and that the Company is required to reduce its capital by an amount at least equal to the amount of losses that could not be offset against reserves, no later than the close of the second financial year following that in which the losses were recognized, if, by this deadline, shareholders' equity has not been restored to a value at least equal to half the share capital.

ORDINARY BUSINESS

Tenth resolution

Authority for legal formalities

The Annual General Meeting gives full powers to the bearer of copies or extracts of the minutes of this meeting to carry out all publication and filing formalities required under current legislation.