

OXURION
PUBLIC LIMITED LIABILITY COMPANY
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(the Company)

CONVOCAATION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
OF 4 JULY 2024¹

The board of directors of the Company has the honour to invite the holders of shares, subscription rights, convertible bonds and the statutory auditor of the Company to attend the extraordinary general shareholders' meeting, which will be held on Thursday 4 July 2024 at 11:00 a.m. (CET), before notary public Peter Van Melkebeke (or any other associated notary public of Berquin Notaries BV), at Lloyd Georgelaan 11, 1000 Brussels, Belgium with the agenda below.

In accordance with the Belgian Code of Companies and Associations (**BCCA**), at least a presence quorum of 50% of the outstanding shares must be present or validly represented at the extraordinary general shareholders' meeting for the deliberation and vote on the items on the agenda. In the event that the legally required presence quorum to deliberate and vote is not reached and a second convening notice is required, a second extraordinary general shareholders' meeting will take place on Wednesday 24 July 2024, at 03:00 p.m. (CET), unless, if applicable, otherwise decided by the board of directors. This second extraordinary general shareholders' meeting, if any, will take place at Lloyd Georgelaan 11, 1000 Brussels (Belgium) (or at such other place as will be indicated in the second convening notice at that time). The presence quorum will not apply to this second meeting. Details of the applicable registration and voting formalities related to the extraordinary general shareholders' meeting can be found below.

AGENDA EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Agenda of the extraordinary general shareholders' meeting with comment by the board of directors and proposed resolutions

1. Resolution to effect a share consolidation in respect of all outstanding shares of the Company by means of a 1-for-10,000 share, share consolidation, and authorization to the board of directors to further implement the share consolidation during a three-year period following the date of this extraordinary general shareholders' meeting.

Proposed resolution:

*In accordance with article 7:49 of the BCCA, the extraordinary general meeting grants the board of directors the authority for a three-year period following the date of this extraordinary general meeting to effect one or a series of share consolidations with respect to all outstanding shares of the Company by means of a 1-for-10,000 reverse stock split (each the **Reverse Stock Split**), and to further implement the Reverse Stock Split. If the board of directors does not initiate the process for implementing the Reverse Stock Split within a three-year period following the date of this extraordinary general meeting, the board of directors' authority to effect the Reverse Stock Split shall lapse unless renewed. The board of directors' authority to implement the Reverse Stock Split is subject to the following terms and conditions:*

- (a) **Share consolidation:** *All of the outstanding shares of the Company shall be consolidated into a new and reduced number of shares at the ratio of one (1) new share for ten thousand (10,000) existing shares (the **Ratio**). Subject to*

¹ This is a translation of a Dutch document into English. Reasonable care was taken to ensure that it is accurate. However, you should be aware that words and legal concepts used in one language may not have exact equivalents in another. It cannot be guaranteed that the translation will have exactly the same meaning as the original.

the terms and conditions set out below, the Reverse Stock Split will be carried out simultaneously for all outstanding shares of the Company in accordance with the Ratio, so that after the completion of the Reverse Stock Split each new share shall represent the same fraction of the Company's share capital. The Reverse Stock Split will not result in a reduction or increase of the Company's share capital.

- (b) **Form and nature of the new shares:** *The Reverse Stock Split will not affect the form of the outstanding shares (dematerialized or registered) and the outstanding registered and dematerialized shares will be processed separately within the framework of the Reverse Stock Split. All new shares after the completion of the Reverse Stock Split shall have the same rights and benefits and rank pari passu in all respects, including as to entitlements to dividends, applying the Ratio.*
- (c) **No fractions of new shares:** *Within the framework of the Reverse Stock Split, the existing shares can only be consolidated, in accordance with the Ratio, into a whole number of new shares. No fractions of new shares can be issued. Subject to applicable company, financial and securities law rules, and subject to the provisions of the foregoing paragraphs, the board of directors shall be authorized to determine the manner and process to effect the Reverse Stock Split with respect to holders of existing shares of the Company who at the time of the Reverse Stock Split do not have a sufficient number of existing shares in order to receive a whole number of new shares in accordance with the Ratio. Within this context, the board of directors shall have the power to determine that (i) the positions of old shares that cannot be consolidated into a whole number of new shares in accordance with the Ratio can be aggregated for consolidation into new shares, (ii) such new shares can be sold or placed via an exempt private placement or bookbuilding (accelerated or not) to institutional, qualified or professional investors or individuals in and outside of Belgium, and (iii) the net proceeds of such sale or placement, after deduction of relevant transaction costs and expenses (including commissions, fees and expenses of agents and advisors) and applicable taxes, all as applicable, can be distributed on a pro rata basis to the holders of existing shares that did not have a sufficient number of existing shares to be converted into whole new shares in accordance with the Ratio, provided that the net proceeds shall not be less than EUR 0.01 per old share. If net proceeds are less or cannot be distributed on a pro rata basis as aforementioned, these shall accrue to the Company. Subject to applicable provisions of company, financial and securities law, the board of directors shall also have the authority to determine that the positions of existing shares that cannot be consolidated in accordance with the Ratio into a whole number of new shares can be acquired by the Company or one of its subsidiaries and that the net proceeds of such sale will be distributed on a pro rata basis as set forth above.*
- (d) **Cancellation of existing shares:** *Following the completion of the Reverse Stock Split, the existing shares of the Company shall be cancelled and no longer remain outstanding.*
- (e) **Timing of the Reverse Stock Split:** *The board of directors shall be authorized to determine the effective date of the Reverse Stock Split, provided, however, that the Reverse Stock Split is to be implemented within a three-year period following the date of this extraordinary general meeting at the latest. The board of directors shall have the power not to proceed with the implementation of the Reverse Stock Split, or, in case the implementation of the Reverse Stock Split has already started, to suspend or cancel the completion of the Reverse Stock Split if the board of directors determines that the market circumstances do not allow for the completion of the Reverse Stock Split in circumstances satisfactory to it.*
- (f) **Agents:** *One or more banks or financial institutions shall or may be appointed by the Company for the purpose of the further organization and implementation of the Reverse Stock Split, including (but not limited to) the consolidation of positions of existing shares that cannot be consolidated into a whole number of new shares in accordance with the Ratio, and the sale of new shares as permitted by paragraph (c).*
- (g) **Adjustment of the subscription price of the subscription rights and exchange ratio of the fixed rate convertible bonds:** *Upon completion of the Reverse Stock Split, the applicable subscription price of the subscription rights (warrants) issued by the Company shall be adjusted accordingly. Therefore, 10,000 subscription rights will be required for the subscription to one share after the Reverse Stock Split. Upon completion of the Reverse Stock Split, the exchange ratio of the fixed rate convertible bonds issued by the Company will also be adjusted accordingly (i.e., the number of shares to which a convertible bond is entitled will be divided by 10,000).*
- (h) **Amendment of the articles of association:** *Upon completion of the Reverse Stock Split, Article 5 of the Company's articles of association shall be amended and restated to take into account the resulting number of outstanding and existing shares.*
- (i) **Further implementation of the Reverse Stock Split:** *Subject to applicable company, financial and securities law rules, and subject to the provisions of the foregoing paragraphs, the board of directors shall have the power to*

further implement and effect the Reverse Stock Split, including (without being limited to) the power to (i) determine the practical implementation of the Reverse Stock Split, (ii) determine the timing and the effective date of the Reverse Stock Split as contemplated by paragraph (e), (iii) determine the manner and process to deal with positions of existing shares that cannot be consolidated into a whole number of new shares in accordance with the Ratio as contemplated by paragraph (c), (iv) appoint one or more banks or financial institutions for the further organization and implementation of the Reverse Stock Split as contemplated by paragraph (g), (v) proceed with the recording of the amendment and the restatement of the articles of association as contemplated by paragraph (h) before a notary public, (vi) take all useful or necessary steps with Euronext, Euroclear and all other competent regulatory or listing authorities in connection with the implementation of the Reverse Stock Split, (vii) make all changes in the share register book of the Company reflecting the Reverse Stock Split, and (viii) do such other things as shall be useful, appropriate or necessary in connection with the foregoing. The board of directors shall have the authority to delegate the further implementation and execution of the Reverse Stock Split (including the powers referred to in sub-sections (i) to (viii)), in whole or in part, to one or more members of the Company's executive management. Any one or more of the Directors are authorized to record the amendment and the restatement of the articles of association as contemplated by paragraph (h) before a notary public.

2. Powers of attorney.

Proposed resolution:

The meeting grants, without prejudice to its own powers, to each director of the Company and Mr. DARCHEVILLE Samuel, in his capacity as sole director of the limited liability company "Vizelu", being the Company's Corporate Secretary, each acting alone and with the right of substitution, the broadest powers necessary or useful for the implementation of the decisions taken, including, but not limited to, all acts in the context of the determination of any Reverse Stock Split as aforesaid.

The acting notary public, or any other notary public and/or employee of "Berquin Notarissen" CVBA, is granted all powers to draw up, sign and file the coordinated text of the Company's articles of association in the electronic database provided for this purpose, in accordance with the relevant legal provisions.

Voting and majority

In accordance with the articles of association, the Company shall entitle each validly represented share to one vote.

In accordance with applicable law and the Company's Articles of Association, the proposed resolution included in the above-mentioned agenda under item 1 will be adopted, if it has obtained 3/4th of the votes cast, whereby abstentions in neither the numerator nor the denominator are taken into account, and the proposed resolution included in the above-mentioned agenda under item 2 will be adopted if it is approved by a simple majority of the votes duly cast by the shareholders.

Pursuant to article 7:135 of the BCCA, the holders of subscription rights and convertible bonds can attend the shareholders' meeting with advisory vote only.

PARTICIPATION TO THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Admission requirements

The board of directors points out that only the persons who have fulfilled the two conditions set out below under items 1 and 2, will have the right to participate in and to vote at the shareholders' meeting.

1. Registration of the shares

The right to participate in and to vote at the shareholders' meeting is granted on the basis of the accounting registration of the shares in name of the shareholder, on Thursday 20 June 2024, at midnight (CET) (the **Registration Date**). This registration is determined as follows:

- for **registered shares**: registration will be established through their registration in the register of shares of the Company, on the Registration Date;
- for **dematerialized shares**: registration will be established through their registration in the accounts of a licensed account holder or a settlement institution. The licensed account holder or settlement institution provides the shareholder with a certificate stating how many dematerialized shares are registered in its accounts in the name of the shareholder on the Registration Date.

Only persons who are shareholders on the Registration Date are entitled to participate in and vote at the shareholders' meeting.

2. Notification of the intention to participate to the shareholders' meeting

The shareholders must notify the Company, at the latest on Friday 28 June 2024, that they wish to participate to the shareholders' meeting and the number of shares for which they wish to vote. The certificate, if any, issued by the licensed account holder or the settlement institution, is to be attached to this notification. The notification should be done by e-mail to corporate.secretary@oxurion.com or by letter to registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee, Belgium) for the attention of Mr Samuel Darcheville, Corporate Secretary.

The holders of securities (other than shares) are allowed to attend the shareholders' meeting, subject to compliance with the admission requirements for shareholders.

Shareholders are encouraged to vote by proxy. Participants who wish to attend the meeting are invited to be present on Thursday 4 July 2024 as from 10:45 a.m. (CET) in order to allow for an efficient handling of the registration formalities.

The shareholders or, as the case may be, their legal representatives or their proxy holders should proof their identity prior to the start of the meetings, if they are natural persons, by presenting their identity card or passport or an equivalent document and, if they are legal persons, their legal representatives should in addition deliver the relevant documents demonstrating in detail their identity and their representation power.

Voting from distance for the extraordinary general shareholders' meeting

The shareholders can vote by mail in accordance with article 31 of the Company's articles of association. Votes by mail must be cast by means of the form prepared by the Company. The vote by mail form can be obtained at the Company's registered office and on the Company's website (www.oxurion.com). The vote by mail form must be signed in writing. Signed vote by mail forms must reach the Company by mail at its registered office (Gaston Geenslaan 1, 3001 Heverlee, Belgium, Attention: Mr Samuel Darcheville, Corporate Secretary) or by e-mail at corporate.secretary@oxurion.com at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, i.e. on or before Friday 28 June 2024 at the latest.

A shareholder who wishes to vote by mail must, in any case comply with the formalities to attend the meeting, as explained under "Admission Requirements".

The possibility to put items on the agenda and / or to submit proposed resolutions

In accordance with article 7:130 of the BCCA one or more shareholders who hold, individually or jointly at least 3% of the share capital, may put items on the agenda of the shareholders' meeting and submit proposals for resolutions in relation to matters placed or to be placed in the agenda. These requests should be sent by email to corporate.secretary@oxurion.com, no later than Monday Wednesday 12 June 2024 at 5:00 p.m. (CET).

More detailed information about the conditions of this possibility can be found on the website of the Company (www.oxurion.com).

If the Company would receive any requests for new agenda items or proposed resolutions, it shall promptly and at the latest on Wednesday 19 June 2024 publish the amended agenda on its website.

The right to ask questions

Shareholders that meet the requirements to be admitted to the shareholders' meeting may raise questions to the directors of the Company during the meeting regarding the items listed on the agenda. These questions may also be raised in writing by e-mail to corporate.secretary@oxurion.com at the latest on Friday 28 June 2024 at 5:00 p.m. (CET).

More detailed information on the right to ask questions pursuant to article 7:139 of the BCCA can be found on the website (www.oxurion.com).

Proxies

Shareholders who wish to be represented at the shareholders' meeting, should use the proxy form which has been prepared up by the board of directors for this purpose. Such proxy form can be obtained at the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee, Belgium) and can be downloaded from the website of the Company (www.oxurion.com). Other proxies will not be accepted.

An original proxy must be submitted at the registered office of the Company for the attention of Mr Samuel Darcheville, Corporate Secretary, Gaston Geenslaan 1, 3001 Heverlee, Belgium, no later than Friday 28 June 2024 at midnight (CET).

The shareholders are requested to strictly follow the instructions set out on the proxy form.

Provision of documents

The holders of securities may consult the relevant documents mentioned in the agenda items of the shareholders' meeting at the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee, Belgium), as from Tuesday 4 June 2024 during weekdays and during normal office hours.

The holders of securities may obtain a free copy of these documents at the registered office of the Company, upon written request by letter to the registered office of the Company (Gaston Geenslaan 1, 3001 Heverlee, Belgium), for the attention of Mr Samuel Darcheville, Corporate Secretary or by e-mail to corporate.secretary@oxurion.com.

All relevant information regarding this shareholders' meeting, including the report mentioned in the agenda and the information which must be published on the website of the Company, in accordance with article 7:129 of the BCCA will be available on the website of the Company (www.oxurion.com) as from Tuesday 4 June 2024.

The board of directors