

**Disclaimer: this document is a non-binding English translation of the convening notice of the shareholders to the Annual Ordinary General Meeting to be held on Thursday 27 April 2023 – the French version of the convening notice (“*Avis de convocation des actionnaires à l’assemblée générale ordinaire annuelle de la Société valant avis d’information des obligataires*”) is the only official version. For the avoidance of doubt, in case of discrepancies between the French and the English version, the French version shall always prevail.**

**EUROFINS SCIENTIFIC SE**

**Société Européenne**

registered office : 23, Val Fleuri, L-1526 Luxembourg  
Registre de Commerce et des Sociétés Luxembourg B167775  
(the “**Company**”)

**CONVENING NOTICE OF THE SHAREHOLDERS TO THE ANNUAL ORDINARY GENERAL MEETING  
OF THE COMPANY VALID AS AN INFORMATION NOTICE FOR THE BONDHOLDERS**

The shareholders of the Company, and only with a consultative vote the holders of *Deeply Subordinated Fixed to Floating Rate Bonds* (ISIN: XS1224953882, XS1716945586 and XS2579480307) and/or of *Senior Unsecured Euro Bonds* (ISIN: XS1651444140, XS2167595672, XS2343114687 and XS2491664137) issued by the Company, are invited to participate to the annual ordinary general meeting of the Company (the “**Annual General Meeting**”) on:

**Thursday 27 April 2023 at 4.30 pm (Luxembourg time)**

at Hotel Le Royal  
12, boulevard Royal, L-2449 Luxembourg  
Grand Duchy of Luxembourg

in order to deliberate on the following agenda:

**AGENDA OF THE ANNUAL GENERAL MEETING**

*All items on the agenda of the Annual General Meeting are to be adopted with the conditions of quorum and majority of an ordinary general meeting*

1. Review of the management report prepared by the board of directors of the Company (the “**Board of Directors**”), including the group management report, the special report on the conflicts of interest and the special report on the buy-back of its own shares by the Company for the financial year ended 31 December 2022, as foreseen by article 430-18 of the law of 10 August 1915 on commercial companies, as amended (the “**Company Law**”);
2. Review of the special report on the transactions carried-out in the context of the authorized share capital established pursuant to the provisions of the article 8 Bis of the Company’s articles of association (the “**Articles**”) called “*Capital Autorisé*”;
3. Review of the report of the approved statutory auditor (*réviseur d’entreprises agréé*) of the Company (the “**Approved Statutory Auditor**”) on the annual statutory accounts prepared in accordance with the laws and regulations of the Grand-Duchy of Luxembourg, the consolidated financial statements prepared in accordance with the international financial reporting standards (IFRS) for the financial year ended 31 December 2022, and on the performance of its mission;
4. Approval of the consolidated financial statements for the financial year ended 31 December 2022;
5. Approval of the annual statutory accounts for the financial year ended 31 December 2022;

6. Allocation of the Company's net profit for the financial year ended 31 December 2022;
7. Discharge to be granted to the members of the Board of Directors for the execution of their mandate during the financial year ended 31 December 2022;
8. Discharge to be granted to Deloitte Audit, the Approved Statutory Auditor, for the execution of its mandate during the financial year ended 31 December 2022;
9. Review and consultative vote on the remuneration policy of the Company included in the remuneration report of the Company called "**Eurofins Group Remuneration Report 2022**" (the "**Remuneration Report**");
10. Review and consultative vote on the other sections of the Remuneration Report, including the annual disclosures;
11. Renewal of the mandate of Mr. Ivo RAUH as independent director for a period of two (2) years;
12. Renewal of the mandate of Ms. Fereshteh POUCHANTCHI as independent director for a period of one (1) year;
13. Renewal of the mandate of Deloitte Audit or appointment of a new approved statutory auditor (*réviseur d'entreprises agréé*) of the Company;
14. Determination of the attendance fees to be allocated to the directors of the Company for the financial year 2023;
15. Reporting of the transactions of the share capital carried-out by the Board of Directors in accordance with the buy-back program adopted by the extraordinary general meeting held on 25 April 2019; and
16. Delegation of powers for the performance of the legal formalities.

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**For more information:**

The documents and information that must be communicated to the Annual General Meeting are available on the Company's website (<https://www.eurofins.com/investors/agm-2023/>) and at the registered office of the Company. Each shareholder, upon providing evidence of his/her/its status of shareholder, may obtain a free copy of the documents under the applicable legal conditions.

Contact:

EUROFINS SCIENTIFIC SE  
Att : Service AG  
23, Val Fleuri  
L-1526 Luxembourg, Grand Duchy of Luxembourg  
Tel : +352 261 85 31  
[AG2023@eurofins.com](mailto:AG2023@eurofins.com)

**Addition of items to the agenda / right to propose draft resolutions:**

One or more shareholders holding alone or together at least 5% of the shares of the Company's share capital have the right to place new items on the agenda of the General Meeting and / or to propose draft resolutions concerning items included or to be included in the agenda.

Such request must be received by the Company **before midnight (Luxembourg time) on 5 April 2023**. The request must be made in writing and sent to the Company by email ([AG2023@eurofins.com](mailto:AG2023@eurofins.com)). It must include either (a) the text of the proposed new agenda item(s), the text of the corresponding resolution(s),

as well as an explanation, or (b) an alternative draft of resolution(s) concerning one or more item(s) included or to be included in the agenda, with a clear indication of the item(s) of the agenda in question, and an explanation.

The request must contain the contact details (surname, first name, telephone, e-mail) of a contact person in order to allow the Company to acknowledge receipt of the request within 48 hours, as well as proof of its capacity of shareholder representing at least 5% of the shares issued by the Company in the form of a confirmation issued by a financial intermediary, knowing that the applicant must have this capacity on the Record Date (as this term is defined below).

#### **Right to ask written questions:**

Shareholders have the right to ask questions regarding items on the agenda of the Annual General Meeting. The Company undertakes, to the extent possible, to answer these questions during the Q&A session of the Annual General Meeting. Questions must reach the Company **before midnight (Luxembourg time) on 12 April 2023**. Questions must be sent by email ([AG2023@eurofins.com](mailto:AG2023@eurofins.com)) and must contain the full identity of the shareholder as well as proof of its status of shareholder as resulting from a certificate issued by a financial intermediary, knowing that the applicant must have this capacity on the Record Date (as defined below).

#### **Annual General Meeting – Participate in person or vote by proxy or by mailing form:**

Only shareholders whose status as a shareholder appears directly or indirectly in the register of shareholders of the Company on the Record Date will have the right to participate and to vote at the Annual General Meeting.

**THE RECORD DATE IS SET AT MIDNIGHT (24 HOURS) LUXEMBOURG TIME ON 13 APRIL 2023 (THE "RECORD DATE").**

##### **1. Conditions for attending in person**

###### **(i) Shareholders whose ownership is directly registered**

Shareholders who own shares whose ownership is registered directly, in their name, in the Company's shareholders' register, are invited to announce their intention to attend the Annual General Meeting by completing, signing and dating the participation form, then returning it to the Company (Eurofins Scientific SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, [eurofins@better-orange.de](mailto:eurofins@better-orange.de)). The participation form must be received by the Company no later than **midnight (Luxembourg time) on 20 April 2023**.

###### **(ii) Shareholders whose ownership is indirectly registered**

Shareholders whose shares are held in a clearing system or through a financial intermediary and who choose to attend and vote in person at the Annual General Meeting must obtain from their financial intermediary with whom their shares are deposited, a CERTIFICATE OF REGISTRATION indicating the number of shares registered on the Record Date which must be received by the Company (Eurofins Scientific SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, [eurofins@better-orange.de](mailto:eurofins@better-orange.de)) no later than **midnight (Luxembourg time) on 20 April 2023**.

The CERTIFICATE OF REGISTRATION must mention the identity of the owner of the shares, the number of shares registered on the Record Date, and a confirmation that the shares held were registered with the intermediary in question on the Record Date.

Holders of shares who wish to participate in the Annual General Meeting in person must bring proof of their identity (identity card or valid passport).

## **2. Conditions for voting by proxy or by mailing vote form**

Holders of shares on the Record Date who cannot attend in person the Annual General Meeting can either:

- (i) give power to **Mr. Gilles Martin**, the Chief Executive Officer and Chairman of the Board of Directors of the Company, or **Mr. Hugues Vaussy** (each the “**Designated Representative**”, or to a third person designated by them, to vote on their behalf and as they deem fit at the Annual General Meeting, or
- (ii) give voting instructions to the Designated Representative. The Designated Representative shall vote according to the instructions given by the shareholder in the mailing vote form. If no voting instructions are given in the mailing vote form, the Designated Representative shall vote on behalf of the shareholder and as he deems fit.

Holders of shares who wish to vote by proxy or by mailing vote form must send to the Company the completed, dated and signed single participation/proxy/ mailing vote form accompanied, for shareholders whose shares are indirectly registered, by the REGISTRATION CERTIFICATE (as described above in point 1. (ii)).

The single participation/proxy/ mailing vote form, to be valid, must be received by the Company (EUROFINS SCIENTIFIC SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, [eurofins@better-orange.de](mailto:eurofins@better-orange.de)) no later than **midnight (Luxembourg time) on 20 April 2023**.

Holders of shares who wish to revoke a proxy form already sent to the Company may do so at any time, by delivering to the Company another completed, dated and signed form bearing a later date, no later than midnight (Luxembourg time) on 20 April 2023, or by attending and voting in person at the Annual General Meeting.

A shareholder who has voted by mailing vote form will not be able to participate directly in the Annual General Meeting or be represented by virtue of a power of attorney.

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Holders of *Deeply Subordinated Fixed to Floating Rate Bonds* (ISIN: XS1224953882, XS1716945586 and XS2579480307) and/or of *Senior Unsecured Euro Bonds* (ISIN: XS1651444140, XS2167595672, XS2343114687 and XS2491664137) have the right to take notice of the documents communicated and can attend the Annual General Meeting, but with consultative vote only.

### **1. Conditions for attending in person**

#### ***(i) Bondholders whose ownership is directly recorded***

Bondholders who own bonds whose ownership is registered directly, in their name, in the registers of the Company, are invited to announce their intention to attend the Annual General Meeting by completing, signing and dating the participation form and then by returning it to the Company (Eurofins Scientific SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, [eurofins@better-orange.de](mailto:eurofins@better-orange.de)). The participation form must be received by the Company no later than **midnight (Luxembourg time) on 20 April 2023**.

#### ***(ii) Bondholders whose ownership is indirectly recorded***

The bondholders whose bonds are held in a clearing system or through a financial intermediary and who choose to attend the Annual General Meeting in person must obtain from their financial intermediary with whom their bonds are on deposit, a REGISTRATION CERTIFICATE indicating the number of bonds recorded on the Record Date which must be received by the Company (Eurofins Scientific SE, c/o Better Orange IR & HV AG,

Haidelweg 48, 81241 Munich, Germany, [eurofins@better-orange.de](mailto:eurofins@better-orange.de)) no later than **midnight (Luxembourg time) on 20 April 2023**.

The REGISTRATION CERTIFICATE should state the identity of the owner of the bonds, the number of bonds registered on the Record Date, and a confirmation that the bonds held were registered in an account with the relevant intermediary on the Record Date.

Bondholders who wish to participate in the Annual General Meeting in person must bring proof of their identity (identity card or valid passport).

**2. Conditions for attending via a representative**

Bondholders on the Record Date who cannot attend the Annual General Meeting in person may be represented by the Designated Representative or by a third party designated by them by sending to the Company the completed proxy form, dated and signed accompanied, for bondholders whose ownership of the bonds is registered indirectly, by the CERTIFICATE OF REGISTRATION (as described above in point 1.(ii)) at the latest at **midnight (Luxembourg time) on 20 April 2023**.

The proxy form is available on the Company's website <https://www.eurofins.com/investors/agm-2023/> or by email request ([eurofins@better-orange.de](mailto:eurofins@better-orange.de)).

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In order to hold the Annual General Meeting in good time and in an orderly manner, the shareholders and bondholders referred to in this notice are requested to arrive on time. The doors will open at 4 p.m. and the Annual General Meeting will begin without delay at 4:30 p.m.

Luxembourg, 27 March 2023.

For the Board of Directors