



The apoA-I companY

Press Release

## **ABIONYX Pharma announces the main resolutions proposed at the next Combined General Meeting on November 28, 2024, and the availability of related documents**

- **Proposed appointment of Jean-G rard Galvez, Luc Demarre and Caroline DeSurmont as directors**
- **Proposed financial delegations necessary for the Company's development**
- **Proposed amendments to the bylaws, in particular to revise the rules governing declarations of crossing statutory thresholds, extend the terms of office of directors, and introduce double voting rights**
- **Availability of preparatory documents for the General Meeting**

**Toulouse, FRANCE, Lakeland, USA, November 7, 2024, 7:00 am CET - ABIONYX Pharma, (FR0012616852 - ABNX - eligible for PEA PME), a new generation biotech company dedicated to the discovery and development of innovative therapies based on the world's only natural recombinant apoA-I, today informs its shareholders that its Combined General Meeting (Ordinary and Extraordinary) will be held on November 28, 2024 at 2 pm at the Company's head office at 33-43 avenue Georges Pompidou B t. D - 31130 Balma, France, and presents the main resolutions proposed at this Combined General Meeting to propose the appointment of three new directors, to facilitate the Company's development and shareholder loyalty and to take advantage of the opportunities introduced by law no. 2024-537 of June 13, 2024, aimed at boosting company financing and the attractiveness of France.**

### **Proposed appointment of Jean-G rard Galvez, Luc Demarre and Caroline DeSurmont as directors**

As announced by the Company in its press release dated 19/06/2024, it will be proposed at the next General Meeting that you appoint Mr. Jean-G rard Galvez as a director. The Board of Directors specifies that Mr. Jean-G rard Galvez, as Chairman of the investment company ORSAY 53, does not qualify as an independent member under the independence criteria of the Middledenext Code, adopted by the Company as its corporate governance reference code.

Aged 70, Mr. Galvez is an engineer from the  cole Nationale Sup rieure des Industries Chimiques, and holds a DEA in management and an MBA from the Stanford Executive Program. After some fifteen years with major groups (Dupont de Nemours, Control Data), Jean-G rard Galvez left Control Data's international operations in 1994 to become Chairman and CEO of ActivCard, a French Internet security start-up. He expanded the company into the United States, listing it on the Nasdaq in 2000 at a valuation of over \$2 billion. He managed the company until 2003. A private investor and Senior Advisor

to investment funds since 2004 (Natixis/Seventure Partners; CVC Growth Partners; Téthys Invest), he has been a member of the Board of Directors of a dozen listed and private companies, including 6 terms as Chairman of the Board. He has led a large number of fundraisings, participated in two IPO, and accompanied several M&A operations in the software and healthcare sectors. He is currently co-founder and director of Exotec (robotics), which recently raised €300 million on a €2 billion valuation. He is also the director of 3 other companies: MedSystem GMBH, Letsignit and Polaris.

Following the Board meeting of November 6, 2024, it will also be proposed at the next General Meeting to appoint Mr. Luc Demarre and Mrs. Caroline DeSurmont as directors. The Board of Directors specifies that Mrs. Caroline DeSurmont qualifies as an independent member in terms of the independence criteria set out in the Middlednext Code, adopted by the Company as its corporate governance reference code. In this respect, it is specified that she has no business relationship with the Group. However, Luc Demarre does not qualify as an independent member under the aforementioned independence criteria.

Aged 58, Luc Demarre is a recognized professional in the financial sector, with 35 years' experience in investment banking. Expert in mergers and acquisitions, Luc began his career in 1989 at Banque Paribas, where he held the position of M&A analyst in London. In 1991, he joined Deutsche Morgan Grenfell, where he spent eight years as a senior M&A banker in London and Paris. In 1999, he joined Crédit Suisse First Boston (CSFB) as Head of Investment Banking. His growing experience in this field led him in 2004 to co-found Bucéphale Finance, an independent company specializing in financial advisory services for M&A, restructuring and fundraising. He held the position of Managing Director for over 15 years. In 2018, Luc co-founded a new independent consulting firm in Paris specializing in M&A and fundraising: ETXE Finance. In this capacity, he continues to advise his clients, bringing a strategic vision and extensive operational experience in complex financial transactions.

Senior Executive with over 25 years' experience in education, biotechnology and industry, Caroline DeSurmont has a successful track record in managing R&D and production programs, including 4 years of project management and over 20 years of regulatory expertise. After Servier and Gencell/Serono, Caroline joined Centelion, an Aventis legacy company, in January 2003 as Project Director, before joining Sanofi's Regulatory Affairs group in December 2004, where she held several positions of increasing responsibility in regulatory development and transformation. For the past 2 years, she has shifted her career towards corporate governance, taking on the position of Corporate Secretary and Secretary to the Board of Directors of Sanofi.

Caroline is Ph.D, Cardiovascular and Gene Therapy, has a degree in Project Management / Management MBA at London Business School, IMD Business School Lausanne and an Executive MBA an Executive MBA from Ecole Polytechnique.

If these proposed appointments were approved, the Board would comprise four independent members and three women out of eight members, in compliance with the applicable rules.

### **Proposed financial delegations required for the Company's development**

The Board of Directors wishes to have the necessary delegations of authority to carry out, if it sees fit, any issues that may prove necessary as part of the development of the Company's activities. For this reason, a proposal will be made to the next General Meeting to grant the Board a new authorization to issue shares and/or securities giving access to the Company's capital, without pre-emptive subscription rights for one or more named persons, in order to benefit from this possibility introduced by Act no. 2024-537 of June 13, 2024 aimed at increasing the financing of businesses and the attractiveness of France. In view of the inclusion of this resolution on the agenda, it will also be

proposed, in accordance with prevailing regulations, to approve a delegation of authority to increase the Company's capital stock for the benefit of members of a company savings plan.

### **Proposed amendments to the bylaws, in particular to revise the rules governing declarations of ownership thresholds crossed, extend the terms of office of directors and introduce double voting rights**

At the next Annual General Meeting, shareholders will be asked to reduce from 2.5 to 1%, or any multiple thereof, the percentage of share capital or voting rights that triggers the obligation to notify the Company if these thresholds are exceeded or fallen below, to extend the terms of office of directors and non-voting directors from 3 to 4 years (it being specified that this amendment would apply to current terms of office), and to specify certain rules governing the convening and deliberations of the Board of Directors (notably concerning the use of a means of telecommunication at Board meetings and written consultation). It will also be proposed to relax the rule concerning the Board's determination of the term of office of the Chief Executive Officer.

In addition, it will be proposed to introduce a double voting right attached to fully paid-up shares that have been registered in the name of the same shareholder for at least two years, it being specified that for the calculation of this two-year period, account will be taken of the period of registered shares prior to November 28, 2024.

Lastly, it will be proposed that the bylaws provide that the Annual General Meeting may grant each shareholder the option of receiving all or part of the dividend or interim dividend in cash or in shares, in accordance with applicable laws and regulations.

The preliminary notice of meeting was published in the Bulletin des annonces légales obligatoires (BALO) on October 23, 2024 ([https://www.journal-officiel.gouv.fr/pages/balo-annonce-unitaire/?q.id=id\\_annonce:202410232404171128](https://www.journal-officiel.gouv.fr/pages/balo-annonce-unitaire/?q.id=id_annonce:202410232404171128)), in bulletin no. 128.

Shareholders' attention is drawn to the fact that the agenda and the text of the draft resolutions published in the notice of meeting published in BALO no. 128 of October 23, 2024, have been supplemented by the Board of Directors on November 6, 2024, in order to propose two new candidates for election to the Board of Directors.

The notice of meeting will be published in the BALO on November 13, 2024.

It will also be sent to shareholders whose shares are held in registered form and made available to institutions holding bearer shares.

The documents and information relating to this General Meeting will be, in accordance with applicable laws and regulations:

- posted on the ABIONYX Pharma website ([abionyx.com](http://abionyx.com)) under the heading "Investors/Shareholders Meeting/November 28, 2024 - Combined Annual General Meeting";
- made available to shareholders at the Company's registered office at 33-43 avenue Georges Pompidou, Bât. D - 31130 Balma, France.

In accordance with the applicable regulations:

- all holders of registered shares may, up to and including the fifth day before the General Meeting, ask the Company to send them the documents referred to in Articles R.225-81 and R.225-83 of the French Commercial Code, by electronic means if expressly requested. For holders of bearer shares, the exercise of this right is subject to the provision of a certificate of participation in the bearer share accounts held by the authorized intermediary;
- all shareholders may consult the documents referred to in Articles L. 225-115 and R.225-83 of the French Commercial Code at the Company's registered office.

Shareholders wishing to follow the Annual General Meeting but unable to attend in person are invited

to log on to the following link: <https://app.livestorm.co/newcap-1/retransmission-en-direct-de-lassemblee-generale-mixte-dabionyx-le-28-novembre-2024?type=detailed>

This live broadcast of the Annual General Meeting will not allow remote voting or questions via the chat platform.

Further information on this General Meeting, and in particular on shareholder voting procedures, is available at [www.abionyx.com](http://www.abionyx.com).

#### About ABIONYX Pharma

ABIONYX Pharma is a new generation biotech company that aims to contribute to health through innovative therapies in indications where there is no effective or existing treatment, even the rarest ones. Thanks to its partners in research, medicine, biopharmaceuticals and shareholding, the company innovates on a daily basis to propose drugs for the treatment of renal and ophthalmological diseases, or new HDL vectors used for targeted drug delivery.

#### Contacts:

##### **NewCap**

Investor relations  
Nicolas Fossiez  
Louis-Victor Delouvrier  
abionyx@newcap.eu  
+33 (0)1 44 71 98 53

##### **NewCap**

Media relations  
Arthur Rouillé  
abionyx@newcap.eu  
+33 (0)1 44 71 00 15