

Board of Directors
Internal Rules of Procedure

As of 19 March, 2025

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Preamble

The directors of Medincell, a société anonyme (public limited company) with its registered office at 3, rue des Frères Lumière - 34830 Jacou, registered in the Montpellier Trade and Companies Register under number 444 606 750 (the "**Company**"), have decided to adhere to these internal rules (the "**Internal Rules**") of the Board of Directors (the "**Board**"). The purpose of these Internal Rules is also to clarify the operating procedures of the various committees set up within the Company.

These Internal Rules have been drafted based on recommendations and points for vigilance issued from the Middenext corporate governance code.

These Internal Rules apply to all current and future directors, and are intended to supplement the legal, regulatory and statutory rules applicable to the Company, in order to specify the Board's operating procedures, in the interests of the Company, its directors and its shareholders.

In any event, these Internal Rules, while they may supplement the Articles of Association, cannot contradict them. In the event of any contradiction, the provisions of the Articles of Association shall prevail.

The Internal Rules are for internal use only and do not replace the Company's Articles of Association, but rather implement them in a practical manner. In this respect, they are not enforceable against third parties. Shareholders will be informed of their existence on the Company's website, and/or in the Board's corporate governance report and/or in the URD.

It may be amended by decision of the Board.

The current version of these Internal Rules was adopted during the meeting of the Board held on September 12, 2024, following the shareholders' decision to change the Company's mode of governance by adopting the Board of Directors formula at the Ordinary Annual and Extraordinary General Meeting held on September 12, 2024. It was amended by the Board at their meeting of 19 March, 2025.

Article 1 - Purpose of the Internal Rules

The purpose of these Internal Rules is to define the rules and operating procedures of the Board and any of its committees, in addition to the provisions of the law and the Company's Articles of Association, and with reference to the Middenext Code.

It also describes the missions and, where applicable, the limitations on the powers of senior management, in order to clarify the roles of each governance body and recalls the obligations of each director and each member of any committees, whether an individual or the permanent representative of a legal entity.

Article 2 - Responsibilities and Role of the Board of Directors

2.1. Responsibilities of the Board

2.1.1. Representing the shareholders

As a collegial body, the Board collectively represents all shareholders and requests that each director acts in all circumstances in the Company's best interests.

The Board's role is based on two fundamental elements: decision-making and oversight. The decision-making function involves working with management to develop fundamental policies and strategic objectives and approving certain major actions.

The monitoring function relates to the review of management decisions, the compliance of systems and controls, and the implementation of policies.

The Board's mission is first and foremost to determine the direction of the Company's business, select its strategy and oversee its implementation

2.1.2. To be involved with any matter concerning the smooth operational running of the Company

The Board's mission is to deal with all matters concerning the smooth operational running of the Company, in particular:

- Choose the organizational structure for general management;
- Appoint the Chairman of the Board, the Chief Executive Officer and the Executive Vice Presidents;
- Set the remuneration of the Chairman of the Board, the Chief Executive Officer and the Senior Executive Vice-Presidents in accordance with applicable laws;
- Allocate compensation paid to the directors in accordance with applicable laws;
- Vote on all decisions relating to the Company's major strategic, economic, social, financial or technological orientations, and overseeing their implementation by senior management;
- Approve any significant transaction outside the scope of the Company's announced strategy, or likely to modify its scope of activity, in particular any external growth operations;
- Authorize the granting of sureties, endorsements and guarantees in accordance with applicable regulations;
- Define procedures for assessing and monitoring agreements (current and regulated); authorize regulated agreements ("conventions réglementées") prior to their conclusion, paying particular attention to the issue of conflicts of interest; conduct an annual review of agreements;
- Review and prepare annual corporate and consolidated financial statements and interim financial statements;
- To approve the terms of the management report and the corporate governance report;
- Call and set the agenda for shareholders' meetings;
- Ensure that the Company's social and environmental objectives are maintained;
- Deliberate on the Company's equal opportunity policy;
- Determine objectives in terms of the gender mix of governing bodies;
- Verify the quality and fairness of information provided to shareholders, in particular through the financial statements and annual report;
- Decide on the creation of committees (where applicable) and ensures that the committees it has set up function properly;

- Amend the Company's Articles of Incorporation to bring them into line with legal and regulatory requirements, in accordance with the conditions laid down by law.

2.1.3. To be involved with strategic decisions

The Board approves all decisions relating to the Company's major strategic, economic, social, financial or technological orientations, and oversees their implementation by General Management.

The Managing Director (Chief Executive Officer) presents a draft strategic plan and a draft annual budget in line with these guidelines, which are discussed, amended if necessary, and approved by the Board.

The Managing Director (Chief Executive Officer) is responsible for implementing the strategic plan and annual budget. He brings to the attention of the Board any problem or, more generally, any fact that calls into question their implementation.

2.1.4. Consider succession planning for the « Managing Director » and key people

The Board or a specialized ad hoc committee regularly puts the issue of the succession of the current Chief Executive Officer (and possibly a number of key men and women) on its agenda.

2.1.5. Receive a proposal for an inspection or audit

The Board may be asked by the Chairman or by the Audit Committee to carry out an audit or verification. In any event, it deliberates on the matter as soon as possible.

When the Board decides to carry out a control or verification, it defines the precise purpose and procedures in a deliberation and carries it out itself or entrusts its execution to one of the committees, to one of the directors or to a third party. When the Board decides that the audit or verification is to be carried out by one of the directors or by a third party, the assignment is defined in accordance with the conditions set out in the following paragraph.

The Chairman of the Board sets the conditions under which the audit or verification is to be carried out. In particular, steps are taken to ensure that the operation disturbs the Company's business as little as possible. Interviews with Company personnel are organized when necessary. The Chief Executive Officer ensures that the information required for the audit or verification is provided to the party carrying it out. Whoever carries out the audit or verification is not authorized to interfere in the management of the business. A report is made to the Board at the end of the audit or verification. The Board decides what action to take on its findings.

2.1.6. Review the points of vigilance of the Middenext Code

Each year, the Board reviews the points of vigilance set out in the Middenext corporate governance code. It includes its recommendations in the corporate governance report and/or in the Universal Registration Document (URD), if one exists.

2.2. Chairmanship and general management procedures

2.2.1. Chairman of the Board of Directors

The Board appoints a Chairman from among its members, who is an individual, for a term not exceeding that of his or her directorship, and who is eligible for re-election. The age limit for the position of Chairman is set by the Articles of Association.

The Chairman of the Board chairs Board meetings. In the Chairman's absence, the Board meeting is chaired by a Vice-Chairman or, failing this, by a director appointed by a majority of the votes of the directors present or represented.

The Chairman of the Board organizes and directs the work of the Board, on which he reports to the Annual General Meeting. He ensures that the Company's governing bodies operate smoothly, and in particular that the directors are able to fulfill their duties.

It has the material resources it needs to carry out its mission.

2.2.2. General management procedures

The Board determines the terms and conditions under which General Management is exercised, in accordance with the provisions of the Articles of Association.

In accordance with legal provisions, General Management is the responsibility of either the Chairman of the Board, or another individual appointed by the Board and bearing the title of Chief Executive Officer. The Board chooses between the two options and may modify its choice at any time. The Board determines the term of office of the Chief Executive Officer.

Shareholders and third parties are informed of this choice in accordance with applicable regulations.

If the Chairman of the Board is Chief Executive Officer, the provisions of these internal rules relating to the latter are applicable to him.

The Chief Executive Officer may be assisted by one or more Executive Vice Presidents, appointed by the Board in accordance with legal and statutory conditions. The term of office and scope of powers of the Executive Vice Presidents are determined in accordance with legal and statutory provisions.

The Board is constantly striving to ensure that senior management implements the guidelines it has defined.

2.2.3. General management responsibilities

The Chief Executive Officer, whether this function is assumed by the Chairman of the Board or by another person, is vested with the broadest powers to act in all circumstances on behalf of the Company. He exercises these powers within the limits of the Company's corporate purpose, in accordance with the rules laid down by law and the Company's Articles of Association, and subject to those powers expressly granted by law to Shareholders' Meetings and the Board of Directors.

The Chief Executive Officer represents the Company in its dealings with third parties.

Without prejudice to the foregoing and to the powers vested in him by law, the Chief Executive Officer must obtain the prior authorization of the Board, by a majority of its members present or represented, in accordance with the legal and regulatory provisions in force, to enter into the following agreements and transactions:

- approval of the annual budget,
- acquisition and disposal of fixed assets (including equity interests) in excess of one million euros excluding any applicable taxes,
- mortgaging or pledging fixed assets with a value in excess of 500,000 Euros,
- any proposed issue of securities giving immediate or future entitlement to a portion of the capital or voting rights of the Company or its subsidiaries,
- any bond issue,

- any decision to be submitted to the Annual General Meeting concerning a merger, demerger or the sale of assets essential to the company
- any proposed changes to the rules governing the Company's management,
- any investment or divestment decision in excess of 500,000 Euros (excluding tax) not provided for in the budget, as well as the granting of security interests over company assets for a total amount in excess of 500,000 Euros over a period of 12 months or less,
- the recruitment, remuneration and remuneration development of employees whose fixed portion of gross annual salary exceeds 40% of gross annual salary,
- to set up any Company incentive plans and/or stock option plans for the Company's management,
- the creation of a subsidiary or the acquisition or disposal of any interest in a subsidiary or of any line of business not provided for in the projected investment documents,
- any decision to list the Company on a regulated market and the conditions of admission of the Company's shares to such regulated market,
- the decision to mandate an investment bank to study the possibility of selling 100% of the Company's capital and voting rights, or any other transaction that would enable this objective to be achieved,
- taking out loans or obtaining credit lines not provided for in the annual financing plan,
- any off-balance sheet commitments in excess of 500,000 Euros not included in the investment plan.

2.3. Directors' and officers' liability insurance (RCMS)

La Société a contracté pour le compte et au profit des dirigeants exerçant un mandat social une assurance responsabilité civile des mandataires sociaux (RCMS).

Article 3 - Composition of the Board of Directors

First and foremost, the composition of the Board reflects the Company's determination to draw on a wide range of complementary experience, skills and profiles. Thus, the first quality of a Board lies in its composition: directors of integrity, competence, understanding of how the company operates, concerned with the interests of all shareholders, sufficiently involved in defining strategy and in deliberations to participate effectively in its decisions.

The Board ensures, in its proposals, that its composition and that of the Committees it establishes within it are balanced, particularly in terms of representation of women and men, nationalities or culture, age, international experience or skills and adapted to the needs of the Company and the group. The diversity policy applied to the members of the Board aims to meet an objective of gender diversity and an objective of diversity of nationalities.

3.1. Conditions of appointment of directors

The Articles of Association set the number of directors.

Directors are appointed, reappointed, and may be dismissed under the conditions provided for by law and with the Company's Articles of Association. The term of office of a director is set by the Articles of Association. Renewal is staggered, based on the length of each director's term of office. The Board

strives to ensure a reasonable balance between continuity of experience and the contribution of new skills.

The Articles of Association set the maximum age for directors.

3.2. Independence of directors

The Board includes at least two independent members. A director is deemed to be independent when he or she has no relationship of any kind whatsoever with the Company, its group or its management, which might compromise the exercise of his or her freedom of judgment.

Each year, the Board reviews the situation of each director and ensures the following :

- that the limits on the number of corporate offices held, as laid down by law and regulations, have been complied with;
- that, in accordance with the Middelnext governance code, they permanently meet the following criteria:
 - not to have been an employee or corporate officer of the Company or any of its affiliates during the previous five years;
 - not to have had a significant business relationship with the Company or its group (customer, supplier, competitor, service provider, creditor, banker, etc.) over the past two years;
 - not be a reference shareholder of the Company or hold a significant percentage of voting rights;
 - have no close family ties with a corporate officer or a reference shareholder;
 - not have been the company's statutory auditor for the last six years.

The Board also ensures that directors meet the following criteria on a permanent basis :

- They must not be an executive corporate officer of a company in which the Company directly or indirectly holds a directorship, or in which an employee or executive corporate officer of the Company (current or having held one for less than five years) holds a directorship;
- They must not have been a director for more than twelve years, failing which they will lose their status as an independent director.

In this respect, the Board may consider that a member is independent even though he/she does not meet all the independence criteria, and conversely consider that a member is not independent even though he/she does meet all the independence criteria. The Board must then justify its position.

The Board considers that variable compensation in the form of warrants for shares in the Company, the allocation of which to a director is linked to the performance of the Company or the group, has no impact on the independence of the said director, where applicable.

Indeed, sharing the value created with all of the Company's employees is part of the latter's business model, as described in its articles of association. Given this business model, the Company has adopted a policy of variable compensation in the form of stock warrants for its non-executive corporate officers (members of the Supervisory Board or Directors) since 31 August, 2016.

The Board considers that this compensation does not compromise a director's exercise of judgment or independence by meeting the following criteria :

- the exercise period of the stock warrants is subject to performance conditions lasting three years or more,
- the total number of shares held does not represent a significant portion of the Company's capital, remaining less than 0.15% of the diluted capital.

When appointing a new director or renewing the term of office of one of its members, the Board examines the situation of this member with regard to the criteria set out above.

Each member who qualifies as independent informs the Chairman as soon as he is aware of any change in his personal situation with regard to these same criteria.

In addition, each director is responsible for :

- not be absent from more than 25% of Board or Committee meetings (unless there is serious justification)
- not be in a situation of repeated and proven conflict of interest.

Each director informs the Chairman as soon as he is aware of any such situation.

3.3. Censor(s)

In accordance with Article 13 of the Company's Articles of Association, one or more non-voting directors ("censeurs") may be appointed, up to a maximum of six individuals, to attend Board meetings in an advisory capacity, without having any decision-making powers, although their absence may not affect the validity of the Board's deliberations. The non-voting directors examine the questions submitted to them by the Board for an opinion.

Non-voting directors are freely chosen by the Annual General Meeting or, on the recommendation of the Chairman of the Board, by the Board on the basis of their expertise. Their term of office, the terms of their removal and, where applicable, their remuneration are determined by the decision relating to their appointment and in accordance with the provisions of the Articles of Association.

Notwithstanding the foregoing, at the request of a director, the Board may decide to meet without the presence of the non-voting director(s), whether in the form of a restricted meeting on certain subjects at a Board meeting otherwise open to the non-voting directors, or at an ad hoc Board meeting to which the non-voting directors will not be invited.

In particular, in the event of a conflict of interest, even a potential one, of which he is aware or which has been brought to his attention, the Chairman of the Board will organize the Board meeting without the presence of the non-voting director(s), in accordance with the above.

Non-voting directors are invited to attend Board meetings under the same conditions as directors. They have access to the same information as directors.

3.4. Representation of employees on the Board

In accordance with legal provisions, two members of the staff delegation of the social and economic committee attend all meetings of the Board of Directors in an advisory capacity.

Article 4 - Directors' duties and ethics

4.1. Duty of loyalty and respect for laws and Articles of Association

In carrying out their duties, Directors must act in the Company's best interests.

Each member must be fully aware of his or her rights and obligations and must be familiar with and undertake to comply with the legal and regulatory provisions applicable to his or her position, as well as with the rules specific to the Company as set out in its Articles of Association and these Internal Rules.

Directors may not hold more than two other mandates in other listed companies, including foreign companies.

4.2. Duty of disclosure / Conflict of interest

In preparation for their appointment and once a year, directors complete an evaluation form and conflict of interest declaration. In a situation where a conflict of interest arises or may arise between the Company's interests and his or her direct or indirect personal interests, or the interests of a shareholder or group of shareholders he or she represents, the director concerned must :

- inform the Board as soon as it is aware of them,
- and draw all the consequences for the exercise of his mandate. Thus, depending on the case, he must :

 I either abstain from taking part in the deliberations and voting on the corresponding resolution,

 I not attend the Board meeting during which he/she is in a situation of conflict of interest,

 I or, in the worst case scenario, resign from the Board of Directors.

In particular, the aforementioned measures will apply in the event that a director has a relationship of interest with a biopharmaceutical company likely to enter into a business relationship with or compete with the Company as a supplier, partner or customer.

In any case, the directors will advise on the best attitude to adopt on a case-by-case basis.

Each director reports, where appropriate, any changes in their situation. Once a year, the Board reviews known conflicts of interest and updates the evaluation forms.

Directors who put the interests of the Company ahead of their own personal interests are bound by a non-competition obligation. Throughout their term of office, Directors are prohibited from holding any position in a company that competes with the Company or the companies it controls.

Before taking up a new mandate, he informs the Company about that.

4.3. Special case of regulated agreements “conventions réglementées”

The Board defines the procedures for assessing and monitoring ordinary and regulated agreements.

Directors must pay particular attention to regulated agreements and comply with the relevant procedures.

Each regulated agreement is authorized by a specific resolution of the Board of Directors, which justifies its interest for the Company, particularly with regard to the related financial conditions, in accordance with legal and regulatory provisions.

Information on regulated agreements and commitments is published on our website at the latest when they are entered into.

The Board carries out an annual review of regulated agreements and commitments entered into and authorized in previous years, which were continued in the year under review in accordance with legal and regulatory provisions, but which do not require re-authorization in accordance with professional ethics and the laws and regulations in force.

The Board may downgrade any agreement if it no longer meets the criteria for a regulated agreement, or submit agreements that no longer meet the criteria for an ordinary agreement to the Board for authorization.

In accordance with the provisions of the French Commercial Code, persons directly or indirectly involved in regulated agreements do not take part in the deliberations or vote and leave the room.

4.4. Directors' duty of confidentiality

All information of any kind and in any form whatsoever, relating in particular to the Company, communicated to a director in the course of his or her duties is given *intuitu personae*. In this respect, each director is personally responsible for any information communicated to him/her in the course of his/her duties, and undertakes to maintain the total confidentiality of any information he/she receives at Board or Committee meetings, or during private interviews in which he/she participates. Generally speaking, and with regard to non-public information acquired in the course of their duties, all directors must consider themselves bound by a genuine professional secrecy obligation which goes beyond the simple obligation of discretion laid down by the regulations.

As a general rule, directors, with the exception of the Chairman of the Board and the Chief Executive Officer, are required to refrain from communicating with the outside world in their official capacity, particularly with regard to the press.

In the event of a proven breach of confidentiality by one of the directors, the Chairman of the Board, after consulting the directors attending the Board meeting convened for this purpose, reports to the Board on the action he intends to take in response to the breach.

4.5. Duty of care and diligence

In accepting the mandate entrusted to them, each director undertakes to assume it in full, in particular:

- devote as much time as necessary to the study of issues dealt with by the Board and, where applicable, the committee of which they are a member;
- request any additional information they consider useful;
- ensure that these Internal Rules are applied;
- freely form their own convictions before making any decision, bearing the Company's best interests in mind;
- participate actively in all Board meetings, unless prevented from doing so ;
- attend the Annual General Meeting;
- make proposals for the ongoing improvement of working conditions for the Board and its committees.

4.6. Obligation and right of information

To enable directors to participate effectively in the Board's work and deliberations, the Company provides them with all relevant documents within a reasonable timeframe. Requests to this effect should be addressed to the Chairman of the Board.

Each director is authorized to meet with key members of the Company's management, provided they inform the Chairman of the Board in advance.

The Chairman of the Board keeps the Board regularly informed of the financial position, cash position, financial commitments and significant events of the Company and the Group.

Lastly, any new director may request training on the specific characteristics of the Company, their business and sector of activity.

4.7. Obligations relating to the holding of Company shares

The Articles of Association set the minimum number of shares to be held by each Director.

Each Director undertakes to register the shares of the Company and its subsidiaries held by him, his minor children or his spouse who is not legally separated.

4.8. Obligations to refrain from trading in the Company's shares during certain periods (negative windows)

Directors must refrain from trading in the Company's shares::

- during the 30 calendar days prior to the announcement of the half-year and full-year financial results;
- during the 15 calendar days preceding the publication of each sales figure (annual, half-yearly or quarterly).

A schedule of these negative windows, taking into account the dates of scheduled periodic publications, is sent to each director.

It must be consulted before any action is taken. Interventions are only authorized from the time of publication of the information concerned, provided that the interested party does not hold any insider information.

4.9. Definition of strict periods for trading in the Company's shares (positive windows)

Directors may only trade in the Company's shares during defined periods, known as "positive windows".

A schedule of these positive windows is sent to each director.

Interventions are only authorized during these periods, provided that the interested party does not hold any insider information.

4.10. Obligations linked to the possession of privileged information / Prevention of insider trading offences and misconduct

In the course of their duties, Directors are regularly in possession of precise, non-public information concerning the Company or the financial instruments it issues, which, if made public, would be likely to have a significant impact on the Company's share price.

As such, each director appears on the insider list drawn up and updated by the Company.

Once in possession of such information, each director must refrain from :

- carrying out or attempting to carry out insider trading, in particular by acquiring or disposing of, or attempting to acquire or dispose of, for one's own account or for the account of others, either directly or indirectly, the financial instruments to which this information relates or the financial instruments to which these instruments are linked;
- divulging or attempting to divulge this information to another person outside the normal course of their work, profession or duties;

- recommending or attempting to recommend or induce or attempt to induce another person to acquire or dispose of or cause another person to acquire or dispose of such financial instruments.

In the event of market abuse or attempted market abuse within the meaning of the regulations (insider trading, price manipulation and unlawful disclosure of information), directors may be subject to criminal or administrative penalties.

In addition, each director must comply with the legal rules and the Company's Internal Rules designed to prevent market abuse.

4.11. Board responsibility with respect to executive compensation

The Board is committed to establishing a compensation policy that promotes long-term value creation for the company. The compensation of corporate officers includes an annual fixed portion linked to their mission, as well as a variable portion linked to the company's performance over a multi-year period. This approach aims to align the interests of corporate officers with those of shareholders and to encourage sustainable and responsible management.

As part of the corporate governance report, the Board, with the support of the Remuneration Committee, approves the drafting of the section on shareholder information on the remuneration policy for corporate officers and on the remuneration of executive directors.

The Board examines all executive compensation in relation to the Company's salary policy. It ensures compliance with the following principles:

- align executive compensation with the principles of a balanced corporate pay policy (review of the slope of compensation packages, relative proportion of fixed and variable pay, etc.);
- describe the variable components of executive compensation, determined in particular with regard to the application of non-financial performance criteria;
- explain how executive compensation complies with the policy voted the previous year and contributes to the Company's long-term performance.

The Board also ensures that the report mentions the equity ratio, i.e. the level of remuneration paid to the Chairman of the Board, the Chief Executive Officer and each Senior Executive Vice-President, compared with the average and median remuneration paid to Company employees, and changes in this ratio over the past five years. This information must be presented in such a way as to enable comparison.

The contents of this report are submitted to a shareholder vote. In the event of rejection, directors may be sanctioned¹.

4.12. Internal control and risk analysis

As part of its responsibilities, the Board benefits from the advice of its Committees. It regularly reviews, in line with the strategy it has defined, opportunities and risks such as financial, legal, operational, social and environmental risks as well as the measures taken accordingly. To this end, the Board receives all the information necessary to carry out its mission, particularly from the executive corporate

¹ in the event of rejection by the AGM of the revised remuneration policy, payment of sums allocated for the current financial year to directors as remuneration for their activity (ex-attendance fees) is suspended until approval ([art. L 22-10-34, I-al. 2](#))

officers. It discusses and sets the risk appetite and/or risk tolerance level for the different risk categories.

The Board notably reviews the general risks brought to the attention of shareholders in the Board's corporate governance report and/or in the universal registration document (URD).

4.13. Declaration of securities transactions and crossing of thresholds

Each director must be diligent in declaring his or her share transactions and, where applicable, any major shareholdings, in a timely manner.

Article 5 - Mode of Operation of the Board of Directors

5.1. Frequency of meetings – invitations – other participants

The Board meets as often as the Company's interests require, and at least four times a year. The meeting schedule is set at least one year in advance.

It is convened by the Chairman and, if the Chairman is not Chief Executive Officer, at the request of the Chief Executive Officer or, if the Board has not met for more than two months, at the request of at least one-third of the directors in office, on a specific agenda.

Directors are invited to attend Board meetings by any means, including verbally. In principle, meetings must be convened at least 8 days in advance. The notice period may be reduced to 2 days if necessary in the interests of the Company, or to a shorter period if all Board members are present or represented at the meeting.

If the functions of Chairman and Chief Executive Officer are separated, the latter, if not a director, attends Board meetings as an invited guest. The Executive Vice Presidents, if they are not directors, also attend Board meetings as guests. The Chief Executive Officer and Executive Vice Presidents may be invited, at the Chairman's request, to present a dossier or take part in preparatory discussions.

In accordance with legal provisions, two representatives of the Social and Economic Committee may attend Board meetings in an advisory capacity. These representatives are entitled to the same documents as those sent or handed to the directors.

The Statutory Auditors are invited to attend meetings at which the annual and half-yearly Company or consolidated financial statements are examined or approved. They are convened at the same time as the directors, by registered letter with acknowledgement of receipt.

Where applicable, the Council shall also attend, without voting rights, the censor(s) appointed by the Council or the General Meeting.

Depending on the items on the agenda, the Chairman may decide to invite any person he or she deems useful, whether or not a member of the Company's staff.

5.2. Agenda and information for directors

The person calling the meeting sets the agenda for each Board meeting and communicates it to the members when the meeting is called.

Documents enabling directors to make fully-informed decisions on items on the agenda are sent to directors in good time before the Board meeting, except in cases of urgency or where confidentiality is essential.

In any event, the Board may at any of its meetings, in the event of an emergency, and on the proposal of the Chairman of the Board, deliberate on matters not included on the agenda communicated to them.

Directors wishing to visit a facility in order to obtain the information they need to carry out their duties must submit a written request to the Chairman of the Board, specifying the purpose of the visit. The Chairman of the Board, together with the General Manager, defines the conditions of access and organizes the terms of the visit.

5.3. Meeting places

Board meetings are held either at the registered office or at any other location specified in the notice of meeting.

5.4. Use of videoconferencing or telecommunication facilities

The Board may meet by videoconference or any other electronic means of telecommunication.

Videoconferencing and telecommunication facilities must comply with legal and regulatory requirements.

This option is available in all cases, except those excluded by law.

5.5. Technical incidents

In the event of a technical incident in the videoconferencing or telecommunication process during a Board meeting, the minutes of the meeting must mention this.

If this incident is such as to disrupt the continuity of the retransmission, or if it deteriorates it in such a way that the image or sound quality no longer complies with legal or regulatory provisions, the session will be suspended.

The suspension of the meeting will be lifted as soon as technical conditions allow the directors to communicate and deliberate again under the above conditions.

5.6. Attendance registers

An attendance register is kept, which is signed by the directors who physically attended the Board meeting, and which, where applicable, must mention the names of directors who took part in the deliberations by videoconference or other means of telecommunication (for themselves and those they represent).

5.7. Quorum and majority

For the purposes of calculating quorum and majority, directors participating by videoconference or telecommunication will be deemed to be present.

All directors may participate simultaneously in a meeting by videoconference or telecommunication.

Resolutions are passed under the conditions of quorum and majority laid down by law. In the event of a tie, the Chairman has the casting vote.

5.8. Mandate

Any director may be represented by another director at a specific meeting. Proxies must be given in writing, but may also be sent by e-mail. Each director may hold only one proxy at any given meeting.

The foregoing provisions apply to the permanent representative of a corporate director.

5.9. Minutes

The Board's deliberations are recorded in minutes entered in a special register, drawn up in accordance with the legal and regulatory provisions in force, and signed by the Chairman of the meeting and at least one director. If the Chairman is unable to attend, the minutes are signed by at least two directors.

The minutes of the meeting indicate the names of directors present or deemed present, excused or absent. They also record the presence or absence of other persons invited to the Board meeting, and the presence of any other person who attended all or part of the meeting.

The minutes shall mention the videoconferencing or telecommunication means used, the name of each person who took part in the Board meeting by these means and, where applicable, any technical incident that disrupted the meeting, including the interruption and resumption of remote participation.

Where applicable, the minutes indicates any divergent positions expressed by some directors.

Copies or extracts of minutes are validly certified by the Chairman of the Board, the Chief Executive Officer, the director temporarily delegated to chair the meeting, or an authorized representative empowered for this purpose by the Board.

5.10. Évaluation of the Board's work

The members of the Board will conduct an annual evaluation of its work through a questionnaire. The Board will dedicate an item on its agenda once a year to a discussion on its operations, in particular to:

- review its operating procedures, composition, and organization, as well as those of its committees;
- assess the quality and effectiveness of the discussions within the Board (verify that important issues are properly prepared and debated, verify directors' access to information, and the conditions for preparing meetings);
- assess the effective role of the Board in carrying out its responsibilities (definition or approval of strategy, oversight, authorizations) and the effective contribution of each director to the work of the Board;
- analyze the reasons for any dysfunctions perceived by the Chairman, directors, or shareholders;
- update the questionnaire to ensure that the assessment takes into account the latest legal and regulatory developments.

The Board reports on this assessment in the minutes of the meeting and informs shareholders each year in the annual report of the conditions for preparing and organizing the Board's work, as well as the internal control procedures implemented by the Company.

5.11. Meeting of Directors without the Chairman of the Board being present

The directors - collectively or the independent directors only - meet regularly in the absence of the Chairman of the Board to discuss the performance of the Chairman and Chief Executive Officer, if the functions of Chairman of the Board and Chief Executive Officer are held concurrently, or of the Chairman of the Board and the Chief Executive Officer, if these functions are held separately.

Article 6 - Creation of Board Committees

To prepare its work, the Board may set up committees and define their areas of competence. Similarly, to enhance the Board's efficiency, it is free to remove committees that are no longer needed.

6.1. Common operating procedures for committees

The Board appoints the members of each committee. Committee members attend meetings in person.

Committee members may be dismissed by the Board at any time without cause. Committee members may also resign at any time, subject to reasonable notice.

Termination of membership of a committee does not terminate the term of office as a director of the Company. However, in the event of termination of the duties of a director who is also a member of a committee, the member concerned will be deemed to have resigned automatically from his or her position as a member of the said committee.

The Chairman of each committee is appointed by the Board.

Each committee sets the annual schedule for its meetings. Meetings are held at the registered office or at any other location determined by the Chairman. However, meetings may be held, if necessary, by any means of telecommunication or videoconference. Videoconferencing or telecommunication means must comply with legal and regulatory provisions.

The Chairman of each committee sets the agenda for its meetings and communicates it to the Chairman of the Board. The Chairman of each committee chairs the discussions. The Chairman of each committee may decide to invite all or some of the directors, or any other person of his or her choice, to attend certain of its meetings. He informs the Chairman of the Board of the members of the management team he wishes to attend a meeting.

Each committee meets whenever it deems necessary, at the invitation of its Chairman or the Chairman of the Board.

The conditions for referral to each committee are as follows:

- It deals with all matters falling within its area of competence under these Internal Rules and sets its annual program;
- The Chairman of the Board may refer to it any matter appearing or due to appear on the Board's agenda within its area of competence;
- The Board and its Chairman may also refer other matters to it at any time.

The members of each committee are responsible to the Board as a whole for carrying out the tasks entrusted to them under these Internal Rules.

Each committee provides its own secretariat.

The Chairman of the Board ensures that the information required by the committees to carry out their duties is made available to them. He also ensures that each committee is kept regularly informed of legislative and regulatory developments in its area of competence. The proposals, recommendations and opinions issued by the committees are the subject of reports submitted to the Board.

The members of each Committee are bound by the obligations of confidentiality to which directors are subject, in particular with regard to all non-public information of a confidential nature, and by the rules of good practice referred to in Article 4.2.

6.2. The Audit and Finance Committee

The mission of the Audit and Finance Committee is not detachable from that of the Board, which retains responsibility for approving the Company and consolidated financial statements.

The role of the Audit and Finance Committee is to advise the Board on the financial statements preparation procedures (schedule, principles, accounting options, etc.), the selection of auditors, the Company's organization, procedures, and management systems, as well as the Company's risk management processes, including financial, operational, and compliance risks.

The Audit and Finance Committee monitors issues relating to the preparation and control of accounting and financial information and is responsible, in particular, for monitoring:

- the financial information preparation process;
- the effectiveness of internal control and risk management systems;
- the statutory audit of the annual financial statements and, where applicable, the consolidated financial statements by the statutory auditors;
- the independence of the statutory auditors.

The Audit and Finance Committee is also responsible for advising the Board on the financial policies proposed by the Company, such as financing strategies, public offering strategies and external growth development strategies.

6.3. Composition and operation

The majority of the members of the Audit and Finance Committee are independent directors, including its Chairman (unless there is a duly justified exception), in accordance with the independence criteria set out in these Internal Rules. The Audit and Finance Committee comprises a minimum of two and a maximum of five members. It meets as often as necessary.

Its members are chosen for their financial and/or accounting and/or statutory auditing skills. Directors who are corporate officers or employees may not be members of the Audit and Finance Committee.

Audit and Finance Committee members are appointed for a two-year term.

Members of the Audit and Finance Committee may invite any person they wish to attend, in particular the Statutory Auditors or any Company employee (CFO, accountant or treasurer). If the Audit and Finance Committee so wishes, it must be possible for these hearings to take place outside the presence of senior management.

The Audit and Finance Committee may obtain from the Company's Statutory Auditors any information that may be useful in the performance of its duties. The review of the financial statements must be accompanied by a written or oral presentation from the Statutory Auditors highlighting the key points not only of the results, but also of the accounting options adopted, and by a presentation from the Chief Financial Officer describing the Company's risk exposure and significant off-balance sheet commitments.

The Audit and Finance Committee may also request external technical studies on subjects within its remit, at the Company's expense, after informing the Chairman of the Board, who is responsible for reporting to the Board.

The Statutory Auditors may also ask to be heard by the Audit Committee. They may also ask the Chairman of the Board to convene a meeting of the Audit Committee if they deem it necessary.

The Audit and Finance Committee must meet at least once a year in the presence of the Statutory Auditors and without the presence of senior management.

Sufficient time must be allowed for review of the accounts (at least three days prior to Board review).

An Audit and Finance Committee meeting may only be held if at least one-third of its members attend, or if the Audit and Finance Committee comprises fewer than four members, at least two members attend. The Audit Committee's recommendations, proposals, conclusions and comments are adopted by a majority vote of the Audit and Finance Committee members attending the meeting, with each member having one vote. In the event of a tie, the Chairman of the Audit and Finance Committee has the casting vote.

The Chairman of the Audit and Finance Committee appoints a member of the Committee to take minutes at the end of each meeting. These minutes are forwarded to the Board and retained by the Company. The Audit and Finance Committee's recommendations, proposals, conclusions and comments are presented to the Board by the Chairman of the Board.

6.3.1. Allocations

Without prejudice to the powers of the Board, the Audit and Finance Committee is responsible for the following tasks in particular:

1° It monitors the process of preparing financial information and, where appropriate, makes recommendations to ensure its integrity;

2° It monitors the effectiveness of internal control and risk management systems, as well as internal audit where applicable, with regard to procedures relating to the preparation and processing of accounting and financial information, without its independence being compromised; In particular, the Audit and Finance Committee must examine significant risks and off-balance sheet commitments, interview the head of internal audit, give its opinion on the organization of the department and be informed of its work program; the Audit and Finance Committee must receive internal audit reports or a periodic summary of these reports;

3° It issues a recommendation on the Statutory Auditors proposed for appointment by the General Meeting. This recommendation to the Board is drawn up in accordance with regulations; it also makes a recommendation to the Board when the renewal of the term of office of the statutory auditor(s) is being considered under the conditions defined by applicable laws;

4° In connection with the appointment or reappointment of the Statutory Auditors, it supervises the definition of the terms of reference, the tendering process and its follow-up to ensure the selection of the "best bidder"; it submits the result of this selection to the Board;

5° It monitors the statutory auditors' performance of their duties, and takes account of the findings and conclusions of the High Audit Authority (H2A) following periodic audits carried out in accordance with regulations. The Audit and Finance Committee asks the statutory auditors whether they are involved in the audit, and if so, requests the H2A's written report;

6° It ensures that the Statutory Auditors comply with the conditions of independence in accordance with the terms and conditions laid down by the regulations: the amount of fees paid to the network of Statutory Auditors by companies controlled by the Company, in respect of services not directly related to the Statutory Auditors' mission, and information on services provided in respect of due diligence directly related to the Statutory Auditors' mission; the Audit and Finance Committee also reviews with the Statutory Auditors the risks to their independence and the safeguards taken to mitigate these risks; in particular, it must ensure that the amount of the fees paid by the Company and its group, or the share they represent in the sales of the firms and networks, are not such as to impair the independence of the Statutory Auditors;

7° It approves the provision of services other than the certification of accounts in compliance with applicable regulations;

8° It examines the financial statements and ensures the relevance and consistency of the accounting methods used to prepare the Company and consolidated financial statements; the aim is not so much to go into the details of the financial statements as to monitor the processes used to prepare them, and to assess the validity of the methods chosen to deal with material transactions; when examining the financial statements, it examines any material transactions in which a conflict of interest may have arisen;

9° He reports regularly to the Board on the performance of his duties. He shall also report on the results of the audit, on the manner in which this audit has contributed to the integrity of the financial information and on the role he has played in this process. He informs the Board without delay of any difficulties encountered.

6.4. Compensation Committee

6.4.1. Composition and operation

The Compensation Committee must not include any executive officers or employees, and must be composed of a majority of independent directors, including its Chairman (barring duly justified exceptions), in accordance with the independence criteria set out in these regulations. The Compensation Committee comprises a minimum of two and a maximum of five members, appointed by the Board for a two-year term. The Chairman of the Board is an ex officio member of the Remuneration Committee.

The members of the Compensation Committee may invite any person they wish to attend or participate.

The Remuneration Committee meets at least once a year, and as often as necessary to carry out its duties.

A Remuneration Committee may only be convened if at least one-third of its members are present, or if the Committee comprises fewer than four members, at least two members are present. The Remuneration Committee will deliberate by a simple majority of its members present or represented, and will submit to the Board a written, reasoned and documented opinion on the question raised, within one month of the matter being referred to it by the Board. Said opinion shall be advisory and shall not be binding on the Board.

6.4.2. Allocations

The Remuneration Committee is responsible for examining and giving its opinion on the Company's overall remuneration, as well as on the policy for remunerating and motivating senior executives; in particular, the type and method of calculation of remuneration for these executives, as well as the definition of objective criteria taken into account for calculating variable portions and the allocation of stock options and free shares. Among these, the Board pays particular attention to the inclusion of criteria relating to Corporate Social Responsibility (CSR).

The Remuneration Committee examines proposed plans for the subscription and/or purchase of shares, or the allocation of free shares in the Company, to be granted to employees and officers.

The Remuneration Committee is responsible for making proposals or recommendations to the Board concerning the review of all provisions relating to the retirement and welfare of senior executives.

The Remuneration Committee determines the amount of directors' remuneration to be submitted to the Shareholders' Meeting for approval, as well as the method of distribution.

The Remuneration Committee may be asked to monitor the succession of the Company's senior management and key personnel.

6.5. ESG (Social Environment and Governance) / CSR (Corporate Social Responsibility) omité ESG / RSE

6.5.1. Composition and operation

The ESG/CSR Committee must be made up of a majority of independent directors, including its Chairman (barring duly justified exceptions) in accordance with the independence criteria set out in these Internal Rules, chosen for their specific skills. The ESG/CSR Committee comprises a minimum of two and a maximum of five members, appointed by the Board for a two-year term. The Chairman of the Board and the Chief Executive Officer may be members of the ESG/CSR Committee.

Members of the ESG / CSR Committee may invite any person they wish to participate.

The ESG / CSR Committee meets as often as necessary to carry out its duties.

An ESG / CSR Committee may only be held if at least one-third of its members participate, or, if the ESG / CSR Committee comprises fewer than four members, at least two members participate. The ESG / CSR Committee will deliberate by a simple majority of its members present or represented, and will submit to the Board a written, reasoned and documented opinion on the question raised, within one month of the matter being referred to it by the Board. Such opinions shall be advisory in nature and shall not be binding on the Board.

6.5.2. Attributions

The ESG / CSR Committee's mission is to assist the Board in monitoring societal and environmental responsibility issues. The Board relies on the work of this committee for matters relating to CSR strategy and implementation.

The mission of the ESG / CSR Committee is to ensure that the Group anticipates the extra-financial challenges, opportunities and risks associated with its business, in order to promote responsible value creation over the long term.

The ESG / CSR Committee ensures compliance with the individual and collective values on which the Company bases its actions, and the rules of conduct that each of its employees must apply.

The ESG / CSR Committee is responsible for:

- evaluate the Company's ESG/CSR policy and related results, and provide advice and recommendations to the Company;
- measure progress and achievement of ESG/CSR objectives, and propose any relevant changes to these objectives;
- social and environmental issues :
 - o assist the Board in monitoring CSR issues;
 - o review CSR policy;
 - o initiate discussions and make recommendations on the long-term development of this CSR policy;
 - o encourage the Company's CSR initiatives;

- governance issues :
 - o ensure that all the Company's activities are in line with its corporate purpose, as defined in the Articles of Association;
- extra-financial criteria :
 - o examine the Company's non-financial control systems and the non-financial information published by the Company.

6.6. Innovation & Strategy Committee

6.6.1. Composition and operation

The Innovation & Strategy Committee is composed of a minimum of two and a maximum of five members, appointed by the Board for a term of two fiscal years. The Chairman of the Board and the Chief Executive Officer may be members of the Innovation & Strategy Committee.

Members of the Innovation & Strategy Committee may invite any person they wish to speak or participate.

The Innovation & Strategy Committee meets as often as necessary to carry out its duties, and at least once a quarter, at least one week before each Board meeting.

An Innovation & Strategy Committee meeting may only be held if at least one-third of the members participate, or, if the Innovation & Strategy Committee has fewer than four members, at least two members participate. The Innovation & Strategy Committee will deliberate by a simple majority of its members present or represented and will submit opinions, proposals, and recommendations to the Board, which will be advisory and not binding on the Board.

6.6.2. Allocations

The mission of the Innovation & Strategy Committee's is to oversee and support the Company (i) in its technological innovation initiatives, (ii) in its proposals to address unmet medical needs, enabling the Company to implement R&D projects and partnerships that create value for patients, shareholders, and the Company.

The Innovation & Strategy Committee reports to the Board. The Board relies on the work of this committee for matters relating to innovation strategy and its implementation.

The responsibilities of the Innovation & Strategy Committee include :

- Reviewing technological innovation opportunities proposed by management that have demonstrated their ability to meet strategic technological needs through technical proof of feasibility and their alignment with the Company's overall strategy;
- Reviewing the technological R&D plan and assessing the progress of the Company's technological R&D priorities and advising on prioritization;
- Reviewing technology lifecycle management and reviewing the competitive environment;
- Reviewing the Company's internal product development programs for release- and controlled-release products as they enter regulatory development, and making recommendations to the Board;
- Supporting management and the Board in reviewing the Company's long-term value creation strategies;
- Reviewing management's proposals for pharmaceutical licensing partnerships and making recommendations to the Board.

6.7. Ad hoc Committees

In addition to the standing committees, the Board may at any time set up one or more temporary ad hoc committees, notably to deal with conflicts of interest.

These committees have an advisory role and can assist the Board in its decision-making.

The ad hoc committees are each made up of at least two and no more than five members, appointed by the Board for a term to be determined by the Board.

Article 6.1 of these Internal Rules applies mutatis mutandis to ad hoc committees.

The various ad hoc committees must work in concert with each other, in accordance with the mission assigned to them.

An ad hoc Committee may only be convened if at least one-third of its members participate, or if the Committee comprises fewer than four members, at least two members participate. Committees will deliberate by a simple majority of their members present or represented, and will submit to the Board a written, reasoned and documented opinion in relation to the question raised, within one month of the matter being referred to them by the Board. Such opinions shall be advisory in nature and shall not be binding on the Board.

The ad hoc committees may invite any persons they deem necessary to take part in their discussions and request any additional information that may be useful in answering the questions raised.

Article 7 - Rules for Determining Directors' Compensation

Directors may receive a compensation, the amount of which is voted by the Annual General Meeting and the distribution of which is decided by the Board on the basis of the time they devote to their duties, partly on the basis of their attendance, and finally, where applicable, on the basis of the performance of certain specific assignments.

Directors are entitled to reimbursement of travel expenses incurred in the performance of their duties..

The Board (on the recommendation of the Remuneration Committee) sets the remuneration of the Chairman of the Board and the Chief Executive Officer, and discusses the remuneration of all Company officers. In particular, it decides on the granting to these corporate officers of any stock option plans, such as bonus shares or stock subscription or purchase options as well as on the conditions (in particular the duration of the acquisition period and that of the retention period) and the criteria for the allocation of securities (presence at the time of the final allocation, conditions of individual, financial performance, or performance linked to the social and environmental responsibility of the Company, etc.) with a view to being aligned with long-term performance and value creation.

Article 8 - Entry into force – Binding force

These Internal Rules, which came into force on 12 September, 2024 and updated on 19 March 19, 2025, will remain in force until any decision to the contrary by the Council.

These Internal Rules may be amended by decision of the Board.

All new directors will be asked to sign it at the same time as they take office.

All or part of these Internal Rules will be made public and accessible on the Company's website.