



INVENTIVA

Société anonyme with a Board of Directors
with a share capital of EUR 2,077,074.75
Registered office: 50 rue de Dijon, 21121 Daix
537 530 255 Trade and Companies Registry of Dijon

INTERNAL RULES OF THE BOARD OF DIRECTORS AS AMENDED ON MAY 15, 2026 (For information purposes only)

This English-language version of the Internal Rules of the Board of Directors is a free translation of the original French version. In the event of a conflict of interpretation, reference should be made to the French version which is the authentic text.

Recitals

The Company INVENTIVA (the “**Company**”) is a French *société anonyme* with a board of directors.

The purpose of these internal rules (the “**Internal Rules**”) is to supplement the legal and regulatory provisions and those set forth in the articles of association of the Company in order to specify certain operating procedures of the board of directors of the Company (the “**Board of Directors**”) and its committees (the “**Committees**”), as well as the obligations of the directors, including with regard to the corporate governance principles set forth in the Corporate Governance Code for Small and Mid-Cap Companies published by Middelnext (the “**Middelnext Code**”) to which the Company refers, the recommendations of the *Autorité des Marchés Financiers* (the “**AMF**”), and, more generally, all applicable laws and regulations.

The Internal Rules, enacted in accordance with the recommendations of the Middelnext Code and the AMF, are strictly for internal use and are not enforceable against shareholders or third parties. Each director, each permanent representative of a corporate director, each censor, and, more generally, each person participating in or attending Board of Directors meetings on an occasional or permanent basis is individually bound to comply with the Internal Rules.

These Internal Rules of the Board of Directors define its organizational and operational procedures, as well as those of the various Committees set up within it. They may be amended at any time by the Board of Directors.

ARTICLE 1 – Composition of the Board of Directors

The Board of Directors consists of at least three members and at most eighteen members.

The Board of Directors elects a natural person among its members to act as a Chairman, who is responsible for organizing and directing the Board's work.

The Board of Directors also decides, by a majority of the directors present or represented, whether or not to separate the roles of Chairman of the Board of Directors and Chief Executive Officer.

If it decides to separate the roles of Chairman of the Board of Directors and Chief Executive Officer, the Board of Directors appoints the Chief Executive Officer, sets his or her term of office, determines his or her compensation, and, if appropriate, impose restrictions on his or her powers.

Directors are selected for their competence and experience, which, along with a list of their other positions, are disclosed to the Company's general meeting of shareholders. The Board of Directors consists of at least two independent members.

A director is deemed independent if he or she has no financial, contractual, family, or significant personal relationship with the Company, its subsidiaries, or its management that could compromise his or her ability to exercise independent judgment in the performance of his or her duties.

The status of independent director shall be reviewed periodically by the Board of Directors, at least once a year.

The criteria to be assessed by the Board of Directors in order to qualify an independent director shall be the following:

- not to be an employee or executive officer of the Company, or one of its subsidiaries, and not to have been so over the last five years;
- not to be, nor to have been over the last two years, a customer, a supplier, an investment banker or financing banker:
 - that is significant to the Company or one of its subsidiaries, or
 - or for which the Company or one of its subsidiaries represents a significant portion of its activity;
- not to be a reference shareholder nor hold a significant percentage of voting rights;
- not to be related by close family or close relationships ties with a corporate officer or reference shareholder;
- not to have been an auditor of the Company over the last six years.

It is the responsibility of the Board of Directors to review the situation of each of its members on a case-by-case basis in light of the criteria set forth above. Provided it can justify its position, the Board of Directors may consider a member to be independent even if that member does not meet all of these criteria; on the contrary, it may also consider a member who meets all of these criteria to be non-independent.

Upon the Chairman's proposal, the Board of Directors may appoint, within the maximum limit provided for in the articles of association, one or more censors, who may be natural persons or legal entities, selected or not from among the shareholders.

The Board of Directors sets the term of office of the censors, their duties, and, if applicable, the terms of their compensation.

ARTICLE 2 – Powers of the Board

The Board of Directors sets the orientations of the Company's business and oversees their implementation. Subject to the powers expressly granted to the shareholders' general meetings and within the limit of the Company's corporate purpose, the Board of Directors shall deal with all matters relating to the proper operation of the Company and shall settle issues related thereto through its decisions.

In this context, and without prejudice to its legal powers, the Board of Directors approves the following Company transactions prior to their implementation:

- the Annual Budget of the Company no later than December 20 of each year;
- any investment or expenditure project exceeding five million euros (EUR 5,000,000) not included in the Annual Budget, and any bank or financial debt project (excluding current operating debt) exceeding five million euros (EUR 5,000,000) not included in the Annual Budget. When an expenditure exceeding two million euros (EUR 2,000,000) not included in the Annual Budget is incurred, the Chief Executive Officer shall inform the Board of Directors.
- any decision not provided for in the Annual Budget to transfer any substantial asset or any substantial intellectual/industrial property belonging to the Company;
- any decision not provided for in the Annual Budget to acquire strategic assets, in particular an item of industrial property for the benefit of the Company;
- any project not provided for in the Annual Budget to incorporate subsidiaries or acquire companies or business assets, including any project to acquire an equity interest in any entity, any project to dispose of, liquidate, or dissolve subsidiaries, launch new activities, or take over the management of all or part of a business;
- any significant project not provided for in the Annual Budget regarding the granting of licenses, or the transfer of licenses or any intellectual property rights held by the Company (such as, for example, patents, know-how, or trademarks), except for matters pertaining to the normal course of business in light of the Company's activities;
- any decision regarding the initiation of litigation, the conduct of proceedings, and any decision regarding the settlement of the dispute, provided that the interests at stake exceed the sum of five million euros (EUR 5,000,000). When an expenditure of more than two million euros (EUR 2,000,000) not included in the Annual Budget is incurred, the Chief Executive Officer shall inform the Board of Directors.

The Board of Directors carries out the controls and verifications it considers appropriate and may receive all the information needed for carrying out its assignment.

It also sets forth the responsibilities of the censors of the Board of Directors.

At least one member of the Board of Directors shall attend the Company's general meeting of shareholders.

ARTICLE 3 – RULES APPLICABLE TO DIRECTORS

3.1 General Duties

Each director represents the whole of the shareholders and must act, in all circumstances, with loyalty and in the best interests of the Company.

Each director who takes office must familiarize himself/herself with any legal and regulatory provisions related to their role, the regulations relating to securities violations, as well as the specific requirements applicable to the Company as set forth in the articles of association and the internal operating rules of the Board of Directors.

Each director shall devote the necessary time and attention to their functions. He/she shall attend all meetings of the Board of Directors and of the Committees of which he/she is a member, in accordance with the prior established schedule.

Each director must comply with the provisions of these Internal Rules, a copy of which he or she signs prior to taking office.

In the performance of their duties, the censors are subject to the same duties and obligations as the directors, including, in particular, the obligations set forth in Articles 3.3, 3.4, 3.5, 3.7, and 3.8 below.

3.2. Information of the Board of Directors and Directors

Directors are entitled to receive all needed information to fulfill their duties, and they may request, prior to any meeting, any documents they consider useful, or invite Company's executives, employees or consultants to attend any meeting.

Each director shall assess whether the information received is sufficient and may request, if necessary, any additional documentation they deem useful or necessary for making their decisions.

Information shall be provided within a reasonable timeframe prior to each Board of Directors meeting, as well as between meetings, if the situation requires it.

3.3. Right of Non-disclosure and Confidentiality

Each director, even after ceasing to hold office, is bound by an absolute duty of confidentiality and discretion with respect to the discussions and decisions of the Board of Directors and any non-public information that has come to their knowledge through meeting minutes, documents provided to them during meetings of the Board of Directors or in response to requests for additional information, except in cases where such disclosure is required or permitted by applicable laws or regulations or is in the public interest.

Non-public information disclosed to a director in the course of his or her duties is deemed *intuitu personae*. The director must personally ensure the confidentiality of such information and must not disclose it, except in cases provided for by law. This obligation also applies to the permanent representative of a corporate director.

Each director shall refrain from carrying out transactions on the securities of companies (or their subsidiaries) about which he or she, by virtue of his or her position, possesses specific information that has not yet been made public and that is likely to have a significant impact on the market price of the Company's securities at the time of its disclosure. He / she further undertakes to comply with all applicable laws and regulations concerning the use or disclosure of inside information within the meaning of Article 7 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 ("**MAR**"). Information is deemed to be public when it has been made public in the form of a press release issued by the Company.

Directors are bound by confidentiality regarding the decisions of the Company. The Board of Directors may express collectively on behalf of the Company to external parties, particularly through press releases intended to inform the markets, in accordance with applicable French laws and regulations.

With the exception of the Chairman and the Chief Executive Officer, the directors expressly agree not to express publicly on behalf of the Board of Directors, except at the request of the Chairman or with his consent.

More generally, members of the Board of Directors are bound by a duty of confidentiality with respect to any confidential information or documents that come to their attention in the course of their duties. Accordingly, they shall refrain from using any confidential information or documents to which they may have had access for their own personal gain or for the gain of any other person.

The obligations described in this section apply to the censors of the Company.

3.4. Duty of Loyalty and Respect of Laws and Articles of Association

Directors, censors, or any person attending a meeting of the Board of Directors shall not take any action that could harm the Company's interests and shall act in good faith in all circumstances.

The directors undertake to comply with the decisions adopted by the Board of Directors in accordance with applicable laws and the articles of association of the Company.

When serving as an executive officer, directors may not hold more than two other directorships in listed companies. Directors must inform the Chairman of the Board of Directors of any other directorships they currently hold or may come to hold in a French or foreign listed company.

Directors shall view themselves as representatives of all shareholders, including minority shareholders. In particular, they are committed to ensuring that the decisions of the Company do not favor one group or category of shareholders at the expense of another.

3.5. Conflicts of Interest

Each director is bound by a duty to disclose to the Board of Directors any conflict of interest, including any potential or future conflict, with the Company or any of its subsidiaries in which the director is involved or is likely to become involved. The director must refrain from participating in the discussion and voting on the relevant decision(s).

Any agreement entered into directly or through an intermediary between the Company and one of its directors must be subject to the prior authorization of the Board of Directors, except for agreements relating to ordinary course operations and that are entered into under normal conditions within the meaning of the Article L. 225-39 of the French Commercial Code.

When the Board of Directors votes on the aforementioned authorization, the director shall refrain from voting.

More generally, the Board of Directors shall authorize in advance all agreements referred to in Article L. 225-38 of the French Commercial Code, except for those falling under the provisions of Article L. 225-39 of said Code.

Prior authorization from the Board of Directors is substantiated by justifying the interest of the transaction for the Company, in particular by specifying the related financial conditions.

3.6 Equity Interest in the Company

In accordance with the Middledenext Code, it is recommended that each director holds at least one share of the Company.

All shares owned by a director must be registered in registered or nominee form for the duration of their term of office.

3.7 Market Ethical Rules

Each director must refrain from carrying out transactions involving the Company's securities to the extent that, by virtue of his or her role as a director, he or she has access to information that has not yet been made public.

In particular, if a director has received specific confidential information that is likely, upon its disclosure, to have a significant impact on the market price of the Company's securities, or those of a subsidiary or an affiliate, the directors must refrain from disclosing this information to any third party until it has been made public in accordance with the provisions of the French Monetary and Financial Code and the MAR Regulation related to the prohibition of insider dealing.

Transactions involving the acquisition and sale of Company's securities or derivatives, carried out by the directors, on the market or through off-market block trades, whether on their own behalf or on behalf of a third party, directly or through their spouse or any intermediary, ascendants, or descendants, are prohibited during the periods defined below:

- a period of thirty (30) calendar days preceding the public release of annual and half-yearly financial results;
- a period of fifteen (15) calendar days preceding the public release of annual and quarterly or intermediary information, if any.

Persons subject to these closed periods are permitted to trade on the securities of the Company only on the day following the publication of the relevant information.

In any event, the Board of Directors may, if necessary, in the event of a material occurrence that could affect the market price of the Company's securities, decide to establish a period during which the purchase and sale of the securities or derivatives of the Company by corporate officers and directors, on the market or in off-market block trades, whether directly or through their spouses or any intermediary, ascendants, or descendants, shall be prohibited.

The directors acknowledge that the Company's policies regarding market conduct, including the rules governing the prevention of insider trading, which have been approved by the Board of Directors and are available on the Company's website, apply to them, and they undertake to comply with these policies as well as with all applicable laws and regulations.

3.8 Report on the Company's Securities Transactions

Each corporate officer or director, as well as any person referred to in the provisions of Articles L.621-18-2 and R.621-43-1 of the French Monetary and Financial Code, must, within three business days of the date of the transaction, report to the AMF, with a copy to the Company, each transaction involving the acquisition, sale, subscription, or exchange on shares or any financial instruments linked thereto, whether carried out directly or through a closely related person, as defined in the aforementioned articles, once the cumulative amount of transactions carried out by such person during the calendar year, on his or her own behalf or on behalf of persons with whom he or she has close personal ties, exceeds EUR 50,000.

3.9 Governance

The directors acknowledge that the Company has implemented certain policies and a code of conduct to ensure the compliance by the Company with its legal and regulatory obligations and the proper conduct of its operations, particularly with respect to insider dealing, disclosure, anti-corruption, and ethics (the "**Policies**"). These Policies were approved by the Board of Directors prior to their implementation and are available on the Company's intranet. Directors are required to act in accordance with these Policies in all circumstances.

The directors represent that they have read and understood the terms of the policy governing the reimbursement of expenses incurred by directors, including travel, lodging, and incidental expenses, as applicable within the Company, and agree to comply with it for all expenses incurred in the performance of their duties and activities on behalf of the Company.

ARTICLE 4 – MEETINGS – DELIBERATIONS

The Board of Directors meets at least four times per year and as often as the interest of the Company may require. The meeting shall be held either at the registered office of the Company, either by videoconference or conference call, or at any other place indicated in the convening notice.

The Chairman of the Board of Directors delegates to the Chief Executive Officer the authority to prepare draft agendas for Board of Directors meetings and to submit them to the Chairman for approval. In the absence of express objection by the Chairman of the Board of Directors, the agenda is deemed to have been approved by the Chairman, and the Chief Executive Officer is deemed to act, in drawing up and sending the agenda to the directors, in the name and on behalf of the Chairman of the Board of Directors.

Notices of meetings are issued in accordance with the terms and conditions set forth in the articles of association.

In addition, if the Board of Directors has not met for more than three months, at least one third of the members of the Board of Directors may request that the Chairman convenes a meeting with a determined agenda.

The Chairman is then bound by these requests made to him or her pursuant to the two preceding paragraphs; the Chairman must issue the notice within 10 business days of receiving such a request. Notices of meeting may be given by any means.

Meetings of the Board of Directors are chaired by the Chairman of the Board of Directors, by a director acting in the capacity of Chairman of the Board of Directors, or, in their absence, by the oldest director present at the meeting, or by a director designated by the Board of Directors at the beginning of the meeting.

Any director may be represented, in accordance with legal forms, by another director to vote on his or her behalf at a specific meeting of the Board of Directors; each director may hold only one proxy during the same meeting.

However, the Board of Directors may only validly deliberate if at least half of its members are present or deemed to be present.

Unless otherwise provided for by a provision requiring a larger majority, decisions are made by a majority of the members present, deemed present, or represented; in the event of a tie, the Chairman has the casting vote.

An attendance register is kept at the registered office and is signed by all directors physically attending each meeting of the Board of Directors. However, the names of directors participating in the Board of Directors meeting remotely are simply recorded in the register by the chair or the secretary of the meeting.

To the extent possible, a provisional schedule of Board of Directors meetings for a given semester will be established at the beginning of the calendar year. Failing that, the Board of Directors will ensure to set the date of its next meeting at the conclusion of its current meeting.

Finally, members of the Board of Directors will be invited once a year to provide feedback on the Board's operations and the preparation of its work.

The censors are also invited to all meetings of the Board of Directors and attend in the deliberations, but in an advisory capacity only.

The Board of Directors may invite certain executives, employees, or consultants of the Company to attend certain meetings of the Board when their expertise or the information in their possession is relevant to the Board's deliberations, including the Chief Financial Officer and the General Counsel, who will regularly attend meetings of the Board of Directors. These executives, employees, and consultants of the Company do not participate in the deliberations. If a third party who is not a member of the Board of Directors is invited to participate in specific agenda items of a meeting of the Board of Directors or in preparatory work, they shall be reminded of their confidentiality obligations regarding information obtained during or prior to the meeting of the Board.

ARTICLE 5 – VIDEOCONFERENCE OR CONFERENCE CALL

The Board of Directors may conduct its meetings by videoconference, using audio and video transmission for each participant, or teleconference, using audio transmission for each participant.

Directors participating in a Board meeting by videoconference or teleconference are deemed to be present for the purposes of calculating a quorum and a majority if the means used ensure the simultaneous and continuous transmission of the voice and image, or at least the voice, of all participants.

A director attending a meeting by videoconference or teleconference may act as a proxy for another director, provided that the Chairman, the Chief Executive Officer, or the secretary of the meeting has, on the day of the meeting, a power of attorney from the director being represented.

Any technical incident disturbing the progress of the meeting shall be recorded in the minutes of the Board of Directors' meeting.

If an incident in the videoconferencing or teleconferencing system occurs, the Board of Directors may validly deliberate and/or continue its meeting among only those members who are physically present, or for whom the transmission of voice and/or video remains simultaneous and uninterrupted, provided that the quorum requirements are met.

A director attending remotely a meeting who can no longer be deemed present due to a technical incident may, in accordance with Articles 1316 through 1316-4 of the French Civil Code (in writing, by email, fax, etc.), grant a proxy to a director who is physically present, provided that the Chairman is notified of such proxy. He or she may also provide a proxy in advance stipulating that it will become effective only in the event of a technical incident that prevents him or her from being deemed present.

ARTICLE 6 – WRITTEN CONSULTATION

Decisions of the Board of Directors may also be made by written consultation, in accordance with the provisions of the articles of association, provided they are signed by a majority of the members of the Board of Directors.

ARTICLE 7 – MINUTES

Decisions of the Board of Directors (including those conducted via videoconference, teleconference, or written consultation) shall be recorded in minutes established in a special register or on numbered loose-leaf pages, in accordance with the conditions prescribed by law; these minutes shall be signed by the chair of the meeting and by at least one director. If the Chairman is unable to attend, the minutes shall be signed by at least two directors.

If videoconferencing or other means of telecommunication are used, the minutes of the Board of Directors' meetings shall include:

- the names of the present directors,
- the name of the directors attending the meeting by videoconference or other means of telecommunication deemed present within the meaning of the Article L. 225-37 of the French Commercial Code,
- the name of the directors who are excused or absent,
- the presence of other participants,
- the presence or absence of any person convened pursuant to a statutory or regulatory provision,
- the potential occurrence of a technical glitch related to videoconferencing or telecommunications equipment, where such a glitch disrupted the proceedings of the meeting.

Discussions regarding the evaluation of the Board of Directors' work will be included in the minutes of the relevant meeting.

Copies or extracts of these minutes shall be certified either by the Chairman of the Board of Directors, by the Chief Executive Officer acting temporarily as Chairman of the Board of Directors, or by a proxy authorized for that purpose.

The number of current directors and their attendance may be sufficiently verified by providing a copy or an extract from the minutes.

ARTICLE 8 – COMPENSATION

At the annual general meeting, the shareholders (i) set, at their discretion, the maximum total amount of compensation to be allocated by the Board of Directors to its members and (ii) approve the rules for allocating this total amount, as set forth in the directors' compensation policy.

The Board of Directors may, upon the recommendation of the Compensation Committee, allocate the annual compensation amount approved by the shareholders in accordance with the compensation policy adopted by the shareholders' general meeting.

If applicable, the Board of Directors determines the compensation for the censors.

ARTICLE 9 – CIVIL LIABILITY OF CORPORATE OFFICERS

To date, the Board of Directors has subscribed for a general liability insurance policy for corporate officers.

ARTICLE 10 – COMMITTEES

The chairman of each committee is appointed by the Board of Directors for the duration of his or her term as a member of the relevant committee.

The Board of Directors may set up committees, determine their composition and responsibilities, and, if applicable, the compensation of their members, and such committees shall carry out their activities under the responsibility of the Board.

These powers may not be used to delegate to a committee the powers expressly granted to the Board of Directors by law, the articles of association, or any other agreement binding on the Company.

These committees are strictly for internal use to the Company. They have no powers of their own, and in particular, no decision-making powers. They have a strictly advisory role.

Each Committee reports on its activities to the Board of Directors.

The Board of Directors has sole discretion to determine the action it intends to take on the conclusions presented by the Committees. Each director remains free to vote as he or she sees fit without being bound by the studies, investigations, or reports of the Committees, nor by their potential recommendations.

Each Committee shall consist of at least two members and at most of ten members. Members are appointed by the Board of Directors based on their experience.

The composition of these Committees may be modified at any time by decision of the Board of Directors.

When composed exclusively of directors, the term of office of Committee members coincides with that of their term as directors. The term of office as a Committee member may be renewed at the same time as that of a director.

Committee meetings are held at the Company's registered office or at any other place decided by the Committee's rapporteur. However, Committee meetings may be held, if necessary, by teleconference or videoconference.

To ensure the proper functioning of the Committees and their administrative management, a rapporteur will be appointed by each Committee. The rapporteur may be a Committee member or an executive or employee of the Company.

In this context, the rapporteur of each Committee shall be responsible for:

- setting the agenda for each meeting in accordance with the needs expressed by the Board of Directors;
- formally convening the members; and
- monitoring the discussions.

The rapporteur appointed within the Committee is responsible for drafting minutes following each meeting. These minutes will be distributed to each Committee member. The minutes will be retained by the Company. The minutes of the works and recommendations of each Committee will be presented by the rapporteur or by the chair of each Committee to the Board of Directors.

Within its area of competence, each Committee issues recommendations, proposals, and opinions.

Regarding information communicated to the Committees or to which Committee members may have access in the course of their duties that is confidential, Committee members are bound to the strictest confidentiality duty toward any third party, the same as that applicable to directors.

10.1 Audit Committee

Roles:

The Audit Committee meets as often as it deems necessary, and in any case at least four times a year. In addition to the roles entrusted by law, the Audit Committee is responsible for (i) the financial reporting process, (ii) the effectiveness of internal control and risk management systems, (iii) the statutory audit of the statutory financial statements and, if applicable, the consolidated financial statements by the statutory auditors, (iv) the independence of the statutory auditors.

The primary mission of the Audit Committee is to continuously assess the existence and effectiveness of the financial control and risk management procedures of the Company.

In this context, the Audit Committee has the following roles:

Company Financial Statements & Financial Reporting

Having regularly reviewed the financial position, cash flow, and liabilities set forth in the statutory financial statements of the Company:

- Review the statutory financial statements and the semi-annual financial statements;
- Validate the appropriateness of the accounting policies and methods of the Company; and
- Verify the pertinence of the financial information published by the Company.

Internal Control

- Ensure the implementation of internal control procedures;
- Verify proper functioning with the assistance of the internal quality audit; and
- Review the work program for internal and external audits.

Risk Management

- Review any matter likely to have a significant financial or accounting impact;
- Review the status of major litigation;
- Review off-balance-sheet risks and commitments;
- Review the pertinence of risk monitoring procedures;
- Review related-party agreements.

Statutory Auditors

- Issue a recommendation on the statutory auditors proposed for appointment by the shareholders' general meeting, the amount of their fees, and ensure their independence;
- Ensure the proper performance of their duties by the statutory auditors;
- Establish rules governing the engagement of the statutory auditors for work other than the audit of the financial statements and verify the proper performance of such work.

The Audit Committee regularly reports to the Board of Directors on the performance of its duties and informs the Board without delay of any difficulties encountered.

Composition & Functioning:

The Audit Committee consists of at least two directors. Each member of the Audit Committee is appointed by the Board of Directors from among its members and may be replaced by the Board of Directors.

At least one member of the Audit Committee must possess specific financial or accounting expertise and be independent in accordance with criteria specified and made public by the Board of Directors.

The Audit Committee may only validly deliberate if at least half of its members are present, represented, or deemed present.

Decisions are adopted by a majority of the members, with the chairman of the Audit Committee having the casting vote in the event of a tie.

Members of the Audit Committee may be represented only by another member of the committee.

Written minutes of each meeting shall be drawn-up.

10.2 Compensation Committee**Roles:**

The main role of the Compensation Committee is to monitor matters related to compensation plans, policies, and programs as they pertain to corporate officers and directors.

The Compensation Committee has the following roles:

- make recommendations and proposals regarding (i) the various components of compensation, as well as pension and benefits plans for corporate officers; (ii) the procedures for establishing the criteria for determining the variable portion of their compensation; (iii) the general incentive policy of the Company;
- review the amount of compensation and the system for allocating them among directors, taking into account their attendance and the tasks performed within the Board of Directors;
- advise, and assist where necessary, the Board of Directors in the selection of senior executives and in determining their compensation;
- evaluate potential capital increases reserved for employees.

Composition & Functioning:

The Compensation Committee is appointed by the Board of Directors from among its members and may be replaced by the Board of Directors. It consists of at least two members.

The Compensation Committee meets at least four times per year, without management present, to evaluate their individual performance and makes recommendations to the Board of Directors regarding the compensation of directors and corporate officers.

The Compensation Committee may only validly deliberate if at least half of its members are present, represented, or deemed present.

Decisions are adopted by a majority of the members, with the chairman of the Compensation Committee having the casting vote in the event of a tie.

Members of the Compensation Committee may be represented only by another member of the committee.

Written minutes of each meeting shall be drawn-up.

10.3 Governance Committee

Roles:

The main role of the Governance Committee is to monitor the composition of the Board of Directors and the governance policies and procedures applicable to the Company.

The Governance Committee has the following roles:

- advise the Board of Directors on the selection and recruitment of new directors;
- set up a director succession plan to be able to propose succession solutions to the Board of Directors, including in the event of an unforeseen vacancy, and inform shareholders of this process;
- ensure the implementation of structures and procedures that enable the application of best governance practices within the Company;
- prevent conflicts of interest within the Board of Directors;
- implement the evaluation procedure of the Board of Directors;
- advise and make recommendations on the establishment of the charters and codes of conduct of the Company;
- review of the related-party agreements.

Composition & Functioning:

The Governance Committee is appointed by the Board of Directors from among its members and may be replaced by the Board of Directors. It consists of at least two members.

The Governance Committee meets at least four times per year.

The Governance Committee may only validly deliberate if at least half of its members are present, represented, or deemed present.

Decisions are adopted by a majority of the members, with the chairman of the Governance Committee having the casting vote in the event of a tie.

Members of the Governance Committee may be represented only by another member of the committee.

Written minutes of each meeting shall be drawn-up.

10.3 R&D Committee**Roles:**

The primary mission of the R&D Committee is to monitor the regulatory and product development strategy of the Company.

The R&D Committee has the following roles:

- Advise the Company on regulatory and product development strategy, as well as potential new research and development activities;
- Make recommendations regarding clinical studies and the scientific approach;
- Advise the Company on regulatory strategy and interactions with regulatory authorities;
- Assess the alignment of future programs with the strategy of the Company;
- Assess the management's capacity to oversee R&D activities, the organizational structure, and its ability to execute the development and regulatory strategy;
- Monitor the progress of clinical and preclinical programs to ensure alignment with the strategy, particularly regarding timelines, milestones, risks, and safety;
- Make recommendations regarding significant decisions (study design, expansion of indications, program advancement, etc.);
- Advise the Company on overall scientific strategy and emerging data;
- Advise the Company on external innovations, competition, and new technologies;
- Make recommendations on research and development, clinical, regulatory, and operational risks that may impact the strategy of the Company.

Composition & Functioning:

The R&D Committee is appointed by the Board of Directors from among its members and may be replaced by the Board of Directors. It consists of at least two members. Each member should have expertise in regulatory affairs or biotechnology and/or pharmaceutical product development and/or regulatory affairs. The R&D Committee meets at least four times per year, without management present, to evaluate its own performance and makes recommendations to the Board of Directors regarding the compensation of directors and corporate officers.

The R&D Committee may only validly deliberate if at least half of its members are present, represented, or deemed present.

Decisions are adopted by a majority of the members, with the chairman of the R&D Committee having the casting vote in the event of a tie.

Members of the R&D Committee may be represented only by another member of the committee.

Written minutes of each meeting shall be drawn-up.

The Committee may seek assistance from external experts in carrying out its work. The Chief Medical Officer, the Director of Regulatory Affairs, the Director of R&D, and the Chief Executive Officer will also be invited to attend R&D Committee meetings.

10.4 CSR Committee

Roles:

The role of the CSR Committee is to assist the Board in monitoring sustainability initiatives.

To this end, the CSR Committee has the following roles, among others:

- review the Group's key social, societal, and environmental risks and opportunities, taking into account the specific challenges associated with its missions and activities;
- review the CSR policy of the Group;
- review the main themes of communication to shareholders and other stakeholders regarding social and environmental responsibility;
- set up and update a map of non-financial risks, particularly with regard to the upstream and downstream value chain, to assess potential vulnerabilities and opportunities that could impact the resilience of the business model, in the following areas.

Composition & Functioning:

The CSR Committee is appointed by the Board of Directors from among its members and may be replaced by the Board of Directors. It consists of at least two members.

The CSR Committee meets at least four times per year.

The CSR Committee may only validly deliberate if at least half of its members are present, represented, or deemed present.

Decisions are adopted by a majority of the members, with the chairman of the CSR Committee having the casting vote in the event of a tie.

Members of the CSR Committee may be represented only by another member of the committee.

Written minutes of each meeting shall be drawn-up.