

NICOX SA

AGENDA AND SUMMARY OF THE DRAFT RESOLUTIONS

ORDINARY SHAREHOLDER MEETING

CONVENED ON JUNE 28, 2024
(AND ON SECOND CALL ON JULY 15, 2024)

Agenda of the ordinary shareholder meeting

- * Approval of the 2023 annual statutory accounts (resolution 1).
- * Allocation of the 2023 year-end results (resolution 2).
- * Approval of Statutory Auditors' report on agreements with related parties (resolution 3).
- * Authorization for the Board of Directors to implement a share repurchase program (resolution 4).
- * Ratification of Gavin Spencer's co-optation as Board member (resolution 5).
- * End of the term of office of Jean-François Labbé as Board member (resolution 6).
- * Appointment of Mr. Damian Marron as Board member (resolution 7).
- * Appointment of Mr. Marc Le Bozec as Board member (resolution 8).
- * Review of the Company's situation – Decisions on the facts raised by the statutory auditors as part of the warning procedure under the provisions of the Article L. 234-1 of the French Commercial Code (resolution 9).
- * Power of attorney to complete the formalities (resolution 10).

SUMMARY OF THE RESOLUTIONS

First resolution

Approval of the annual statutory accounts and management report for financial year ending December 31, 2023.

Second resolution

Transfer of the year end loss of € (20,880,925.29) as of December 31, 2023, to the accumulated deficit account – No distribution of dividends.

Third resolution

Acknowledgement of the special report of the Statutory Auditors on agreements with related parties – no related party agreement.

Fourth resolution

Authorization for the Board to purchase its own shares within the limit of 10% of the share capital for either of the following purposes:

- to allocate Nicox shares as a means of payment or exchange, particularly in the event of external growth opportunities;
- to provide shares to employees or corporate officers of the Company or the Group, in particular under a profit sharing plan, a stock option plan or free share plan;
- to deliver shares upon exercise of rights attached to securities giving access to Nicox' share capital;
- to reduce the share capital by cancelling all or part of the shares purchased by the Company;
- to share trading and liquidity through a financial service provider pursuant to a contract complying with market practice approved by the French financial markets authority (*"Autorité des Marchés Financiers"*);
- for use in the context of all operations aiming to cover the undertakings of the Company with respect to financial instruments concerning, inter alia, the evolution of the trading price of the Company's stock;
- to implement any future market practice authorized by law or by the AMF.

This resolution, which replaces the resolution voted by the 2023 shareholder meeting, is granted until the annual shareholder meeting called to approve the accounts of the fiscal year ending December 31, 2024, subject to a maximum global amount of €10 million. This authorization can be used in the event of take-over bid or public exchange offer on the Company's securities.

Fifth resolution

The Board of Directors ratifies the co-optation of Mr. Gavin Spencer as Director as decided at its meeting of April 8, 2024, to replace Mr. Luzi von Bidder, for the duration of the remaining term of office, i.e. until the general meeting to be held in 2025 on the annual accounts for financial year ending December 31, 2024.

Sixth resolution

The term of office of Mr. Jean-François Labbé as Director comes to an end at the end of this general meeting. The Board of Directors decides not to renew the said mandate.

Seventh resolution

Decision to appoint Mr. Damian Marron as Director for a period of four years which will end at the end of the General meeting to be held in 2028 on the annual accounts for financial year ending December 31, 2027.

Eight resolution

Decision to appoint Mr. Marc Le Bozec as Director for a period of four years which will end at the end of the General meeting to be held in 2028 on the annual accounts for financial year ending December 31, 2027.

Nineth resolution

The General Meeting takes note of the special report of the facts likely to compromise going concern identified by the auditors during the warning procedure under the provisions of the Article L. 234-1 of the French Commercial Code, the General Meeting also takes note of the responses provided by the Chairman of the Board of Directors and the Board of Directors the Company.

Tenth resolution

Power for legal formality requirements.