

Translation disclaimer: This English language version of the Agenda and Summary of the draft resolutions is a free translation of the original version prepared in French for the Shareholder meeting convened on June 27, 2025. All possible care has been taken to ensure that this translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions expressed therein, the original language version of the document in French takes precedence over this translation. In consequence, the translation may not be relied upon to sustain any legal claim, nor be used as the basis of any legal opinion and Nicox SA expressly disclaims all liability for any inaccuracy herein.

NICOX SA

AGENDA AND SUMMARY OF THE DRAFT RESOLUTIONS

ORDINARY AND EXTRAORDINARY SHAREHOLDER MEETING

CONVENED ON JUNE 27, 2025

Agenda of the ordinary meeting

- Approval of the 2024 annual statutory accounts (resolution 1).
- Allocation of the 2024 year-end results (resolution 2).
- Approval of Statutory Auditors' report on agreements with related parties (resolution 3).
- Ratification of Mrs. Christine Placet's co-optation as director (resolution 4).
- Renewal of terms of Mrs. Christine Placet as director (resolution 5).
- Renewal of terms of Mr. Gavin Spencer as director (resolution 6).
- Acknowledgment of the resignation of Mr. Maurizio Petitbon from his position as censor (resolution 7).
- Authorization for the Board of Directors to implement a share buyback program (resolution 8).
- Power of attorney to complete the formalities (resolution 9).

Agenda of the extraordinary meeting

- Delegation of competence to the Board of Directors to issue shares, equity securities giving right to other equity securities or debt securities and other securities giving access to newly issued equity securities of the Company, with preferential right of subscription of the shareholders (resolution 10).
- Delegation of competence to the Board of Directors to issue shares, equity securities giving right to other equity securities or debt securities and other securities giving access to newly issued equity securities, without preferential right of subscription of the shareholders and by way of public offering (other than the public offering pursuant to Article L. 411-2 1° of the French Financial and Monetary Code) (resolution 11).
- Delegation of competence to the Board of Directors to issue shares, equity securities giving right to other equity securities or debt securities and other securities giving access to newly issued equity securities, without preferential right of subscription of the shareholders and

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by way of a public offering pursuant to Article L 411-2 1° of the French Financial and Monetary Code (private placement) (resolution 12).

- Delegation of competence to the Board of Directors to increase the share capital for the benefit of a category of investors without preferential right of subscription of the shareholders (resolution 13).
- Authorization to the Board of Directors to increase the number of securities to be issued in the context of an issuance carried out pursuant to the fifth, sixth, seventh, eighth and tenth resolutions, with or without preferential right of subscription of the shareholders (resolution 14).
- Delegation of competence to the Board of Directors to increase the share capital by capitalization of reserves, provisions, premiums or other sums the capitalization of which would be permitted (resolution 15).
- Delegation of competence to the Board of Directors to increase the share capital in connection with a profit sharing plan reserved for the Company's employees without preferential right of subscription of the shareholders (resolution 16).
- Authorization to the Board of Directors to grant free shares, existing or to be issued, to employees and eligible corporate officers (resolution 17).
- Authorization to the Board of Directors to grant stock-options to subscribe new shares or purchase existing shares to employees and eligible corporate officers (resolution 18).
- Authorization to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the context of a share repurchase plan (resolution 19).
- Amendment of the rules governing the organization and deliberation of the Board of Directors and amendment of the Articles of Association (resolution 20).
- Amendment of the Article of Association for simplification and to comply with the applicable law (resolution 21).
- Power of attorney to complete the formalities (resolution 22).

SUMMARY OF THE RESOLUTIONS

ORDINARY PART

First resolution

Approval of the annual statutory accounts and management report for financial year ending December 31, 2024 which show a loss of € 22.4 million.

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Second resolution

Transfer of the year end loss of € 22.4 million as of December 31, 2024, to the “Carried forward” account which would now amount to - €530.83 million – 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

The Board of Directors ratifies the co-optation of Mrs. Christine Placet as Director as decided at its meeting of September 3, 2024, to replace Mr. Michele Garufi, for the duration of the remaining term of office, i.e. until the current general meeting.

Fifth resolution

Decision to renew the term of Mrs. Christine Placet as Director for a period of four years which will end at the end of the Shareholders General meeting to be held in 2029 on the annual accounts for financial year ending December 31, 2028.

Sixth resolution

Decision to renew the term of Mr. Gavin Spencer as Director for a period of four years which will end at the end of the Shareholders General meeting to be held in 2029 on the annual accounts for financial year ending December 31, 2028.

Seventh resolution

Acknowledgment of the resignation of Mr. Maurizio Petitbon from his position as censor and decision not to replace him.

Eighth 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

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Company;

- to promote 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 for 18 months. The maximum unit purchase price would be € 1.50

This authorization can be used in the event of take-over bid or public exchange offer on the Company's securities.

Ninth resolution

Power for legal formality requirements.

EXTRAORDINARY PART

Tenth resolution

(RIGHT ISSUES) Delegation of competence to the Board of Directors to proceed with increases in share capital (issuance of shares, equity securities giving right to other equity securities or debt securities and securities giving right to newly issued equity securities – in euro or other currencies) up to a maximum nominal amount of € 1,000,000 for a period of 26 months. Under this resolution, shareholders keep their preferential rights of subscription to the newly issued securities.

This resolution includes the possibility of issuing debt securities giving right to shares up to a maximum amount € 50,000,000.

(The maximum nominal amount of € 1,000,000 under this resolution applies globally to all the authorizations under resolutions 10, 11, 12, 13, 14, 15 and 16)

Eleventh resolution

(PUBLIC OFFERINGS) Delegation of competence to the Board of Directors to proceed with increases in share capital (issuance of shares, equity securities giving right to other equity securities or debt securities and securities giving right to newly issued equity securities – in euro or other currencies) by way of public offering (except public offerings within the meaning of Article L. 411-2 1° of the French Commercial Code), subject to the maximum nominal

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amount of € 500,000 and the by this shareholders meeting for a period of 26 months.

Under this resolution, shareholders waive their preferential rights of subscription to the newly issued securities. However, the Board of Directors may set a priority period during which the shareholders can subscribe in priority to the extent of its holding in the capital. The duration of the priority period will be set freely by the Board of Directors.

Accordingly, the price per equity security to be issued hereunder shall be equal to no less than:

- a 30 % discount on the last three trading days weighted average price (VWAP) of the Nicox share prior to the beginning of the public offering

This resolution also includes the possibility of issuing debt securities giving right to shares up to a maximum amount € 50,000,000, subject to the global nominal amount of € 50,000,000 provided for in resolution 10.

(The utilization of this authorization is subject to the following global amount nominal amount:

- Maximum nominal amount of € 1,000,000 with the utilizations of the authorizations under resolutions 10, 11, 12, 13, 14, 15 and 16.
- Maximum nominal amount of € 500,000 with the utilizations of the authorizations under resolutions 11, 12, 13 and 15)

Twelfth resolution

(PRIVATE PLACEMENT) Delegation of competence to the Board of Directors to proceed with increases in share capital (issuance of shares, equity securities giving right to other equity securities or debt securities and securities giving right to newly issued equity securities – in euros or other currencies) by way of a private placement (qualified as a public offering within the meaning of Article L. 411-2 1° of the French Commercial Code, since the entry into force of the new EU prospectus regulation in July 2019), subject to the maximum nominal amount of € 500,000 and a maximum of 30% of the share capital per year for a period of 26 months. Under this resolution, shareholders waive their preferential rights of subscription to the newly issued securities.

Accordingly, the price per equity security to be issued hereunder shall be equal to no less than:

- the last three trading days weighted average price (VWAP) of the Nicox share prior to the beginning of the public offering with a maximum discount of 30 %.

This resolution also includes the possibility of issuing debt securities giving right to shares up to a maximum amount € 50,000,000, subject to the global nominal amount of € 50,000,000 provided for in resolution 10.

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(The utilization of this authorization is subject to the following global amount nominal amount:

- Maximum nominal amount of € 1,000,000 with the utilizations of the authorizations under resolutions 10, 11, 12, 13, 14, 15 and 16,
- Maximum nominal amount of € 500,000 with the utilizations of the authorizations under resolutions 11, 12, 13 and 15)

Thirteenth resolution

(CATEGORIES OF PERSON/EQUITY LINES) Delegation of competence to the Board of Directors, subject to the maximum nominal amount of € 500,000 and for a period of 18 months, to increase the share capital (issuance of shares, equity securities giving right to other equity securities or debt securities and securities giving right to newly issued equity securities), for the benefit of one or several persons which belong to the following categories:

- **(Funds or natural persons for equity lines)** one or more natural persons or legal entities, trusts, investment funds or other investment vehicles, whatever their form, governed by French or foreign law, usually investing, or having invested more than €5 million over the 24 months preceding the capital increase in question, in the pharmaceutical and/or biotechnology sector; and/or
- **(Strategic partner)** to one or more of the Company's strategic partners, located in France or abroad, who have entered into or are due to enter into one or more commercial partnership agreements (development, co-development, distribution, manufacturing, etc.) with the Company (or a subsidiary) and/or to one or more companies that these partners control, that control these partners or that are controlled by the same person(s) as these partners, directly or indirectly, within the meaning of Article L.233-3 of the French Commercial Code;
- **(Creditors)** any person, including the Company's suppliers or bondholders, with a claim on the Company that is certain, liquid and due.

Accordingly, the price per equity security to be issued hereunder shall be equal to no less than:

- the last three trading days weighted average price (VWAP) of the Nicox share prior to the beginning of the public offering with a maximum discount of 30 %.

Under this resolution, shareholders waive their preferential rights of subscription to the newly issued securities.

This resolution also includes the possibility of issuing debt securities giving right to shares up to a maximum amount of € 50,000,000, subject to the global nominal amount of € 50,000,000 provided for in resolution 10.

(The utilization of this authorization is subject to the following global amount nominal amount:

- Maximum nominal amount of € 1,000,000 with the utilizations of the authorizations under resolutions 10, 11, 12, 13, 14, 15 and 16,
- Maximum nominal amount of € 500,000 with the utilizations of the authorizations

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under resolutions 11, 12, 13 and 15)

Fourteenth resolution

(OVERALLOTMENT) Authorization to the Board of Directors, for a period of 26 months, to increase the number of securities to be issued in the context of an increase of the share capital (with or without shareholders preferential rights of subscription) under resolutions 10, 11, 12, 13 and 16 within 30 days of the end of the subscription period of the initial increase and within the limit of 15% of the amount thereof and under identical pricing conditions.

(The utilization of this authorization is subject to the following global amount nominal amount:

- Maximum nominal amount of € 1,000,000 with the utilizations of the authorizations under resolutions 10, 11, 12, 13, 14, 15 and 16,
- Maximum nominal amount of € 500,000 with the utilizations of the authorizations under resolutions 11, 12, 13 and 15)

Fifteenth resolution

Delegation of competence to the Board of Directors, for a period of 26 months, to increase the share capital by incorporation of reserves, profits, premiums or other distributable amounts subject to the amount available for incorporation.

Sixteenth resolution

Delegation of competence to the Board of Directors, for a period of 26 months, to proceed with increases in share capital up to a maximum nominal amount of € 500,000 in connection with profit sharing plans reserved for the Company's employees and waiver of the shareholders' preferential subscription rights.

This resolution is subject to the maximum nominal amount of € 1,000,000 provided for in resolution 10.

Seventeenth resolution

Authorization granted to the Board of Directors, for a period of 38 months, to grant to employees and eligible corporate officers of the Group free shares within the limit of 10% of the share capital calculated on the grant date.

The granting of the shares will be subject to the achievement of performance criteria to be fixed by the Board.

The Board may choose between two possibilities:

- the attribution of shares to the beneficiaries would only become firm at the expiry of a minimum one year period and, subsequently, the shares may not be sold before an additional minimum one year period;

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- the attribution of shares to the beneficiaries would only become firm at the expiry of a minimum two year period in which case the shares may then be sold immediately.

These time limits may be extended by the Board of Directors.

(The maximum shares to be issued under the resolution 17 and 18 may not exceed 10% of 10% of the share capital calculated on the grant date.)

Eighteenth resolution

Authorization granted to the Board of Directors for a period of 38 months to grant to employees and eligible corporate officers of the group, stock options giving right to subscribe within the limit of 10% of the share capital calculated on the grant date.

The subscription price of the shares may not be:

- less than the weighted average price of the Nicox share over the 20 trading days preceding the date of the decision of the board to grant the stock-options, it being specified that the subscription price of the shares thus determined cannot be less than the price determined in accordance with the objective methods used in share valuation, taking into account, according to a weighting appropriate to the Company, the net book value, profitability and business prospects of the Company on a consolidated basis.

(The maximum shares to be issued under the resolution 17 and 18 may not exceed 10% of 10% of the share capital calculated on the grant date.)

Nineteenth resolution

Authorization to the Board of Directors to reduce the share capital by cancelling shares that have been repurchased under the share buyback program authorized in resolution 8 up to a limit of 10% of the share capital over a 24-month period. This authorization is granted for a 18 months period.

Twentieth resolution

Amendment of the rules governing the organization and deliberation of the Board of Directors to take into account the new provisions of the law n°2024-537 of June 13, 2024 aimed at increasing business financing and enhancing France's attractiveness, particularly with regards to the rules governing the organisation and deliberation of the Board of Directors and in particular:

- the inclusion in the calculation of the quorum of directors participating in meetings by means of telecommunication for all Board decisions;
- the possibility for the Board of Directors to deliberate by means of written consultation.

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Amendment of article 15 of the Article of Association to meet these changes.

Twenty-first resolution

Amendment of the rules governing the organization and deliberation of the Board of Directors to take into account the new provisions of the law n°2024-537 of June 13, 2024 aimed at increasing business financing and enhancing France's attractiveness, particularly with regards to the rules governing the holding of general meetings of the Board of Directors and in particular:

- the participation by means of telecommunication;
- the possibility of holding General Meetings exclusively by means of telecommunications.

Amendment of article 19 of the Article of Association to meet these changes.

Twenty-second resolution resolution

Power for legal formality requirements.

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