

NICOX SA

AGENDA AND SUMMARY OF THE DRAFT RESOLUTIONS

ORDINARY SHAREHOLDER MEETING

CONVENED ON JUNE 1, 2023
(AND ON SECOND CALL ON JUNE 15, 2023)

Agenda of the ordinary shareholder meeting

- Approval of the 2022 annual statutory accounts (resolution 1).
- Allocation of the 2022 year-end results (resolution 2).
- Approval of the 2022 consolidated accounts (resolution 3).
- Statutory Auditors' report on agreements with related parties (resolution 4).
- Authorization for the Board of Directors to purchase Company's shares (resolution 5).
- Renewal of the term of office of a statutory auditor, Ernst & Young Audit (resolution 6).
- Power of attorney to complete the formalities (resolution 7).

SUMMARY OF THE RESOLUTIONS

First resolution

Approval of the annual statutory accounts and management report for financial year ending December 31, 2022.

Second resolution

Transfer of the year end loss of € (31,284,980) as of December 31, 2022, to the accumulated deficit account – No distribution of dividends.

Third resolution

Approval of annual consolidated accounts and management report for financial year ending December 31, 2022.

Fourth resolution

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

Fifth 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 2022 shareholder meeting, is granted until the annual shareholder meeting called to approve the accounts of the fiscal year ending December 31, 2023, 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.

Sixth resolution

Renewal of the term of office as statutory auditor of Ernst & Young Audit for a period of 6 fiscal years ending upon the shareholder meeting called to approve the accounts as of December 31, 2028.

Seventh resolution

Power for legal formality requirements.