

NICOX SA

AGENDA AND SUMMARY OF THE DRAFT RESOLUTIONS

ORDINARY SHAREHOLDER MEETING

CONVENED ON JUNE 14, 2022
(AND ON SECOND CALL ON JUNE 28, 2022)

Agenda of the ordinary shareholder meeting

- Approval of the 2021 annual statutory accounts (resolution 1).
- Allocation of the 2021 year-end results (resolution 2).
- Approval of the 2021 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).
- Approval of the information on the remuneration of the directors and corporate officers included in the corporate governance report pursuant to Article L. 22-10-9 of the French Commercial Code (resolution 6).
- Approval of the components of the remuneration paid or granted to Michele Garufi, Chairman and CEO, in respect of fiscal year 2021 (resolution 7).
- Approval of the remuneration policy of the directors and corporate officers (resolution 8).
- Renewal of the term of office of Les Kaplan, Board member (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, 2021.

Second resolution

Transfer of the year end loss of € 50 337 490.51 as of December 31, 2021, 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, 2021.

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 2021 shareholder meeting, is granted until the annual shareholder meeting called to approve the accounts of the fiscal year ending December 31, 2022, 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

Approval of the information on the remuneration of the directors and corporate officers included in the corporate governance report pursuant to Article L. 22-10-9 of the French Commercial Code, as described in section 13.2 of the annual report : universal registration document for 2021 filed with the French financial markets authority, as amended by the amendment to the annual report / universal registration document for 2021.

Seventh resolution

Approval of the components of the remuneration paid or granted to Michele Garufi, Chairman and CEO, in respect of fiscal year 2021, as described in section 13.2.1 of the annual report / universal registration document for 2021 filed with the French financial markets authority, as amended by the amendment to the annual report / universal registration document for 2021.

Eighth resolution

Approval of the policy of remuneration of the directors and corporate officers as presented in section 13.1 of the annual report / universal registration document 2021 filed with the French financial markets authority, as amended by the amendment to the annual report / universal registration document for 2021.

Ninth resolution

Renewal of the term of office as Board member of Les Kaplan for a period of 4 years ending upon the shareholder meeting called to approve the accounts as of December 31, 2025.

Tenth resolution

Power for legal formality requirements.

