

January 27, 2020

NICOX SA

INTERNAL CHARTER ON THE PROCEDURE

FOR EVALUATING RELATED PARTY AGREEMENTS

ENTERED INTO IN THE USUAL COURSE OF BUSINESS ON ARM'S-LENGTH TERMS

(“conventions portant sur des opérations courantes conclues à des conditions normales”)

This charter (the "**Charter**") has been drawn up in accordance with paragraph 2 of Article L. 225-39 of the French Commercial Code, which requires the implementation of a procedure (the "**Procedure**") to identify and qualify related party agreements entered into in the ordinary course of business on arm's-length terms (the "**Usual Transactions**").

The Charter was approved by the Board of Directors of Nicox SA (the "**Company**") on January 27, 2020 and published on its website on January 28, 2020.

I. Scope of the Procedure

The Procedure shall apply to agreements to related-party transactions as per Article L. 225-38 of the French Commercial Code.

Related-party transactions are those entered into either directly or indirectly between the Company and:

- one of its corporate officers; or
- one of its shareholders holding a fraction of the voting rights greater than 10% (and any company which controls a shareholder holding a fraction of the voting rights greater than 10% as per Article L. 233-3 of the French Commercial Code).

Any agreement in which one of the above-mentioned persons is indirectly interested may also qualify as related-party transactions.

Related-party transactions are also those entered into between the Company and another company if the Company's chief executive officer, deputy chief executive officer or one of its corporate officers is the owner, a partner with unlimited liability, a manager, corporate officer or, more generally, a person involved in the management of such company.

II. Usual Transactions criteria

An agreement shall qualify as Usual Transaction and will not be subject to the control procedure for related-party transactions provided for in L. 225-38 of the French Commercial Code as long as it relates to transactions entered into in the ordinary course of business on arm's-length terms.

a. Ordinary course of business

Transactions entered into in the ordinary course of business are those usually carried out by the Company, in particular with regard to its corporate purpose. Consideration is also given to the usual practices of companies in a similar situation.

As part of the analysis, the circumstances under which the transaction was entered into shall be considered, as well as its nature, its legal complexity, its consequences, and its duration.

b. Arm's-length terms

Transactions are entered into on arm's-length terms if conditions are similar to those usually applied for transactions of the same type or to those usually practiced by the Company in its transactions with third parties.

In determining whether conditions are normal, price is one of the key factors that is taken into consideration, in particular to assess if it is a market price or a price generally practiced in the sector involved. In addition to the economic aspects, the legal terms will be reviewed to ensure that they are balanced or standard in relation to the type of transaction contemplated.

III. Review of the relevant transactions

The CEO must be informed immediately and prior to any transaction likely to constitute a related-party transaction:

- by the person directly or indirectly interested who is aware of a contemplated transaction likely to qualify as a related-party transaction within the meaning of Article L. 225-38 of the French Commercial Code; and
- more generally, by any person in the Company who is aware of a contemplated transaction that may constitute a related-party transaction within the meaning of Article L. 225-38 of the French Commercial Code.

The CEO, with the assistance of the Company's statutory auditors and, where applicable, the Board of Directors, shall review the contemplated transactions and determine whether they qualify as related party transactions or as Usual Transactions in the light of the above-mentioned criteria.

The CEO shall review on an annual basis the Usual Transactions, whose terms and conditions may have changed, to assess whether such Usual Transactions still meet the above-mentioned relevant criteria.

In accordance with the provisions of Article L. 225-39, paragraph 2 of the French Commercial Code, the persons directly or indirectly interested in the relevant transaction shall not participate in its appraisal.

The conclusions of the appraisal will be submitted to the Board of Directors.