



**I. Compensation policy of the Chief Executive Officer and/or any other corporate officer**

This compensation policy has been approved by the Combined General Meeting held on May 29, 2024, in its 10th resolution, by a majority of 96% votes in favor (it being specified that there were 4% votes against and 0 abstained from voting).

This compensation policy, set by the Board, at the recommendation of the Compensation Committee, is as follows:

***Fixed remuneration***

The Chief Executive Officer shall receive fixed remuneration, payable in 12 monthly instalments. This amount shall be revised each year with the possibility for the Board of Directors to provide for its increase during the year, subject that the maximum percentage of increase shall not exceed 15% of the initial amount, subject to the achievement of objectives.

The fixed compensation is determined upon the following criteria:

- level and complexity of the missions and responsibilities attached to this function, the Chief Executive Officer having the broadest powers to act in all circumstances on behalf of the Company and to represent it in its dealings with third parties;
- skills, experience, expertise and background;
- market analyzes and studies on the remuneration of similar positions in comparable companies.

The fixed compensation of Mr. Bernard Gilly as Chief Executive Officer was set at €505,000 as from January 1, 2022.

Following the appointment of Mrs. Laurence Rodriguez as Chief Executive Officer decided by the Board of Directors held December 21, 2023, the Board of Directors, following the recommendations of the Compensation Committee decided to set her fixed remuneration for her duties as our Chief Executive Officer at €265,000 per year as from January 1, 2024, to be brought to :

- €275,000 per year as from the completion of an equity fund raising of a minimum amount of €5,000,000 (this condition being satisfied as from February 9, 2024) ;
- €285,000 per year as from the availability of GS010 sufficient quantity to resume the Compassionate Use Authorization (AAC) ;
- €300,000 per year at the time of the delivery of the regulatory authorization to resume the AAC.

### ***Annual variable remuneration***

Our Chief Executive Officer shall be entitled to receive in addition to his fixed compensation, an annual variable remuneration, which cannot exceed a certain percentage of the fixed annual remuneration, subject to the completion of criteria.

This percentage between 25% without exceeding 60% of the fixed annual remuneration shall be set by our Board of Directors, based on the recommendation of our Compensation Committee, taking into account the skills, experience, expertise and background of the Chief Executive Officer.

The annual variable remuneration was capped at a maximum of 60% of the fixed annual remuneration for Mr. Bernard Gilly.

Following the appointment of Mrs. Laurence Rodriguez as Chief Executive Officer decided by the Board of Directors held December 21, 2023, the Board of Directors, following the recommendations of the Compensation Committee decided to set the maximum percentage at 25% of her fixed remuneration as this shall be on December 31, 2024.

In view of the profile of the Company, the criteria for determining the annual variable remuneration are for all or for some qualitative. The qualitative criteria have been preestablished by the Board of Directors, at the proposal of the Remuneration Committee, but are not made public in details on grounds of confidentiality. They principally represent operational milestones linked to the development of research and development projects, funding options to ensure the viability of the Company and the conduct of operations and the development of the Company in general.

In respect of the 2023 Financial year, for the purpose of the determination of the annual variable remuneration, the performance criteria and respective weight concerning Mr. Bernard Gilly for 2023 were the following:

- 60% LUMEVOQ® Manufacturing, Regulatory and Commercial Readiness Objectives
- 25% Corporate and Financial Objective
- 15% GS030 CMC, Clinical and Engineering Objectives

Based on the work and review performed by the Compensation Committee, the Board of Directors on March 21, 2024 reviewed the level of achievement of the objectives. It was decided, upon recommendation of the Compensation Committee, that the achievement of the performance criteria would be set at 10%, involving a variable part representing 6% of his fixed compensation.

In respect for the 2024 financial year, the performance criteria and their respective weight applicable to Mrs. Laurence Rodriguez are the following:

- 25% Financing Objectives
- 25% Manufacturing Objectives
- 25% Early access Objectives
- 25% Regulatory and Clinical Objectives

### ***Attribution of Free Shares(AGA)***

The Board of Directors considers that the grant of performance shares, which also benefits to other key corporate functions, is particularly suited to the role of Chief Executive Officer given the expected level of its direct contribution to the long-term performance of the Company. This mechanism, which is based on performance criteria in line with the objectives communicated to the market, as well as on the development of the value of the Company, strengthens the motivation and loyalty of the Chief Executive Officer while facilitating the alignment of his interests with those of the shareholders as well as with the social interest of the Company.

The amount of attributions of free shares is set on the basis of market practices observed in comparable companies, through recommendations of the specialist external consulting firm.

#### *Performance conditions*

The shares are subject to either an acquisition period of two years which can be reduced if the performance criteria are satisfied before, and achievement of performance criteria. The acquisition of shares varies according to the achievement of internal performance conditions, the measurement of which will be carried out over two years and the level of achievement of which will be communicated by criteria once the performance assessment has been established by the Board of Directors.

The criteria used are intended to measure overall performance and are directly linked to the Company's main strategical development objectives, being specified that the performance conditions shall be deemed to be satisfied in case of completion of an M&A transaction concerning the Company.

Considering the situation of the Company and the necessity to motivate the management, the criteria set forth the performance conditions of the 2024 allocation shall also include financial objectives based on the level of cash of the Company, in addition to objectives in connection with the going concern of the Company, authorizing the end of the acquisition period of before the 2-year mentioned period.

For more details regarding the performance criteria attached to the free shares, see Section 19.1.4 of the 2023 Universal Registration Document.

#### *Condition of presence*

The acquisition of performance shares by the Chief Executive Officer is also subject to his presence in the Group on the date of acquisition of the shares, being specified that (i) the Board shall be granted by the provisions of the Regulation Plan the right to decide to waive this condition presence and (ii) the Regulations Plan can also provide the waiver of said presence condition in case of a completion of a M&A transaction on the Company.

The decision of the Board of Directors to waive the condition of presence shall not be taken in the event of (i) dismissal of our Chief Executive Officer for serious misconduct or gross negligence or (ii) his voluntary departure to perform other corporate or employee duties outside the group. In the other cases of departure of our Chief Executive Officer (including for example resignation due to a change of strategy or due to a change of control of the Company), the decision of the Board of Directors to waive the condition presence shall not imply the waive of the satisfaction of the performance conditions.

### ***Benefits in kind***

The Chief Executive Officer can be allocated benefits in kind that are usually granted to Chief Executive Officers such as a vehicle allowance and/or a Company flat.

Benefits in kind can also include the implementation of an insurance for the loss of corporate office with a private insurance, giving the right to our Chief Executive Officer to receive indemnities the amount of which could be equivalent to the indemnification he would have been entitled from the French State if he had a status of employee.

Mr Bernard Gilly was benefiting from house allowance.

The Board of Directors held on December 21, 2023 decided not to allocate benefits in kind to Mrs. Laurence Rodriguez for the performance of her corporate office as Chief Executive Officer.

### ***Exceptional remuneration***

The Board of Directors may decide, at the proposal of the Compensation Committee, to grant exceptional remuneration to the Chief Executive Officer in view of very special circumstances. The payment of this type of remuneration must be justifiable by an event, such as the execution of a major transaction for the Company, or an operational outperformance measure. The amount of exceptional remuneration that can be granted to our Chief Executive Officer pursuant to a decision of the Board of Directors will be reviewed by the Compensation Committee which will make its recommendation and will be set in view of the type of transaction.

The payment of the elements of variable remuneration and, as appropriate, exceptional remuneration attributed for a financial year, is conditional on approval by the Ordinary General Meeting of the elements of remuneration of the Chief Executive Officer, paid or awarded by way of the said financial year (*ex post vote*).

In case the Board of Directors decides to combine the functions of Chairman and Chief Executive Officer, the compensation policy applicable to the Chief Executive Officer would be applicable to the Chairman and Chief Executive Officer, if necessary, with the necessary modifications (he could in particular collect compensation as directors).

### ***Compensation policy of the Deputy Chief Executive Officer***

The compensation policy applicable to the Chief Executive Officer would be applicable to the Deputy Chief Executive Officers, with the necessary modifications.

### ***Commitments with regard to the Chief Executive Officer***

#### ***Departure indemnities***

The Board of Directors may decide to grant to our Chief Executive Officer a termination indemnity, this being implemented in compliance with the provisions of the French Commercial Code and with the recommendations of the MiddleNext Code regarding its amount. Consequently, said termination indemnity shall not represent more than two years' compensation calculated on the basis of the last annual remuneration (fixed and variable or only fixed) (subject to the deduction of any other amount to be paid by the Company in connection with an employee status if applicable).

Moreover, the total amount of non-compete provision and of a termination indemnity shall not exceed two years of compensation.

As an exception to the above, the termination indemnity shall not be due:

- (i) in the event of dismissal of the Chief Executive Officer from his duties (or of Chairman and Chief Executive Officer, in the event that the Board of Directors subsequently decides to combine the functions of Chairman of the Board of Directors and those of Chief Executive Officer) for serious misconduct or gross negligence, as these notions are defined by the case law applicable to Labor law; or
- (ii) in the event of resignation from his mandate as Chief Executive Officer (or of Chairman and Chief Executive Officer, in the event that the Board of Directors subsequently decides to combine the functions of Chairman of the Board of Directors and those of Chief Executive Officer), and notably if the Chief Executive Officer changes position within the Group or leaves the Company at his own initiative in order to take up new positions. The Board of Directors can decide at the time of the allocation of this termination indemnity, that some hypothesis of resignation from the duties of Chief Executive Officer motivated for personal reasons such as illness or family reasons will authorize the Chief Executive Officer to receive the termination indemnity.

The Board of Directors shall also decide that the payment of the termination indemnity shall be contingent to the achievement of the annual objectives with a minimum percentage that shall be at least equal to 50%.

The reference annual compensation will be the last annual compensation of our Chief Executive Officer, which could include or not the last variable compensation paid to him.

The termination indemnity will not be definitively acquired until verification by the Board of Directors that the above criteria are met and will be in any case subject to the vote of the Annual Shareholders Meeting.

Following the appointment of Mrs. Laurence Rodriguez as our Chief Executive Officer by the Board of Directors held on December 21, 2023 with immediate effect, the Board of Directors did not decide to allocate her a termination indemnity at the time of her appointment.

#### *Non-competition commitment*

Our Board of Directors may decide to submit our Chief Executive Officer to a non compete provision in consideration of which our Chief Executive Officer will receive a monthly indemnity. The stipulation of this non-competition clause and its indemnity shall enable the Company to protect its interests in the event of the executive's subsequent departure.

The Board of Directors, following the recommendation of the Remuneration Committee, shall determine:

- the duration of this commitment, at least 12 months without exceeding 18 months;
- the percentage of indemnity to be paid to our Chief Executive Officer, which shall not exceed 40% of the last net monthly remuneration, excluding any bonus (after deduction of any other amount received in any capacity by way of a noncompetition obligation)

- the countries and the scope of the activities concerned (which can also cover shareholding of companies carrying out the competing activities).

The Board of Directors shall be granted the right to waive the non-compete provision and to release our Chief Executive Officer from his non-compete provision and in such case, no indemnity will have to be paid to our Chief Executive Officer. Following the appointment of Mrs. Laurence Rodriguez as our Chief Executive Officer by the Board of Directors held on December 21, 2023 with immediate effect, no competition provision was set at the time of her appointment.

## **II. Compensation policy of the Chairman of the Board of Directors**

This compensation policy has been approved by the Combined General Meeting held on May 29, 2024, in its 11th resolution, by a majority of 99% votes in favor (it being specified that there were 1% votes against and 0% abstained from voting).

This compensation policy, set by the Board, at the recommendation of the Compensation Committee, is as follows:

### ***Fixed remuneration***

The Chairman of the Board of Directors shall receive fixed remuneration, payable in 12 monthly instalments. This amount can be revised each year on the basis of market practices observed in comparable companies, through recommendations of the specialist external consulting firm.

It is determined upon the following criteria:

- responsibilities and assignments attached to this mandate, aiming in particular to ensure a proper governance and the correct functioning of the Company's corporate bodies (Board of Directors and its Committees, General Meeting of Shareholders);
- skills, experience, expertise and background required for assuming this function;
- market analyzes and studies on the remuneration of similar positions in comparable companies.

Since 2020, our Chairman's fixed compensation was set at €120,000 and will remain unchanged for 2024.

The Board of Directors held on February 23, 2024 recorded the individual decision of each of our independent directors and of our Chairman of the Board taken in December 2023 to waive part of their compensation corresponding to the last quarter 2023. The Board of Directors held on April 5, 2024 recorded the decision of suspension of the payment of the compensation of the Directors and of the Chairman for the first semester 2024.

### ***Attribution of Equity Warrants (BSA)***

The Chairman of the Board of Directors shall be eligible for attribution of equity warrants. These unlisted equity warrants may be exercised for 10 years for the plans approved before 2016 and 7 years for 2016 to 2022 plans after their issue for a price set by the Board equal to at least 8% of the market value of an ordinary share on the date of attribution. The exercise price shall be at least equal to the

average closing share price during the last 20 trading sessions preceding the attribution date, less the warrant issue price, if applicable.

### ***Other Compensation***

The Chairman of the Board of Directors does not benefit from any other compensation (including attendance fees) linked to his participation in meetings of the Board of Directors or specialized committees, nor from severance pay in the event of termination of his duty.

### **III. Compensation policy of the Board members**

This compensation policy has been approved by the Combined General Meeting held on May 29, 2024, in its 12th resolution, by a majority of 97% votes in favor (it being specified that there were 3% votes against and 0% abstained from voting).

This compensation policy, set by the Board, at the recommendation of the Compensation Committee, is as follows:

Our shareholders at the mixed General Shareholders' Meeting held on April 29, 2021 set the total annual attendance fees to be distributed among non-employee directors except those who are affiliated with one of our significant shareholders at €360,000 as a maximum.

The criteria for distributing the annual fixed sum allocated by the General Meeting to the members of the Board were set by the Board, upon recommendation of the Compensation Committee and are as follows:

- only the independent directors receive a compensation;
- the annual attendance fee for an independent director at €45,000 for each director;
- an additional €15,000 as a chair of a committee, regardless of the number of meetings held.

Our Chairman of the Board of Directors, our Chief Executive Officer and Co-Founder, and our Deputy Chief Executive Officer are directors but do not receive any additional compensation for their services as directors.

For information related to the composition of our Board of Directors, the term of their office, and their main positions and offices held outside the Company, see section 12.1.1 of the 2023 Universal Registration Document.

The Board of Directors held on February 23, 2024 has recorded the individual decision of each of our independent directors to waive part of their compensation as Directors as from January 1, 2024 until June 30, 2024.