

Dear Colleagues, Business Partners, and Vendors:

As many of you should be well aware, corrupt business practices raise serious concerns and run counter to our corporate culture. We all have a responsibility to our customers, partners, communities, and ourselves to conduct our business with the highest level of integrity and ethics.

Attached to this letter is our current Anti-Corruption Policy that clearly reflects our obligations under the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “*FCPA*”), the U.S. Travel Act, the U.S. Domestic Bribery Statute, the UK Bribery Act, the French Criminal Code, the French Law of December 9th 2016 on Transparency, the Fight Against Corruption and the Modernization of the Economy (“*Sapin 2 Law*”), the French Public Health Code (“*FPHC*”) and all other anti-corruption laws and regulations applicable to the Company’s business anywhere in the world. Our Board of Directors and senior management are committed to preventing corruption from tainting our business and require that you adhere to this policy.

Please read this policy carefully and apply its principles and guidelines to your daily activities on behalf of the company. We strongly believe in maintaining a culture of compliance. In this regard, individual managers and employees are expected to ensure that our anti-corruption policy is being followed in their respective departments and by our business partners and vendors for which they are responsible.

As set forth in the policy, we have appointed our Chief People Officer to the position of Compliance Officer who is primarily responsible for implementing our anti-corruption compliance program. Please direct all questions and concerns to this officer so that we can ensure that our policy is being implemented in practice. Please note that this policy should be reviewed in conjunction with our Code of Business Conduct and Ethics (the “*Code*”).

Thank you in advance for supporting our effort to combat corruption and to implement sound and ethical business practices.

Sincerely,

Marc de Garidel
Chief Executive Officer

ABIVAX SA

Anti-Corruption Policy

1. PURPOSE

ABIVAX SA (together with its subsidiaries, “*Abivax*”, “*Company*”, “*us*”, “*we*”, “*our*”) has implemented this policy for the purpose of ensuring compliance with the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “*FCPA*”), the U.S. Travel Act, the U.S. Domestic Bribery Statute, the UK Bribery Act, the French Criminal Code, the French Law of December 9th 2016 on Transparency, the Fight Against Corruption and the Modernization of the Economy (“*Sapin 2 Law*”), the French Public Health Code (“*FPHC*”) and all other anti-corruption laws and regulations applicable to the Company’s business anywhere in the world. This policy applies to all world-wide directors, officers, employees, and individuals serving as independent contractors of the Company or its subsidiaries. In addition, we expect our agents, consultants, representatives, lobbyists, suppliers/vendors, resellers, distributors, customs or other brokers, contractors, advisors, and other business partners to comply with the principles contained in this policy. Please report all questions or concerns to the Company’s Compliance Officer whose contact information appears below.

2. POLICY STATEMENTS

You are strictly prohibited from promising, offering, providing, or authorizing cash payments (such as bribes or kickbacks) or anything else of value directly or indirectly to any person to achieve an improper purpose related to the Company’s business.

You are strictly prohibited from requesting, agreeing to receive, or accepting money or anything else of value from any person to achieve an improper purpose related to the Company’s business.

You must comply with all of the Company’s internal controls, especially those designed to (i) ensure accurate and complete books and records or (ii) otherwise prevent corruption, self-dealing, embezzlement, fraud, money laundering, or other improper activities.

There are no exceptions to this policy, even if our competitors engage in improper behavior or corruption is an accepted practice in a country where we operate. You are required to adhere to both the spirit and the letter of this policy with respect to our business anywhere in the world.

3. ANTI-BRIBERY PROHIBITIONS

The FCPA, the French Criminal Code and other anti-bribery/anti-corruption laws (“*Anti-bribery and Anti-Corruption Laws*”) prohibit you and the Company from corruptly promising, offering, providing, or authorizing the provision of money or anything of value directly or indirectly to a government official and certain other persons (which can include private companies and individuals), to achieve an improper purpose. “Improper purposes” include:

- (i) influencing (or rewarding) any act or decision of the recipient in his/her official capacity;

- (ii) inducing the recipient to do or omit to do any act in violation of his/her lawful duty;
- (iii) inducing the recipient to influence any act or decision of a government or instrumentality of a government, or
- (iv) securing any improper advantage,

in order to obtain, retain, or direct regulatory approvals, contracts, business or other benefits.

The FCPA prohibits improper payments provided to officials of governments, state-affiliated entities, and political parties outside the United States. However, the provision of improper benefits to government or private-sector recipients within the United States will violate U.S. domestic bribery statutes. In addition to the United States and France, almost all other countries, including Australia, Canada, Japan, China (Hong Kong), Germany, Singapore, and the United Kingdom, have promulgated their own anti-bribery legislation. Most of those countries prohibit making improper payments to government and private-sector recipients within their borders. However, several countries have also adopted legislation similar to the FCPA and the French Criminal Code that prohibit improper payments outside those countries. The existence of all of these laws means that there is potential for a company or an individual to face liability in several countries for the same single act of corruption. One of the leading anti-corruption laws other than the FCPA is the UK Bribery Act. *Attachment I* contains an overview of that law, as well as French law, and its potential significance for the Company.

Given the broad prohibitions under the Anti-Bribery and Anti-Corruption Laws applicable to the Company, this policy prohibits bribes, kickbacks, and the provision of other improper benefits and advantages to *any* person, entity, or organization, including, but not limited to, employees, officials, representatives, or agencies of any

- (i) government;
- (ii) state-owned or affiliated entity, including, but not limited to, a state hospital, research institution, utility, public university, or sovereign wealth fund;
- (iii) public international organization such as the United Nations or the World Bank;
- (iv) political party, including the party itself as well as candidates for public office;
- (v) non-governmental organization, including a sports federation such as FIFA or the International Olympic Committee; or
- (vi) private-sector company.

One may be asked by certain parties to provide a bribe or other improper benefit in exchange for:

- (i) favorable clinical results, a marketing authorization, improved pricing and reimbursement systems, public procurement contracts, or medical prescriptions;
- (ii) the award of a contract, sponsorship opportunity, regulatory approval, or other business;

- (iii) the successful filing of a patent or trademark application;
- (iv) avoiding mandatory inspections;
- (v) the issuance or renewal of a concession, license, or business, construction, or other permit or registration;
- (vi) an impermissible reduction in duties or other taxes;
- (vii) securing the purchase of state-owned land or other public assets;
- (viii) obtaining a favorable inspection result or court decision, regardless of whether the facts or circumstances support such a result; or
- (ix) the grant of some other improper advantage.

This policy prohibits you from providing bribes or other improper benefits to any person to achieve any of the above purposes.

A violation of this policy can occur even if the bribe fails to achieve the purpose for which it was intended. This means that a person can violate this policy if that person provides an improper payment or benefit to a recipient and the recipient does not grant any business or other advantage in return. In addition, the mere offer or promise of a bribe or other improper benefit is sufficient to cause a violation, even if it is refused. All of the anti-bribery prohibitions contained in this policy apply irrespective of whether you use Company funds or your personal funds to finance improper payments or other benefits.

This policy also prohibits you from soliciting or accepting bribes, kickbacks, or other improper payments/benefits from the Company's vendors or other persons in relation to our business. For instance, a violation of this policy will occur if you cause the Company to overpay a vendor and that vendor then shares all or a portion of that overpayment with you.

This policy requires you to adhere to high ethical standards and to comply with all applicable laws in the course of performing services for the Company. Violations of the Anti-Bribery and Anti-Corruption Laws typically involve circumstances that also result in violations of other laws, including those that address money laundering, embezzlement, fraud, export controls, and sanctions/embargoes. Guilty persons can face multiple charges and incur both civil and criminal liability based on the same set of facts.

4. ACCOUNTING REQUIREMENTS

Our Company adheres to certain accounting requirements. Specifically, the Company must maintain books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the Company's transactions, expenses, and asset dispositions. Our Company is also committed to maintaining a system of internal accounting controls to provide reasonable assurances that transactions are properly authorized by management, executed, and recorded. This means that you must comply with our internal controls and avoid unauthorized activities or expenses.

Violations of the above accounting standards can occur if you conceal bribes or falsify other transactions or expenses, even if they are not related to a bribe, in the Company's ledgers or other records. Also, there is no materiality standard. This means that even small misreported amounts may result in violations.

Governments actively enforce the accounting requirements discussed above. In some cases, they have caused companies to pay hundreds of millions of dollars in fines and penalties for violating those requirements. **Attachment 2** contains examples of potential accounting violations. Please study this list carefully and ensure that you, your colleagues, and the Company's vendors/contractors remain in compliance with these requirements. You must also cooperate with the Company's periodic audits and other efforts to ensure that our internal controls are being observed.

5. CONFLICTS OF INTERESTS/RELATIVES OF OFFICIALS

Conflicts of interest can raise compliance concerns related to the FCPA and other Anti-Bribery and Anti-Corruption Laws. You must disclose any actual or potential conflicts of interest to the Company's Compliance Officer. For example, you must notify the Compliance Officer if you are aware of any (i) Company employee or contractor who is a government official (including employees of state-owned hospitals, universities, or research institutions) or customer responsible for regulating or providing business to the Company or (ii) Company vendor that is wholly or partially owned by you, a member of your family, a personal friend, or other Company employee/contractor.

In addition, significant corruption concerns can be triggered if the Company retains a *relative* of a government official or customer as an employee or contractor in exchange for a regulatory approval or business opportunity. These issues are typically uncovered in cases where the employee/contractor (i) is a son or daughter of a government official or customer employee and/or (ii) lacks the skills or experience necessary to perform the functions required by the Company or fails to provide any real services to the Company.

You are obligated to notify the Company's Compliance Officer if you become aware of any current or potential employee or contractor who is an immediate relative (parent, sibling, child, or spouse) of a government official or customer employee. Please note that persons who are related to government officials or customer employees will not be automatically disqualified from working for the Company; however, it is important that the Compliance Officer review their circumstances in advance to ensure that (i) they are properly qualified to serve the Company and (ii) are not related to a person who may improperly award government approvals or any business to the Company or otherwise exert undue influence over matters relevant to the Company's business.

Please consult Section 7 of the Code of Business Conduct and Ethics for further guidance regarding conflicts of interest.

6. FACILITATING, EXPEDITING OR SPEED PAYMENTS

This Policy prohibits all corrupt payments or benefits, including so-called grease, speed or facilitating payments provided to government officials in their personal capacity to expedite or secure routine government actions (collectively, "**Facilitating Payments**"). This prohibition applies notwithstanding the fact that the FCPA contains a narrow exemption that permits such Facilitating Payments.

Please note that in some cases, government agencies may impose *official* fees that may be paid directly in the name of a governmental entity or enterprise itself, as set out in published fee schedules or other official documents. These *official* government fees can be paid to expedite passports, licenses, or other services, provided that they are deposited in the treasury of a government, an official government receipt is collected, and the expense is accurately recorded in the Company's books. However, Facilitating Payments provided for the benefit of government officials in their *personal* capacity (*i.e.*, are not deposited in an official treasury account belonging to a government) will violate this policy.

7. INTERMEDIARIES/BUSINESS PARTNERS/ASSOCIATED PERSONS

This policy prohibits you from providing bribes or other improper benefits directly as well as indirectly through third parties or associated persons. This risk can arise in cases where the Company works with agents, consultants, representatives, lobbyists, suppliers/vendors, resellers, distributors, customs or other brokers, contractors, advisors, other business partners, or anyone else that performs services for or on behalf of the Company (collectively "*Intermediaries*").

In certain cases, you and the Company can be held liable under the Anti-Bribery and Anti-Corruption Laws *even if* you do not expressly authorize an Intermediary to engage in corruption, but they do so anyway. This can occur if you (i) have actual knowledge or a firm belief that a person will engage in corruption, (ii) consciously disregard, deliberately ignore, or are willfully blind to the Intermediary's corrupt or improper practices, or (iii) the Company fails to implement and adhere to adequate procedures to prevent bribery. The Company may therefore be liable without any knowledge at all of the corrupt acts. As a result, the Company must understand the ownership, identity of key personnel, reputation and role of its Intermediaries.

Given these risks, this policy forbids you from using or paying any Intermediary responsible for government or customer interactions unless (i) appropriate anti-corruption due diligence is performed and confirms that the Intermediary does not have a history or reputation for corruption or similar wrongdoing, and (ii) the Intermediary has executed a written agreement containing anti-corruption compliance clauses. You must confer with the Company's Compliance Officer on appropriate due diligence measures and anti-corruption clauses.

Throughout any relationship with an Intermediary for which you are responsible, you must monitor their performance to ensure that they do not engage in activities that raise bribery, corruption or associated concerns. The Compliance Officer can guide you on the types of red flags that you should monitor before and *after* engaging an Intermediary.

This policy requires you to notify the Compliance Officer if you learn of any Company Intermediary or other contractor that engages in corrupt or other improper practices. Also, all payments to Intermediaries or other vendors must be accurately cleared through the Accounting Department so as to be reported in our books and records in accordance with the accounting requirements discussed above.

8. GIFTS & HOSPITALITIES

The Anti-Bribery and Anti-Corruption Laws prohibit the provision or acceptance of money or things of value for corrupt or improper purposes. A violation of this prohibition is likely in instances where personal

benefits are given or accepted in the course of negotiation or tender bid. However, reasonably priced gifts, meals, travel, and other benefits provided for non-corrupt business promotion or goodwill purposes may be permissible in certain cases. For instance, in those countries where gifts are still permitted, a plastic pen, a t-shirt, a coffee mug, a paper weight, or a cap of moderate value and embossed with the Company's logo will generally not be illegal. However, a fur coat, a car, or a vacation will raise anti-corruption concerns, especially if such benefits are provided to a government official or other person who is responsible for making decisions in relation to the Company's business. See Section 9 (Special Concerns in the Healthcare Sector) for additional guidance regarding who can be considered a government official under the Anti-Bribery and Anti-Corruption Laws.

In addition to complying with the FCPA and other applicable Anti-Bribery and Anti-Corruption Laws, you must ensure that the provision of a gift or other benefit does not violate local laws or policies that apply in the country where the recipient of the benefit is located. Some countries impose express limits on the type and value of gifts/benefits that a recipient can accept; other countries ban such gifts/benefits altogether even if given with no corrupt or improper intention.

You must obtain the general or specific approval of the Compliance Officer prior to providing gifts, meals, travel benefits, and other hospitalities to employees, officials, or agents of any government, political party, state-owned entity, public international organization, or customer of the company. Depending on the relevant requirements and procedures imposed in the Company Compliance Policy and related SOPs you must obtain the general or specific approval of the Compliance Officer prior to providing any benefit, whether monetary or in kind, to healthcare professionals ("HCPs"). The Compliance Officer will help you determine whether the provision of the benefit is permissible. If the expense is approved, its value and business purpose must be recorded accurately in the Company's books. Cash gifts are strictly prohibited. Also, this policy prohibits you from providing gift cards or gift certificates that can easily be converted into cash.

In addition, the rules governing remuneration to both HCPs and non-HCPs and related transparency obligations, such as the French Anti-Gift Rules and the French Transparency Rules, are applicable to the Company in its interactions with HCPs registered to practice in the relevant country.

8.1. FRENCH ANTI-GIFT RULES – EXAMPLE

As an example, the French Anti-Gift Rules prohibit the Company from granting or promising any kind of direct or indirect benefits to certain beneficiaries, including HCPs, medical students, and their respective associations (see *Attachment 3* for the list of concerned HCPs).

The Compliance Officer is primarily responsible for the implementation of the French Anti-Gift Rules and the French Transparency Rules and must be consulted prior to proposing or granting any kind of value to a HCP.

French Anti-Gift Rules only permit the Company to occasionally remit certain benefits of negligible value to HCPs, as detailed in *Attachment 3*.

French Anti-Gift Rules also allow certain professional interactions with HCPs related to:

- research, scientific evaluation and consultancy services;
- donations and gifts intended to finance research or scientific evaluation activities;
- hospitality during professional or scientific events; or
- professional training.

However, these interactions and any related benefits provided to HCPs above the thresholds established for benefits of negligible value must be either, notified to or, authorized by professional bodies, depending on their value. Interactions with HCPs must therefore comply with a strict process. Any professional interactions with HCPs for the above purposes must always be concluded on the basis of a written agreement with the HCP. Hence, before grant or promise of any benefit to a HCP, an employee must seek and obtain the prior written approval from the Compliance Officer, and must to that end provide the following details at least nine (9) weeks prior to the contemplated implementation date:

- Identity of the parties, including indirect beneficiaries, if any;
- A copy of the draft agreement on the basis of which the benefit is contemplated.
- Precise purpose and supporting documents (program, protocol, etc.);
- description of each benefit and individual amount;
- Timeframe;
- Authorization for *cumul d'activités* for public servants.

Any request not comprising all these information will not be assessed by the Compliance Officer and will therefore not be permitted.

The Compliance Officer will follow-up with the professional bodies and inform the employee in charge if / when the implementation is approved.

In addition, the French Transparency Rules require the Company to disclose detailed information on its agreements concluded with HCPs and any related remuneration and benefit exceeding EUR 10. Please refer to **Attachment 3** for the list of concerned stakeholders.

To this end, any interactions involving engagement of HCPs, remuneration, compensation and benefits above EUR 10 with the beneficiaries subject to the French Transparency Rules must be accurately and completely recorded in an appropriate system.

The Compliance Officer is responsible for the disclosure of the information on the dedicated website twice a year (see **Attachment 3**).

9. SPECIAL CONCERNS IN THE HEALTHCARE SECTOR

The healthcare sector has received significant attention with respect to anti-corruption concerns. Several leading companies in this industry have been the subject of investigations and other enforcement actions for violating anti-corruption laws. In light of this risk, it is important that you note the following:

- Improper payments made in exchange for clinical trial permits, product approvals, or other government permits are strictly prohibited by this policy.
- Researchers, doctors, other healthcare professionals, or certain other individuals may be considered government officials for purposes of the Anti-Bribery and Anti-Corruption Laws by virtue of their employment by government-affiliated hospitals, universities, laboratories, research institutions, or other organizations.
- Employees or officials of public international organizations, such as the World Health Organization, will be considered government officials for purposes of the Anti-Bribery and Anti-Corruption Laws.
- In certain cases, private persons acting in an official capacity (such as a prime contractor) on behalf of a government hospital or other health agency or a public international organization could be viewed as government officials.
- Special care must be exercised when the Company retains doctors, other healthcare professionals, key opinion leaders, or government officials as conference representatives, advisory board members, investigators, consultants, or contractors, especially if their employers are current or prospective customers or regulators of the Company's business. Please confer with the Compliance Officer if you encounter this type of situation (see section 8).

Anti-corruption concerns can arise in the context of research grants or sponsorships provided by the Company to persons or organizations at the request of, or otherwise affiliated with, government officials. No grant may be used to confer a personal benefit on a healthcare professional, other government official, or other person in exchange for regulatory approvals, business, or other improper advantages. Grant/sponsorship requests must be reviewed by the Compliance Officer to ensure that appropriate anti-corruption standards are followed.

10. OTHER ACTIVITIES

Corruption concerns can arise in a number of other cases including, but not limited to (i) joint ventures or teaming arrangements with public or private-sector partners; (ii) mergers and acquisitions, especially if the target business has significant government interactions or an international profile; or (iii) the provision of political or charitable contributions. Please confer with the Compliance Officer before engaging in these types of activities to ensure that appropriate anti-corruption compliance measures are observed.

11. FCPA AND NON-U.S. PERSONS

The U.S. government has stated that it will enforce the FCPA against non-U.S. individuals and entities in certain cases. There have been instances where non-U.S. individuals have been extradited to the United States to face charges under the FCPA and other U.S. laws. In addition, non-U.S. individuals are subject to anti-corruption laws in their own as well as in other countries. This policy applies to *all* world-wide directors, officers, employees, and individuals serving as independent contractors of the Company irrespective of whether such individuals are U.S. or non-U.S. nationals or residents.

12. VIOLATIONS AND CONSEQUENCES

A violation of this policy will result in appropriate disciplinary action, including demotion, reassignment, additional training, probation, suspension, or even termination.

The Anti-Bribery and Anti-Corruption Laws are criminal statutes. Both the Company and you may be subject to substantial fines and penalties for violating these laws. In serious cases, you may face imprisonment. In addition, the Company may face suspension or debarment from government contracts, the loss of export privileges, indefinite or temporary suspension of certain activities and certain other consequences. These results can be devastating to our business.

Anti-corruption enforcement has significantly increased around the world. A number of countries have strengthened their laws on this matter, notably France and the UK (See *Attachment 1*). This means that we can face liability across multiple jurisdictions for the same corrupt act.

13. TRAINING AND MATERIALS

All designated personnel must undergo anti-corruption training provided by the Company. The nature, content, and frequency of that training will be determined by the Company based on your risk profile. We encourage all of our business partners to provide training to their personnel as well.

14. STATUS

This policy does not form part of any employment contract with you and may be amended at any time. This policy should be read in conjunction with the Company's Code of Business Conduct and Ethics and other policies and procedures.

15. CERTIFICATION

You will be asked to execute an electronic certification acknowledging that you have read and will comply with this Policy. The Company may require you to recertify your compliance with this policy on a periodic basis.

16. REPORTING/QUESTIONS

You have an affirmative obligation to report all violations of this policy to the Compliance Officer.

Reports may also be submitted anonymously by using the Company's hotline number or by e-mail to the Compliance Officer. However, we encourage you to consider revealing your identity so that we can properly follow up and investigate alleged violations. The Company will ensure that appropriate confidentiality measures are taken and will not retaliate against any individual for reporting violations in good faith.

You must also notify the Compliance Officer of any corrupt, improper, illegal, or other unusual requests for payments or other benefits made by customers, Intermediaries, vendors, business partners, government officials, or Company employees. By reporting such matters, you will enable us to explore options to achieve our business goals without having to interact with such persons or provide improper benefits.

We welcome any constructive comments or questions that you may have regarding the substance and implementation of this policy in your respective sector and/or territory. Please direct such communications to the Compliance Officer.

Adopted by the Board of Directors: September 28, 2023

Effective: September 28, 2023

ATTACHMENT 1

THE FRENCH CRIMINAL LAW APPLICABLE TO CORRUPTION AND BRIBERY

The French Criminal Code contains all the provisions applicable to the definition and punishment of acts of corruption and bribery. The relevant provisions are:

- Articles 433-1 and 432-11 (bribery of domestic public officials);
- Article 434-9 (bribery of domestic judicial staff);
- Articles 445-1 and 445-2 (bribery of private individuals);
- Articles 435-1 and 435-3 (bribery of foreign or international public officials);
- Articles 435-7 and 435-9 (bribery of foreign or international judicial staff);
- Articles 435-2, 435-4, 435-8 and 435-10 (active and passive influence peddling involving foreign public officials).

French criminal law distinguishes between active bribery and passive bribery, which enables the separate prosecution of both the bribe-giver and the recipient.

Active bribery is the act of unlawfully proposing at any time, directly or indirectly, any offer, promise, donation, gift or advantage to a person (public or private agent or judicial authority), for the benefit of that person or of others, for that person to carry out or abstain from carrying out, or because that person has already carried out or abstained from carrying out, an act pertaining to his or her activity, office, duty or mandate, or facilitated by his activity, office, duty or mandate, or of acceding to the demands of that person.

Passive bribery is the unlawful solicitation or acceptance of such advantages by a person (public or private agent or judicial authority), at any time, directly or indirectly, in exchange for carrying out, having already carried out, abstaining from carrying out or having already abstained from carrying out, an act pertaining to, or facilitated by, his or her activity, office, duty or mandate.

French law also punishes influence peddling, which is close to bribery, with the distinction that this offence is committed when a person abuses his or her real or alleged influence with a view to obtaining distinctions, employment, contracts or any other favorable decision from an administration or a public authority as well as from judges, clerks, experts, mediators or arbitrators

The French Criminal Code does not establish quantitative or qualitative limitations on gifts and entertainment expenses that would constitute an offense. In practice, what matters to the courts is whether the advantage has been offered in order to induce the receiver to accomplish (or refrain from accomplishing) or to reward him or her for accomplishing (or for having refrained from accomplishing) an act of his or her function.

Offenders or accomplices of an offence may be prosecuted and tried by French Criminal courts when the offence was committed in France or at least one of its constituent facts (which is broadly construed under French law) is committed within French territory.

French criminal courts may even have jurisdiction on an offence of bribery of a foreign public official or member of judicial staff wholly committed outside the territory of France, provided that it was committed by French nationals or by legal entities conducting part or whole of their business in France.

When the perpetrator of certain foreign corrupt practices is physically present in France, he can be tried in France in accordance with certain procedural rules, even if the practices took place wholly outside France. Individuals and legal entities who acted in France as accomplices of corrupt practices that took place wholly outside the territory of the French Republic may be tried in France under specific conditions.

It stems from the above that given that Abivax employs French nationals and is based in France, it will be subject to French law and French jurisdictions on a wide number of hypotheses.

Regarding the active or passive corruption of (i) national or foreign public officials and (ii) national or foreign judicial staff (judges, clerks, experts, mediators and arbitrators), individuals can incur up to 10 years' imprisonment, a fine of €1m or up to twice the value of the proceeds of crime and various additional penalties. Financial sanctions are higher if the criminal activity is committed by an organized group. Legal entities can incur a fine of up to €5m.

When corruption takes place between private persons or entities, individuals may be sentenced to up to five years' imprisonment and a fine of up to €500,000. Legal entities may be liable to a fine of up to €2.5m.

In all cases, the amounts of the maximum fines noted above may be increased to twice the value of the proceeds of the offence in question if greater.

Additional penalties may also be imposed such as the seizure of properties and/or the obligation to implement an anti-corruption program, under the supervision of the French Anti-Corruption agency for a maximum 5-year duration.

THE UK BRIBERY ACT 2010

Among various matters, the UK Bribery Act 2010 (the "*UKBA*") prohibits individuals and entities from offering, promising, or giving (directly or indirectly through a third party) a financial or other advantage to a recipient with (i) the intention that the advantage induce the recipient to perform improperly a relevant function or activity or to reward a person for the improper performance of such function or activity, or (ii) the knowledge or belief that the acceptance of the advantage would itself constitute an improper performance of a relevant function or activity. A violation of the UKBA will occur irrespective of whether the recipient of an improper payment or advantage is a government official or an employee of a private-sector entity.

The UKBA contains four principal offenses as follows: (i) offering, promising, or giving of a bribe to another person (Section 1); (ii) requesting, agreeing to receive, or accepting a bribe (Section 2); (iii) bribery of a foreign (non-UK) public official (Section 6); and (iv) failure by certain commercial organizations to prevent Section 1 or 6 bribery offenses by their associated persons (including employees, contractors, Intermediaries, or anyone else performing services for or on behalf of a company) of any nationality anywhere in the world (Section 7). The UKBA provides a statutory defense to a Section 7 violation for

companies that can demonstrate that they had in place adequate procedures designed to prevent offenses under UKBA. This policy is part of the Company's overall effort to establish such procedures.

Courts in the United Kingdom exercise broad jurisdiction over UK as well as non-UK persons who commit UKBA offenses. Although the Company does not currently maintain a UK subsidiary, there could be circumstances where the Company's non-UK entities and employees could be subject to UKBA jurisdiction.

Under the UKBA, individuals guilty of bribery may be subject to imprisonment for up to 10 years and/or subject to a fine of an unlimited amount. Commercial organizations guilty of bribery or failure to prevent bribery may also be subject to a fine of an unlimited amount as well as debarment from government contracts. In addition, UKBA offenses could result in violations of other laws such as the UK Proceeds of Crime Act 2002, which contains the UK's principal money laundering offenses.

ATTACHMENT 2

FCPA ACCOUNTING REQUIREMENTS

Set forth below are examples of potential FCPA accounting violations. Please note that this is not an exhaustive list.

- The Company fails to record a transaction in its books in a manner that permits the preparation of financial statements in conformity with GAAP or other acceptable criteria.
- Records state that a payment was made to person A, when in reality it was made to person B.
- The records accurately describe the recipient and the purpose of the payment, but misrepresent the amounts involved.
- Bribes or kickbacks are hidden or disguised in company financial records as “consulting fees,” “commissions,” “service fees,” or other misleading terms.
- Any entry is falsified in company financial records even if it has no connection to a bribe.
- Employees incur expenses without the appropriate authorization.
- Employees submit fake expense receipts for reimbursement.
- Employees receive kickbacks from vendors.
- Employees maintain a slush fund or other off-the-books account.
- Employees misuse petty cash funds to make improper payments to third parties or to cover non-business, personal expenses.
- The Company fails to perform effective due diligence on its agents, representatives, contractors, joint venture partners, or target companies in merger/acquisition transactions.
- The Company enters into business relationships with (i) non-existent agents, contractors, or other partners or (ii) existing parties that do not provide any real services or products.
- The Company fails to monitor its on-going relationships with vendors and other business partners to ensure that they do not engage in corrupt or other improper activities.
- Employees engage in self-dealing, embezzlement or other similar schemes involving Company resources.
- The Company fails to impose effective internal controls on subsidiaries or joint ventures in which the Company has more than 50% of the voting interests.
- The Company fails to make a *good faith* effort to cause a joint venture, in which the Company has 50% or less of the voting interests, to adopt effective internal controls.
- Employees have access to unusually high amounts of cash from Company sources.
- The Company fails to conduct effective periodic audits.
- Company employees provide false, misleading, or incomplete information to Company auditors or otherwise prevent effective audits from occurring.
- Employees otherwise circumvent the Company’s internal controls.

ATTACHMENT 3

FRENCH ANTI-GIFT RULES

The “French Anti-Gift Rules” prohibits companies providing certain health services, producing or marketing health-products (including medicines), reimbursed or not, from granting or promising any kind of benefit, directly or indirectly, to certain categories of persons (including healthcare professionals¹ (“HCPs”), medical students², and their respective associations³, civil servants⁴ and military health professionals and military students), subject to limited exclusions (a) and exceptions (b) (Articles L. 1453-3 to L. 1453-14 and R. 1453-13 to R. 1453-18 of the French Public Health Code (“FPHC”)).

(a) **Exclusions** (Article L. 1453-6 FPHC)

The FPHC excludes a few benefits from the scope of the prohibited benefits under the French Anti-Gift Rules:

- (i) remuneration, compensation and payment of expenses for activities provided for in an employment contract or a contract of practice solely relating to practicing a healthcare profession;
- (ii) proceeds from the exploitation or sale of intellectual property rights related to a health product;
- (iii) commercial benefits granted in commercial agreements governed by the French Commercial Code for the purchase of goods or services, the purpose of which is the purchase by an HCP of goods or services offered by a company falling within the scope of the French Anti-Gift Rules, provided that they comply with certain social security requirements of Article L. 138-9 of the French Social Security Code; and
- (iv) benefits in cash or in kind of “negligible value” and relating to the exercise of the beneficiary’s profession.

¹ Individuals practising a healthcare profession regulated by the FPHC: Physician; Surgeon; Midwife; Pharmacist; Pharmacy technician and hospital pharmacy technician; Medical physicist; Nurse; Physiotherapist; Pedicurist; Occupational therapist; Psychomotrician; Speech therapist; Orthoptist; Medical electroradiology technician; Medical laboratory technician; Audioprosthodontist; Optician; Prosthetists and orthotists for the fitting of disabled people: orthoprosthodontists, podiatrists, ocularists, epithesists, orthopedic orthotists; dieticians; nursing assistants; nursery auxiliaries; ambulance attendants; dental assistants; genetic counselors. Also included are people practicing a profession using titles: Chiropractor; Osteopath; Psychotherapist.

² Students intending to practise a health profession in initial training, continuing education or professional development courses.

³ Under the applicable regulations, association covers any type of grouping that brings together, not necessarily exclusively, people practicing a regulated healthcare profession, a profession using a title, or students intending to practice one of these professions, even if the purpose of the association is unrelated to healthcare. This definition therefore includes, for example, associations declared to be of public interest, as well as trade unions and professional federations.

⁴ Civil servants and agents of the State, local authorities and their public establishments, or of any other administrative authority who develop or participate in the development of a public health or social security policy, or who hold administrative police powers of a health-related nature.

The Order of August 7, 2020 setting the amounts below which benefits in kind or in cash are considered to be of negligible value pursuant to 4° of Article L. 1453-6 of the FPHC, sets the thresholds and applicable periods for those benefits of negligible value:

Nature of the benefit	Details	Maximum period or frequency
Meals and snacks	Impromptu and relating to the beneficiary's practice	Maximum: (i) EUR 30 and (ii) two per calendar year
Educational materials (e.g. books, journals,) including subscriptions	Relating to the beneficiary's practice	Maximum (i) EUR 30 per material and (ii) EUR 150 per calendar year (including subscriptions)
Health product samples or demonstration samples	Excluding (i) samples supplied at the request of hospital pharmacies during the two years following the first commercialization of the product in France or a change of product classification ⁵ or (ii) samples and demonstration samples which are provided for educational or training purposes for the professional and cannot be used as part of the patient's care pathway or (iii) samples and demonstration samples which are used by the professional for the patient's education or provided by the professional to the patient exclusively for the purpose of testing or adaptation of the product and for temporary use	Maximum: (i) EUR 20 and (ii) three per calendar year
Office supplies	Relating to the beneficiary's practice	Maximum EUR 20 per calendar year
Other	Relating to the beneficiary's practice, but excluding products whose supply is requested by a public authority	Maximum EUR 20 per calendar year

(b) Exceptions (Article L. 1453-7 FPHC)

By way of derogation, certain benefits falling within the scope of the French Anti-Gift Rules may be granted to the above-mentioned beneficiaries, provided that they meet all of the following conditions:

The benefits for which the derogation may apply are:

⁵ Provided that (i) it is the first time the product is registered in France or that it is the first marketing authorization for the product, or (ii) the product is being registered or authorized for a new strength or pharmaceutical form and that the registration or authorization includes an extension of indication.

- remuneration, compensation and reimbursement of expenses for research, research valorisation, scientific evaluation, consultancy, services or commercial promotion, provided that the remuneration is proportionate to the service rendered and that the compensation or reimbursement does not exceed the costs actually incurred by the beneficiaries of the benefit;
- donations and gifts, whether in cash or in kind, intended exclusively to finance research, research valorisation or scientific evaluation activities;
- donations and gifts intended for associations of professionals and students, including those involved in the training of such persons and scholarly societies with the exception of national professional councils and associations whose purpose is unrelated to their professional activity;
- hospitality offered, directly or indirectly, during events that are exclusively of a professional or scientific nature, or during events promoting health products or health services, provided that this hospitality is of a reasonable level, strictly limited to the main purpose of the event and is not extended to other persons;
- financing or participation in the financing of professional training or continuing professional development programs.

In addition, the derogation is subject to a strict formalism:

- a written agreement stipulating, among others, the nature and value of the benefit must be entered into between the company and the beneficiary (Article L. 1453-8 FPHC).
- the agreement or the draft agreement must be filed with the competent professional board or administrative authority before its implementation or conclusion, either for notification or authorization, depending on the total amount at stake.

The Order of August 7, 2020 setting the amounts above which an agreement provided for in article L. 1453-8 of the FPHC stipulating the granting of benefits is subject to authorization, sets the thresholds and applicable periods above which authorization is required:

	For healthcare professionals	For students intending to practice a health profession	For associations of professionals or students
Remuneration, compensation and reimbursement of expenses for research, use of research findings, scientific evaluation,	EUR 200 per hour, up to a maximum of: - EUR 800 per half-day and - EUR 2,000 for the entire agreement	EUR 80 per hour, up to a maximum of: - EUR 320 per half-day and - EUR 800 for the entire agreement	EUR 200 per hour, up to a maximum of: - EUR 800 per half-day and - EUR 2,000 for the entire agreement

consultancy, services or commercial promotion			
Donations and gifts intended exclusively to finance research activities, research valorisation or scientific evaluation	EUR 5,000	EUR 1,000	EUR 8,000
Hospitality offered during events of an exclusively professional or scientific nature, or during events to promote products or services	<ul style="list-style-type: none"> - EUR 150 per night, - EUR 50 per meal, - EUR 15 per snack, - EUR 2,000 for the entire agreement, including the cost of transport to the event venue <p>Registration fees can be paid in addition to these amounts and must be subject to request for authorization from €1,000</p> <p>Those amounts are all taxes included.</p>	Prohibited	N/A
Financing or contributing to the financing of professional training or continuing professional development	EUR 1,000	N/A	N/A
Donations and gifts for other health-related purposes	N/A	N/A	EUR 1,000
Donations and gifts to associations declared to be in the public interest, including those intended exclusively to finance the research, research promotion or scientific	N/A	N/A	EUR 10,000

evaluation activities mentioned above			
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All benefit below or equal to the above-mentioned thresholds must be **notified** (article L. 1453-10 FPHC) and those exceeding these thresholds must be **authorized** (article L. 1453-11 FPHC):

Submission requirements		
	Prior Approval system	Notification system
Timeline for the submission	In an ordinary case: <u>At the latest:</u> Two (2) months prior to the planned date of implementation of the agreement. Absence of response within the abovementioned timeline is deemed an authorization (Article R. 1453-18 FPHC).	Eight (8) business days prior to the day on which the benefit is granted (Article R. 1453-15 FPHC).
	In case of emergency: <u>At the latest:</u> Three weeks prior to the planned date of implementation of the agreement. Absence of response within the abovementioned timeline is deemed an authorization	
Consequences	<u>Approval:</u> Implementation of the agreement	Potential recommendations regarding the definition of the benefits, the related amounts in relation to applicable thresholds or the content of the agreement.
	<u>Refusal (with reasons for such refusal):</u>	

	<ul style="list-style-type: none"> - It is not possible to implement the agreement; - It is possible to contest the refusal before the administrative courts 	At the discretion of the healthcare company and professional, amendment, implementation or non-implementation of the agreement
Modalities and recipient of the transmission	<p>Transmission of the agreement with attachments, if any, by tele-procedure, to:</p> <ul style="list-style-type: none"> - The professional board of the beneficiary if any; or - The Regional Health Agency where the agreement is executed. <p>The tele-transmission shall be made via the IDAHE 2 portal for benefits granted to physicians and via the <i>Ethique des professionnels de santé</i> portal for all other beneficiaries.</p>	

FRENCH TRANSPARENCY RULES

Pursuant to the “French Transparency Rules”, companies manufacturing or marketing health products (including medicines) are required to bi-annually disclose on a public website (<https://www.entreprises-transparence.sante.gouv.fr/>) detailed information regarding their interactions (agreements, remuneration, compensations and benefits above EUR 10) with a broad spectrum of beneficiaries (Article L. 1453-1 and articles D. 1453-1 to R. 1453-7 FPHC).

The list of beneficiaries is much broader than the list of beneficiaries pursuant to the anti-gift rules, and includes: HCPs and associations of HCPs whose purpose relates to the practice of their profession; Students to become HCPs (except when they received benefits from companies with which they are bound by a fellowship agreement) and associations and groups in charge of defending their interests; patient associations; public and private hospitals, social and medico-social institutions; non-profit organisations, learning societies and consulting companies or organisations (with the exception of regulated professions subject to their own regulation) involved in the healthcare sector; software designers for prescription and dispensing of health products; media (press, radio and television broadcasters) publishing companies and online publishers; people who, in the medial or on social networks, present one or more healthcare products in such a way as to influence the public; and legal entities providing or participating in the initial or continuing training of HCPs (for example, universities or university hospitals, public or private schools and organizations providing continuous medical education).

The following information must be collected internally and reported (Article R. 1453-3 FPHC):

For agreements:

- Company’s name, corporate purpose and address of the registered office;
- Identity of the parties;
- Date of signature of the agreement;
- Expiry date of the agreement, if known at the time of signature;
- Purpose of the agreement according to the typology provided for in Article 8 of Order of December 3, 2013 concerning the operating conditions of the single public website mentioned in article R.

1453-4 of the public health code;

- Where the purpose of the agreement is a promotional, professional or scientific event: the organizer, name, date and place of the event; and
- Monetary value of the agreement as specified in the agreement at the time of its signature (if this monetary value is subsequently amended, the publication must be accordingly modified).

In order to ensure traceability of benefits and remunerations granted, co-contractors are required to provide all the information they are aware of to identify any indirect and final beneficiaries.

For remuneration:

- Company's name, corporate purpose and address of the registered office;
- Identity of the beneficiaries (whether direct or indirect and final beneficiaries);
- Date and amount, rounded to the nearest euro, of each remuneration paid to beneficiaries during a semester;
- Calendar semester during which the remuneration was paid.

For benefits:

- Company's name, corporate purpose and address of the registered office;
- Identity of the beneficiaries (whether direct or indirect and final beneficiaries);
- Amount, including all taxes, rounded to the nearest euro, the date and nature of each benefit received by the beneficiary;
- Calendar semester during which the benefit was granted.

The reporting timeline on the dedicated website is:

- September 1st for agreements entered into, remuneration paid, and benefits granted during S1 of the same year (January 1 until June 30);
- March 1st of the following year for agreements entered into, remuneration paid, and benefits granted during S2. (1 July until 31 December)