



Public limited company with a capital of 95,053,684 euros
Registered office: 15, rue Traversière - 75012 Paris
890 974 413 Companies Register of Paris

(the "Company")

<p style="text-align: center;">COMBINED GENERAL MEETING OF SHAREHOLDERS DATED 22 MAY 2024</p>
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AGENDA

Ordinary:

1. Approval of the parent company financial statements for the year ended 31 December 2023,
2. Approval of the consolidated financial statements for the year ended 31 December 2023,
3. Allocation of loss for the financial year ended 31 December 2023,
4. Ratification of the co-optation of Géraldine Leveau as a Director of the Company,
5. Appointment of Ernst & Young Audit as auditor certifying the sustainability information,
6. Approval of the changes made for 2023 to the remuneration policy for executive directors insofar as it applies to Ms Viviane Monges, Chief Executive Officer of the Company, with effect from 30 October 2023,
7. Ratification of the regulated agreement concluded between the Company and Mrs. Cécile Dussart
8. Approval of the regulated agreements concluded between the Company's affiliates and Sanofi Group,
9. Determination of the total remuneration allocated to the Company's Board of Directors,
10. Approval of the information referred to in I of Article L. 22-10-9 of the French Commercial Code relating to remuneration paid during or awarded in respect of the financial year ended 31 December 2023 to corporate officers,
11. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended 31 December 2023 or awarded in respect of the same financial year to Ms Viviane Monges, Chair of the Board of Directors of the Company,
12. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended 31 December 2023 or awarded in respect of the same financial year to Mr Karl Rotthier, Chief Executive Officer of the Company until 30 October 2023,

13. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the year ended 31 December 2023 or awarded in respect of the same year to Ms Viviane Monges, Chief Executive Officer of the Company with effect from 30 October 2023,
14. Approval of the remuneration policy for members of the Board of Directors,
15. Approval of the remuneration policy for Ms Viviane Monges, Chair of the Board of Directors,
16. Approval of the remuneration policy for Ms Viviane Monges, Chief Executive Officer of the Company, until March 1, 2024,
17. Approval of the remuneration policy for Mr Ludwig de Mot, Chief Executive Officer of the Company, with effect from March 1, 2024,
18. Authorisation to be granted to the Board of Directors to buy, hold or transfer shares in the Company,

Extraordinary:

19. Authorisation for the Board of Directors to reduce the share capital by cancelling shares under the authorisation to buy back the Company's own shares,

Ordinary:

20. Powers for formalities.

TEXT OF THE RESOLUTIONS

RESOLUTIONS FALLING WITHIN THE REMIT OF THE ORDINARY GENERAL MEETING

First resolution

Approval of the parent company financial statements for the year ended 31 December 2023

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the financial statements for the year ended 31 December 2023, the reports of the Board of Directors, including the management report and the corporate governance report, and the statutory auditors' report on the financial statements,

approves, in their entirety and without reservation, the financial statements for the year ended 31 December 2023, as presented, together with the transactions reflected in those financial statements and summarised in those reports,

notes that the financial statements for the year do not show any expenses or charges as referred to in Article 39-4 of the French General Tax Code, with the exception of amount of 640 euros related to a car lease (in accordance with the provisions relating to passenger cars) and approves them.

Second resolution

Approval of the consolidated financial statements for the year ended 31 December 2023

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having read the Board of Directors' report on the management of the group included in the management report for the year ended 31 December 2023, in accordance with Article L. 233-26 of the French Commercial Code, and the Statutory Auditors' report on the consolidated financial statements for the year ended 31 December 2023,

approves, in their entirety and without reservation, the consolidated financial statements for the year ended 31 December 2023 as presented to them, together with the transactions reflected in those financial statements and summarised in the Group management report.

Third resolution

Allocation of loss for the financial year ended 31 December 2023

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' management report and the Statutory Auditors' reports, noting that the loss for the year ended 31 December 2023 amounts to 698,864,745.58 euros,

resolves to allocate the said loss to the retained earnings account, which will henceforth amount to 750,424,325.91 euros.

In accordance with Article 243 bis of the French General Tax Code, no dividend has been paid in respect of the last three financial years.

Fourth resolution

Ratification of the co-optation of Ms Géraldine Leveau as a Director of the Company

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report,

having noted that at its meeting on 10 May 2023, the Board of Directors provisionally appointed Ms Géraldine Leveau as a member of the Board of Directors to replace Mr Jean-Christophe Dantonel, who has resigned, for the remainder of the latter's term of office, i.e. until the close of the General Meeting called to approve the financial statements for the year ending 31 December 2025,

ratifies, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Ms Géraldine Leveau as a member of the Board of Directors under the aforementioned terms and conditions.

Fifth resolution

Appointment of Ernst & Young Audit as auditor certifying the sustainability information

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report,

in accordance with Articles L. 822-1 et seq. of the French Commercial Code,

resolves to appoint Ernst & Young Audit as auditor certifying the sustainability information of the Company and its Group as provided for in Articles L. 22-10-36, L. 232-6-3 and L. 233-28-4 of the French Commercial Code for a period of three financial years, corresponding to the remaining period as statutory auditor certifying the financial statements, i.e. until the close of the General Meeting called to approve the financial statements for the financial year ending 31 December 2026.

Ernst & Young Audit has informed the Company in advance that it will accept this mandate.

Sixth resolution

Approval of the changes made for 2023 to the remuneration policy for executive directors insofar as it applies to Ms Viviane Monges, Chief Executive Officer of the Company, with effect from 30 October 2023

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code, which describes the remuneration policy for executive directors,

approves, pursuant to paragraph II of Article L. 22-10-8 of the French Commercial Code, the changes made for 2023 to the remuneration policy for executive directors insofar as it applies to Ms Viviane Monges, Chief Executive Officer of the Company, with effect from 30 October 2023, as presented in the said report included in the Company's 2023 Universal Registration Document, in section 2.3.1.

Seventh resolution

Ratification of the regulated agreement concluded between the Company' and Cécile Dussart

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report and the Statutory Auditors' special report on regulated agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code,

ratifies the regulated agreement authorised by the Board of Directors on Octobre 25, 2023 and concluded between the Company and Cécile Dussart on Octobre 25, 2023 under the terms of said authorisation.

Eighth resolution

Approval of the regulated agreement concluded between the Company's affiliates and Sanofi Group

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report and the Statutory Auditors' special report on regulated agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code,

approves the following agreements:

(i) agreement entitled "Letter agreement no. 1 to the Francopia Reverse Manufacturing and Supply Agreement ("RMSA Francopia)", dated December 13, 2023, concluded between Francopia and Sanofi Winthrop Industrie,

(ii) agreement entitled "Letter agreement no. 2 to the Francopia Reverse Manufacturing and Supply Agreement ("RMSA Francopia)", dated December 13, 2023, concluded between Francopia and Sanofi Winthrop Industrie,

(iii) agreement entitled "Letter agreement no. 2 relating to GMSA and Reverse Manufacturing and Supply Agreement A ("RMSA A)", dated December 13, 2023, concluded between Euroapi France and Sanofi Winthrop Industrie,

(iv) agreement entitled "Letter agreement no. 1 relating to the Global Manufacturing & Supply Agreement ("GMSA") and the Reverse Manufacturing and Supply Agreement A ("RMSA A)", dated April 21, 2023, concluded between Euroapi France and Sanofi Winthrop Industrie,

(v) agreement entitled "Memorandum of Understanding ("MOU") relating to the Global Manufacturing and Supply Agreement ("GMSA"), Reverse Manufacturing and Supply Agreement B12 ("RMSA B12") and Reverse Manufacturing and Supply Agreement A ("RMSA A)", dated February 28, 2024, concluded between Euroapi France and Sanofi Winthrop Industrie, and

(vi) agreement entitled "Amendment no. 2 to the Global Manufacturing & Supply Agreement ("GMSA)" dated February 28, 2024, concluded between Euroapi France and Sanofi Winthrop Industrie,

As previously approved by the Board of Directors on February 28, 2024 and March 21, 2024 and described in Section 3.1.1. of the Universal Registration Document of the Company.

Ninth resolution

Determination of the total remuneration allocated to the Company's Board of Directors

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report,

in accordance with the provisions of Article L. 225-45 of the French Commercial Code,

resolves to set at 1,100,000 euros the total remuneration allocated to members of the Board of Directors in respect of their activities during the current financial year and for each subsequent financial year, until a decision to the contrary is taken by the Ordinary General Meeting of shareholders.

Tenth resolution

Approval of the information referred to in I of Article L. 22-10-9 of the French Commercial Code relating to remuneration paid during or awarded in respect of the financial year ended 31 December 2023 to corporate officers

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report on corporate governance,

approves, pursuant to Article L. 22-10-34, paragraph I of the French Commercial Code, the information referred to in Article L. 22-10-9, paragraph I of the French Commercial Code concerning remuneration of any kind paid during or awarded in respect of the financial year ended 31 December 2023 to corporate officers, as described in the aforementioned report included in the Company's 2023 universal registration document, in sections 2.3.1.

Eleventh resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended 31 December 2023 or awarded in respect of the same financial year to Ms Viviane Monges, Chair of the Board of Directors of the Company

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report on corporate governance,

pursuant to the provisions of paragraph II of Article L. 22-10-34 of the French Commercial Code,

approves the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year 2023 or awarded in respect of the same financial year to Ms Viviane Monges, Chair of the Board of Directors, in respect of her office, as decided by the Board of Directors and detailed in the said report in the Company's 2023 Universal Registration Document, section 2.3.3.

Twelfth resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended 31 December 2023 or awarded in respect of the same financial year to Mr Karl Rotthier, Chief Executive Officer of the Company until 30 October 2023

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report on corporate governance,

pursuant to the provisions of paragraph II of Article L. 22-10-34 of the French Commercial Code,

approves the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year 2023 or awarded in respect of the same financial year to Mr Karl Rotthier, Chief Executive Officer of the Company until 30 October 2023, in respect of his office, as decided by the Board of Directors and detailed in the said report in the Company's 2023 Universal Registration Document, section 2.3.4.

Thirteenth resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the year ended 31 December 2023 or awarded in respect of the same year to Ms Viviane Monges, Chief Executive Officer of the Company with effect from 30 October 2023

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report on corporate governance,

pursuant to the provisions of paragraph II of Article L. 22-10-34 of the French Commercial Code,

approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year 2023 or awarded in respect of the same financial year to Ms Viviane Monges, Chief Executive Officer of the Company with effect from 30 October 2023, in respect of her office, as decided by the Board of Directors and detailed in the said report in the Company's 2023 Universal Registration Document, in section 2.3.3.

Fourteenth resolution

Approval of the remuneration policy for members of the Board of Directors

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report on corporate governance,

pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code,

approves the remuneration policy for members of the Board of Directors in respect of the financial year 2024, as set out in the aforementioned report in the Company's 2023 Universal Registration Document, section 2.3.1.

Fifteenth resolution

Approval of the remuneration policy for Ms Viviane Monges, Chair of the Board of Directors

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report on corporate governance,

pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code,

approves the remuneration policy for Ms Viviane Monges, Chair of the Board of Directors, in respect of the financial year 2024, as set out in the aforementioned report in the Company's 2023 Universal Registration Document, in section 2.3.1.

Sixteenth resolution

Approval of the remuneration policy for Ms Viviane Monges, Chief Executive Officer of the Company, until March 1, 2024

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report on corporate governance,

pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code,

approves the remuneration policy for Ms Viviane Monges, *Chief Executive Officer of the Company* for the financial year 2024 until March 1, 2024, as set out in the said report in the Company's 2023 Universal Registration Document, section 2.3.1.

Seventeenth resolution

Approval of the remuneration policy for Mr Ludwig de Mot, Chief Executive Officer of the Company, with effect from March 1, 2024

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report on corporate governance,

pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code,

approves the remuneration policy for Mr Ludwig de Mot, Chief Executive Officer of the Company, for the financial year 2024 with effect from March 1, 2023, as set out in the said report contained in the Company's 2023 Universal Registration Document, in section 2.3.1.

Eighteenth resolution

Authorisation to be granted to the Board of Directors to buy, hold or transfer shares in the Company

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the Board of Directors' report,

authorises the Board of Directors, with powers to subdelegate within the law, for a period of eighteen (18) months from the date hereof, to acquire, in accordance with the conditions set out in Articles L. 225-210 et seq. and L. 22-10-62 et seq. of the French Commercial Code, in Articles 241-1 to 241-5 of the General Regulations of the Autorité des marchés financiers and by Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, shares in the Company; acquisitions made by the Company may under no circumstances result in the Company holding at any time more than 10% of the shares comprising its share capital,

resolves that the shares may be acquired, sold, exchanged or transferred by any means, on one or more occasions, on the stock market or over-the-counter, including by block purchases or sales, public offers, the use of options or derivatives, in compliance with applicable regulations,

resolves that the authorisation may be used for the following purposes:

- to ensure the liquidity of the Company's shares under a liquidity contract concluded with an independent investment services provider that complies with a code of conduct recognised by the Autorité des marchés financiers;
- to use all or part of the shares acquired to honour obligations relating to stock option plans, free share allocations, employee savings plans or other allocations of shares to employees and executive directors of the Company or of companies that are or will be affiliated to it, and to carry out any hedging transactions relating to these transactions under the conditions and in accordance with the provisions of the applicable laws and regulations;
- to remit shares for the exercise of rights associated with securities giving entitlement to the allotment of shares in the Company, and to carry out any hedging transactions relating to such transactions under the conditions and in accordance with the provisions of the applicable laws and regulations;
- to purchase shares to be held and subsequently used in exchange or as consideration for acquisitions, mergers, demergers or asset-for-share exchanges, in particular in compliance with stock market regulations;
- to cancel all or some of the shares so repurchased, subject to the adoption of the nineteenth resolution below and, if so, in accordance with the terms set out therein; or
- more generally, to operate for any purpose that may be authorised by law or any market practice that may be accepted by the market authorities, it being specified that, in such a case, the Company would inform its shareholders by means of a press release,

resolves to set the maximum unit purchase price per share (excluding costs and commissions) at 15 euros, with an overall ceiling of nine million four hundred thousand (9,400,000) euros, it being specified that this purchase price will be subject to any adjustments necessary to take account of any transactions affecting the share capital (in particular in the event of the capitalisation of reserves and the allocation of free shares, share splits or reverse splits) that may take place during the validity period of this authorisation,

resolves that the maximum number of shares that may be purchased under this resolution may not, at any time, exceed 10% of the total number of shares making up the share capital at any time, this percentage applying to a share capital figure adjusted to reflect transactions affecting it subsequently, it being specified that, in accordance with the law, (i) when the shares are purchased in order to promote the liquidity of the Company's shares under the conditions defined by the General Regulations of the *Autorité des Marchés Financiers*, the number of shares taken into account for the calculation of this limit will correspond to the number of shares purchased less the number of shares resold during the term of the authorisation and (ii) when they are acquired with a view to their retention and subsequent remittance as payment or exchange as part of a merger, demerger or contribution, the number of shares acquired may not exceed 5% of the total number of shares,

grants full powers to the Board of Directors, with powers to subdelegate within the law, to implement this authorisation, in particular to decide whether to initiate a share buyback programme and to determine the terms and conditions thereof, to place any stock market orders and to sign any deeds of sale or transfer, conclude any agreements, liquidity contracts and option contracts, make all declarations to the *Autorité des Marchés Financiers* and any other body, and carry out all necessary formalities, in particular allocating or reallocating the shares acquired for the various formalities, and generally do all that is necessary,

resolves that, without the prior authorisation of the General Meeting, the Board of Directors may not make use of this delegation of authority from the date on which a third party submits a draft public offer for the Company's shares until the end of the offer period,

notes that this resolution supersedes the authorisation of the same nature granted to the Board of Directors in the twelfth resolution of the General Meeting of 11 May 2023, at the close of this General Meeting, to the extent, where appropriate, of the unused portion thereof.

RESOLUTIONS FALLING WITHIN THE REMIT OF THE EXTRAORDINARY GENERAL MEETING

Nineteenth resolution

Authorisation for the Board of Directors to reduce the share capital by cancelling shares under the authorisation to buy back the Company's own shares

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the Board of Directors' report and the statutory auditors' report,

subject to the adoption of the eighteenth resolution above,

authorises the Board of Directors, in accordance with Articles L. 225-210 et seq. and L. 22-10-62 et seq. of the French Commercial Code, for a period of eighteen (18) months from today, to cancel, on one or more occasions, up to a maximum of 10% of the share capital per twenty-four (24) month period, all or some of the shares acquired by the Company and to reduce, as appropriate, the share capital, in the proportions and at the times it sees fit, it being specified that this limit applies to an amount of share capital which may be adjusted to take account of any transactions affecting it subsequent to the date of this Meeting,

resolves that any excess of the purchase price of the shares over their par value will be deducted from share, merger or contribution premiums or from any available reserve, including the legal reserve, provided that the latter does not fall below 10% of the Company's share capital after the capital reduction,

grants full powers to the Board of Directors, with powers to subdelegate within the law, to carry out any actions, formalities or declarations with a view to finalising any capital reductions that may be made under this authorisation, and to amend the Company's Articles of Association accordingly,

notes that this resolution supersedes the authorisation of the same nature granted to the Board of Directors in the thirteenth resolution of the General Meeting of 11 May 2023, at the close of this General Meeting, to the extent, where appropriate, of the unused portion thereof.

RESOLUTIONS FALLING WITHIN THE REMIT OF THE ORDINARY GENERAL MEETING

Twentieth resolution

Powers for formalities

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, confers full powers on any bearer of an original, copy or certified extract of the minutes of this meeting to carry out any filing, publication or other formalities required.