

**Time Sensitive  
Materials**

## **Depository's Notice of Combined General Meeting of Abivax SA**

<b>ADSs:</b>	American Depositary Shares.
<b>ADS CUSIP No.:</b>	00370M103.*
<b>ADS Record Date:</b>	May 7, 2025.
<b>Meeting Specifics:</b>	Combined General Meeting to be held on June 6, 2025 at 10:00 A.M. Paris time, in Dechert (Paris) LLP offices, located 22, rue Bayard – 75008 Paris (France) (the “ <u>Meeting</u> ”).
<b>Meeting Agenda:</b>	The draft resolutions to be voted on at the meeting have been reproduced on page 3 hereof (Exhibit A). You may also view the agenda and draft resolutions on the Company’s website: <a href="https://ir.abivax.com/financial-information/shareholder-meeting">https://ir.abivax.com/financial-information/shareholder-meeting</a> .
<b>ADS Voting Deadline:</b>	On or before 10:00 A.M. (New York City time) on May 30, 2025.
<b>Deposited Securities:</b>	Ordinary shares (the “ <u>Shares</u> ”) of Abivax SA, a limited company ( <i>société anonyme</i> ) incorporated under the laws of France (the “ <u>Company</u> ”).
<b>ADS Ratio:</b>	One (1) Share to one (1) ADS.
<b>Depository:</b>	Citibank, N.A.
<b>Custodian of Deposited Securities:</b>	Citibank Europe plc.
<b>Deposit Agreement:</b>	Deposit Agreement, dated as of October 24, 2023, by and among the Company, the Depository, and all Holders and Beneficial Owners of ADSs issued thereunder.

\*CUSIP No. is provided as convenience only and without any liability for accuracy.

To be counted, your Voting Instructions need to be received by the Depository prior to 10:00 A.M. (New York City time) on **May 30, 2025**

The Company has announced that the Meeting will be held at the date, time and location identified above. The meeting agenda has been reproduced on page 3 hereof (Exhibit A). **Copies of some Company materials such as the procedures for obtaining preparatory documents and the statutory auditors report will be posted at the Company's website: <https://ir.abivax.com/financial-information/shareholder-meeting>.** The information with respect to the Meeting contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g. an adjournment or cancellation of the Meeting, a change in location and/or manner of holding the Meeting). The Company intends to announce any changes and updates only on its website <https://ir.abivax.com/financial-information/shareholder-meeting>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting as it is not expected that any additional information will be distributed to you via mail or email.

The enclosed materials are provided to allow you to vote at the Meeting. The Company has requested the Depositary to provide you with instructions on the voting process.

As set forth in Section 4.10 of the Deposit Agreement, Holders of record of ADSs, as of the close of business on the ADS Record Date, will be entitled, subject to applicable law, the provisions of the Deposit Agreement, the Articles of Association of the Company, and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs.

Holders of ADSs wishing to give Voting Instructions to the Depositary must sign, complete, and return the enclosed Voting Instructions prior to the ADS Voting Instructions Deadline in the enclosed pre-addressed envelope.

Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from the Holder shall not be voted (except as otherwise contemplated herein). Neither the Depositary nor the Custodian shall under any circumstances exercise any discretion as to voting and neither the Depositary nor the Custodian shall vote, attempt to exercise the right to vote, or in any way make use of, for purposes of establishing a quorum or otherwise, the Deposited Securities represented by ADSs, except pursuant to and in accordance with the voting instructions timely received from Holders or as otherwise contemplated herein.

If the Depositary receives from a Holder voting instructions which fail to specify the manner in which the Depositary is to vote the Deposited Securities represented by such Holder's ADSs, the Depositary will deem such Holder to have instructed the Depositary to vote in favor of the items set forth in such voting instructions. Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from the Holder, the Depositary shall deem such Holder to have instructed the Depositary to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depositary with respect to any matter to be voted upon as to which the Company informs the Depositary that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the right of Holders of Deposited Securities may be materially adversely affected.

Upon receipt from a Holder of a signed and completed Voting Instructions Card prior to the ADS Voting Deadline, the Depositary shall endeavor, insofar as practicable and permitted under any applicable provisions of French law and the Company's By-Laws, to cause to be voted the Shares represented by such ADSs.

***Please note that Voting Instructions may be given only in respect of a number of ADSs representing an integral number of Shares.***

The information enclosed herewith with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as depositary and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy or completeness of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. If you wish to receive a copy of the Deposit Agreement, please contact the Depositary at the number set forth below.

Holders and Beneficial Owners of ADSs should not rely on the Depositary as the sole source of information and are hereby instructed to consult their broker, financial intermediary, or legal or financial advisor for advice concerning their particular circumstances. The Depositary makes no recommendations and gives no investment, legal or tax advice as to the foregoing matters.

***If you have any questions concerning the enclosed material or if you need further explanation of the questions covered therein, please call Citibank, N.A. - ADR Shareholder Services toll-free at 877-CITI-ADR (877-248-4237).***

Citibank, N.A., as Depositary

## EXHIBIT A

### AGENDA

#### Resolutions submitted to the Ordinary General Shareholders' Meeting:

- Reports of the Board of Directors and the Statutory Auditor,
- Approval of the Company's financial statements for the financial year ended 31 December 2024 (1st resolution),
- Approval of the Company's consolidated financial statements for the financial year ended 31 December 2024 (2nd resolution),
- Allocation of the income for the financial year ended 31 December 2024 (3rd resolution),
- Approval of the agreements referred to Articles L. 225-38 *et seq.* of the French Commercial Code (*Code de commerce*) (4th resolution),
- Ratification of the cooptation of a Director (Sylvie Grégoire) (5th resolution),
- Ratification of the cooptation of a Director (Dominik Höchli) (6th resolution),
- Renewal of a Director's term of office (Corinna zur Bonsen-Thomas) (7th resolution),
- Renewal of a Director's term of office (Marc de Garidel) (8th resolution),
- Renewal of a Director's term of office (Camilla Soenderby) (9th resolution)
- Renewal of a Director's term of office (Dominik Höchli) (10th resolution)
- Renewal of the office of the Statutory Auditor (PricewaterhouseCoopers Audit) (11th resolution),
- Approval of the compensation items mentioned in Article L. 22-10-9 I of the French Commercial Code, pursuant to Article L. 22-10-34 of the French Commercial Code (12th resolution),
- Approval of the compensation items paid during, or allocated for, the financial year 2024 to Mr. Marc de Garidel as Chair of the Board of Directors by interim and Chief Executive Officer (13th resolution),
- Approval of the compensation items paid during, or allocated for, the financial year 2024 to Ms. Sylvie Grégoire as Chair of the Board of Directors (14th resolution),
- Approval of the information on corporate officers' compensation included in the corporate governance report and referred to in Article L.22-10-9 I. of the French Commercial Code (15th resolution),
- Approval of the compensation policy applicable to the Chair of the Board of Directors (16th resolution),
- Approval of the compensation policy applicable to the Chief Executive Officer (17th resolution),
- Approval of the compensation policy applicable to the Board members (18th resolution),
- Authorization to be granted to the Board to purchase the Company's own shares (19th resolution),

#### Resolutions submitted to the Extraordinary General Shareholders' Meeting:

- Authorization to the Board of Directors to reduce share capital by cancelling treasury shares (20th resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, maintaining preferential subscription rights (21st resolution)
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights by way of an offer to the public, and with the ability to confer a right of priority (22nd resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights in favor of a specific category of persons (23rd resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase, within the limit of 30% of the share capital per year, by issuing shares, securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, with cancellation of the preferential subscription rights by way of a public offer to qualified investors or a restricted group of investors, within the meaning of Article L. 411-2, paragraph 1°, of the French Monetary and Financial Code (*Code monétaire et financier*) (24th resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, with cancellation of the preferential subscription rights in favor of certain categories of investors within the framework of an equity financing agreement in the United States stock market known as an "At-The-Market" or "ATM Program" (25th resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights in favor of designated beneficiaries (26th resolution)
- Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights (27th resolution),
- Delegation of authority to the Board of Directors to increase capital by capitalizing premiums, reserves, profits or other items (28th resolution),
- Delegation of authority to the Board of Directors to issue shares and securities leading to a capital increase in consideration of non-cash contributions (29th resolution),
- Delegation of authority to the Board of Directors to issue shares and securities entailing a capital increase in the event of a public exchange offer initiated by the Company (30th resolution),
- Setting of the overall limits on the amount of the issues carried out pursuant to the delegations granted (31st resolution),
- Authorization to the Board of Directors to grant share subscription and/or purchase options ("**Options**"), with cancellation of the shareholders' preferential subscription rights in favor of a specific category of persons (32nd resolution),
- Delegation of authority to the Board of Directors to issue and allot ordinary share warrants ("**Warrants**"), with cancellation of the shareholders' preferential subscription rights in favor of a specific category of persons (33rd resolution),
- Authorization to the Board of Directors to allot free shares, whether existing or to be issued ("**Free Shares**"), with cancellation of the shareholders' preferential subscription rights in favor of a specific category of persons (34th resolution),
- Setting of the overall limits on the amount of the issues carried out pursuant to the authorizations to grant Options and Free Shares and the delegations of authority in order to issue Warrants (35th resolution),

- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities conferring access to the Company's capital restricted to members of a company savings plan, with cancellation of the shareholders' preferential subscription rights in favor thereof (36th resolution),
- Modification of the corporate purpose of the Company and correlative amendments to Article 4 of the Company's bylaws (Corporate Purpose) (37th resolution),
- Deletion of Article 6.1 of the Company's bylaws (Contributions - capital formation) (38th resolution),
- Amendments to Article 15.2 of the Company's bylaws (*Meetings of the Board of Directors*) concerning the use of a means of meetings of the Board of Directors (39th resolution),
- Amendments to Articles 15.3 (Quorum and Majority) and 17.1 (*General Management*) of the Company's bylaws concerning the quorum and majority of the Board of Directors' meetings (40th resolution),
- Amendments to Article 15.5 of the Company's bylaws (*Written consultation*) concerning the written consultation of the members of the Board of Directors (41st resolution)
- Amendments to Article 16.1 of the Company's bylaws (*Powers of the Board of Directors*) concerning the changes of the bylaws (42nd resolution)

**Resolutions submitted to the Ordinary General Shareholders' Meeting:**

- Powers for formalities (43rd resolution).