

ABIVAX SA

APPOINTMENTS AND COMPENSATION COMMITTEE CHARTER AND INTERNAL RULES OF PROCEDURE

With the approval of the board of directors (the “*Board of Directors*”) of Abivax SA (the “*Company*”) held on September 28, 2023, the appointments and compensation committee of the Company (the “*Committee*”) adopted on September 28, 2023 this charter and internal rules of procedure of the Committee (collectively, the “*Charter*”).

The members of the Committee shall all be members of the Board of Directors and, as such, must comply with the provisions of the Company’s Board of Directors Rules of Procedure.

In accordance with French law, the Committee has only an advisory role and can only make recommendations to the Board of Directors, which shall nevertheless take into account such recommendations in exercising its ultimate authority.

In addition to the possible reimbursement of expenses and compensation due in connection with their functions as directors and members of the Committee as may be decided by the Board of Directors, the Committee members shall receive from the Company and its subsidiary no compensation other than attendance fees. Their duties on the Committee may be taken into account in determining the allocation of such attendance fees. Members of the Committee may not accept, directly or indirectly, any consulting, advisory or other compensatory fees from the Company or any of its subsidiaries, except in his or her capacity as a member of the Committee, the Board of Directors or any other committee of the Board of Directors or as otherwise permitted by Rule 10A-3 of the U.S. Securities Exchange Act of 1934 (the “*Exchange Act*”).

I. PURPOSE

The Committee provides advice and makes appropriate recommendations with respect to the areas detailed in this Charter in Section III “Responsibilities”.

II. COMPOSITION

The Committee shall be composed of at least two (2) members appointed by the Board of Directors. No member of the Committee may be a person exercising any management function within the Company and its subsidiary.

The term of office of Committee members shall coincide with their term of office as a director or such other term as the Board of Directors may decide and may be revoked by the Board of Directors at any time and without reason. The appointments shall be renewable without limitation. The Board of Directors may change the composition of the Committee at any time.

III. RESPONSIBILITIES

In addition to any other responsibilities which may be assigned to it from time to time by the Board of Directors, the Committee is responsible for the following appointments and corporate governance matters:

- provide recommendations and proposals to the Board of Directors concerning the appointment, in particular in the research of a balanced representation of men and women on the Board of Directors, compensation, retirement and provident scheme, supplementary

pension benefits, benefits in kind, various financial rights of our managers and executive officers, the allocation of founder warrants, bonus shares, share subscription warrants, share subscription or share purchase options, for the benefit of our employees, managers or consultants and, where applicable, its subsidiaries, in accordance with legal provisions;

- define the methods for determining the variable portion of the compensation of corporate officers and monitors its application;
- examine and participate in the recruitment process of C-suite employees and, upon request from management, any other senior employees;
- propose a general policy for awarding share warrants, free or performance shares, and options to subscribe or purchase shares, and determines the frequency thereof, depending on the categories of beneficiaries;
- examine the system of for the allocation of Board of Directors' fees among the members of the Board of the Directors, particularly according to their participation in the Company's committees;
- express its opinion to senior management about the compensation of the principal senior executives and review the achievement of their annual objectives;
- at least annually, review proposed revisions of the employee's fixed compensation;
- on an annual basis, with respect to existing directors and in connection with evaluations of potential new directors, submit to the Board of Directors an analysis and recommendation as to who may qualify as an "independent member" in accordance with applicable French law, regulations and governance codes, and, in case the shares are listed on the Nasdaq Global Market in the United-States of America, with the independence criteria of (A) Nasdaq Rule 5605 and (B) in the case of individuals proposed for membership on the audit committee of the Company (the "*Audit Committee*"), Rule 10A-3 of the Exchange Act;
- (i) recommend to the Board of Directors a succession plan for the Company's executive officers and for the Chairperson of the Board, and (ii) periodically review the succession plan;
- at least annually, lead the Board of Directors in a self-evaluation to determine whether it and its committees are functioning effectively, and based on such evaluations recommend proposed changes to the Board of Directors;
- at least annually, present a report to the Board of Directors on the Committee's operation, recommendations, proposals, conclusions, and comments drawn up on the basis of the requirements of this Charter and an evaluation of (i) its own performance and (ii) the adequacy of this Charter;
- periodically review the Company's governance policies, including the Code of Business Conduct and Ethics, to confirm that they conform with applicable law and reflect current market standards, as applicable to the conduct of the Company's operations and recommending any changes deemed appropriate to the Board of Directors for its consideration; and
- review questions of possible conflicts of interest of members of the Board of Directors and other corporate officers, including whether potential service on the board of directors or committees of the Board of Directors of other companies conflicts with the current and contemplated business of the Company; review actual and potential conflicts of interest of

members of the Board of Directors and corporate officers, other than related party transactions reviewed by the Audit Committee of the Company, and provide the Board of Directors with recommendations on any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

IV. ORGANIZATION OF THE COMMITTEE'S WORK

The chairperson of the Committee shall be appointed by the Board of Directors. The Committee shall appoint its secretary from among its members. In the absence of the chairperson at any Committee meeting, the Committee shall appoint a chairperson of the meeting at the time of the relevant meeting.

The presence of at least half of the Committee's members shall constitute a quorum for the Committee's conduct of business and deliberation. Committee members may not be represented by proxy.

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but not less frequently than semi-annually, according to a schedule set by its chairperson. The Committee shall also meet at the request of its chairperson, the chairperson of the Company's Board of Directors or any individual to whom one of them shall have delegated the authority necessary for the convocation. Meeting shall be called with reasonable notice (at least 24 hours in advance) or without notice in the event of an emergency.

Meetings may be called by any means, including verbally. The chairperson shall set the agenda for each meeting and lead the discussions.

The Committee members may validly deliberate by videoconference, by telephone conference or in writing.

The Committee may invite any other director (including the chairperson of the Board of Directors) to participate in any Committee meeting or portion thereof. The chairperson of the Board of Directors shall not have the right to vote and shall not be present during the deliberations relating to his/her own situation.

The Committee may request from the general manager (*directeur général*) of the Company the assistance of any senior executive of the Company whose skills could facilitate the handling of an item on the agenda. The chairperson of the Committee or the chairperson of the meeting shall bring to the attention of any person participating in the discussions the confidentiality obligations binding upon them with respect to such discussions.

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by the Committee to discharge its responsibilities under this Charter.

The Committee's proposals and recommendations shall be presented to the Board of Directors.

The chairperson or secretary of the Committee shall present its recommendations to the Board of Directors following its last working session.

The Committee shall have the resources appropriate to discharge its responsibilities, including to engage independent legal counsel or other advisors as the Committee deems necessary to carry out its duties, including resources for the payment of (a) compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (b) compensation to independent counsel or any other advisors employed by the Committee and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall be solely responsible for the appointment, compensation and oversight of such advisors retained by the Committee. The Committee may select such advisors, or receive advice from any other advisor, only after taking into consideration all factors relevant to that

person's independence from management, including those independence factors enumerated by the rules of the exchange market on which the Company's securities are or may become listed.

V. REPORTS OF THE COMMITTEE

The Committee shall report periodically to the Board of Directors. The Committee chairperson shall ensure that the Committee's activity reports to the Board of Directors, including those provided for in Section III hereof, enable the Board of Directors to be kept fully informed, thus facilitating its discussions.

On a proposal by the Chairperson, a Secretary – who may but need not be a Committee member – must be appointed by the Committee before each Committee meeting. The Committee must ensure that the Secretary performs the duties entrusted to him or her for the Committee meetings for which he or she has been appointed, and ensure that minutes are drawn up of Committee meetings.