

**ABIVAX SA**

**AUDIT 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 audit 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 internal rules of procedure of the Board of Directors.

In accordance with French law, the Committee has only an advisory role and can only make recommendations to the Board of Directors, which shall 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 purpose of the Committee is to assist the Board of Directors in its oversight of (a) the accounting and financial reporting processes of the Company and (b) the audits of the accounting information and financial statements of the Company. In service of this purpose, the Committee shall monitor issues relating to the preparation and the review of accounting and financial information under the joint responsibility of the directors of the Company in order to ensure the quality of internal control over financial reporting and the reliability of the information provided to shareholders and the financial markets. The Committee shall also oversee the selection of the auditors of the Company, determine their remuneration and assess their independence.

**II. COMPOSITION**

The Committee shall be composed of at least two (2) members appointed by the Board of Directors. The Committee and chairperson of the Committee shall be appointed by the Board of Directors from members of the Board of Directors, excluding executive directors, with finance or accounting skills and at least one member must be independent in accordance with the provisions of applicable French and U.S. law.

The members of the Committee shall be selected from among the directors (a) meeting the experience criteria of the Nasdaq Stock Market LLC (“*Nasdaq*”) or any other exchange on which the Company’s securities are or may become listed, (b) possessing sufficient financial literacy and sophistication, (c) for at least one member, having specific expertise in financial and accounting matters in compliance with article L.823-19 II of the French commercial code and (d) for at least one member, having the

specific expertise in financial and accounting matters to be an “audit committee financial expert” as defined in Regulation S-K 407(d)(5)(ii). In addition, each Committee member shall meet the independence criteria of (A) Nasdaq Rule 5605 and (B) Rule 10A-3 of the Exchange Act. It is further specified that no executive officer or employee of the Company shall be a member of the Committee.

Members of the Committee shall be appointed for a fixed period of time, which may not exceed the duration of their terms of office as director and may be revoked by the Board of Directors at any time and without reason. Appointments are renewable without limitation.

### **III. RESPONSIBILITIES**

In addition to any other responsibilities that may be assigned from time to time by the Board of Directors or as set forth in article L.823-19 of the French commercial code, the Committee is responsible for the following matters:

- Oversight of Internal Controls:
  - to review (i) disclosure controls and procedures and (ii) internal controls over financial reporting, including whether there are significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to affect the Company’s ability to record, process, summarize and report financial information or any fraud involving management or other employees with a significant role in internal control over financial reporting;
  - to review with the executive officers and the chief financial officer of the Company their assessment of the effectiveness of disclosure controls and procedures as well as the internal controls over financial reporting;
  - to review any special audit steps adopted in the event of material control deficiencies;
  - to review and discuss with the statutory auditors (or any other relevant appointed independent auditor) their opinion on the effectiveness of management’s assessment of internal controls over financial reporting and any matters (including the adequacy and effectiveness of the Company’s information and cyber security policies and the internal controls regarding information security) that have come to their attention that lead the auditors to believe that modification to the Company’s disclosures about changes in internal control over financial reporting is necessary or appropriate;
  - to review the Company’s guidelines and policies with respect to risk assessment and risk management, including discussing with management the Company’s major financial risk exposures (including with respect to data privacy, technology and information security, including cyber security and backup of information systems) and the steps taken by management to monitor and control these exposures, and to assist the Board of Directors in the oversight of risk management activities;
  - to review the Company’s environmental, social and governance (“*ESG*”)/corporate social responsibility (“*CSR*”) policies, practices, programs and public disclosure, including enterprise ESG/CSR strategy and ESG/CSR governance, environmental sustainability and environmental management, supply chain ESG/CSR considerations, and other ESG/CSR matters expected to have a significant impact on the Company’s performance, business activities or reputation (other than matters relating to employee compensation overseen by the Appointments and Compensation Committee of the Board of Directors); and periodically report to the Board of Directors on these matters;

- to review and discuss with the statutory auditors (or any other relevant appointed independent auditor) any audit problems or difficulties and management's response thereto, including those matters required to be discussed with the Committee pursuant to established auditing standards, such as: (i) any restrictions on the scope of the auditors' activities or on access to information, (ii) any accounting adjustments that were noted or proposed by the auditors but were "passed", (iii) any communications between the audit team and the audit firm's national office, (iv) any management or internal control letter issued, or proposed, by the auditors, and (v) any significant disagreements between management and the auditors regarding the Company's financial reporting. The Committee shall be responsible for recommending to the Board of Directors the resolution of disagreements between management and the auditors regarding the Company's financial reporting; and
- to review the Company's compliance with laws and regulations.
- Financial Reporting and Disclosure Matters:
  - to monitor the preparation and development of accounting and financial information and, where appropriate, formulating recommendations to the Board in this respect to ensure its accuracy;
  - to review on a preliminary basis and make recommendations to the Board of Directors with respect to the annual and semi-annual financial statements and any other draft financial statements prepared for public release, and related disclosure, prior to the Board of Directors officially receiving such financial statements and disclosure;
  - to review with management and the statutory auditors (or any other relevant appointed independent auditor), in separate meetings whenever the Committee deems appropriate: (i) any analysis or other written communication prepared by management or the relevant auditors relating to significant reporting issues and judgements made in connection with the preparation of the financial statements, (ii) the critical accounting policies and practices of the Company, (iii) the effect of any off-balance sheet transactions and structures, (iv) the effect of regulatory, legal or accounting initiatives, and (v) any other significant reporting issues and judgments or developments that may have a material impact on the Company's financial statements;
  - to review, and discuss with management, the type and presentation of information included in the Company's earnings press releases, including any forward-looking guidance or projections; to review and monitor the implementation of, and compliance with, the Company's compliance policies, including the Anti-Corruption Policy, Related Person Transaction Policy, Code of Market Conduct, Whistleblower Policy, Investment Policy, and Audit and Non-Audit Services Pre-Approval Policy, 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
  - to review and make recommendations to the Board of Directors with respect to related party transactions that are required to be disclosed.
- Oversight of the Statutory Auditors and Other Appointed Independent Auditors:
  - to review and make recommendations to the Board of Directors with respect to the proposed nomination or term renewal of the statutory auditors by the Company's shareholders' meeting as well as the compensation to be paid, at the Company's expense, to these statutory auditors;

- to review and make recommendation to the Board of Directors with respect to proposed engagement or retention of any accounting firm, other than the Company's statutory auditors, engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company (subject, if applicable, to shareholders ratification), including (i) the scope of and plans for the audit, (ii) the adequacy of staffing, (iii) the compensation to be paid, at the Company's expense, to such auditors and (iv) assisting the Company in the negotiation of the engagement letters with respect to the foregoing;
  - to review and make recommendation to the Board of Directors with respect to proposed engagements of the Company's independent auditors, prior to the commencement of such engagements, to perform any proposed permissible non-audit services, including the scope and plans for the non-audit services and the compensation to paid, at the Company's expense;
  - to monitor the statutory auditors' performance of their mission, to discuss with the statutory auditors their responsibilities under generally accepted auditing standards, to review and recommend to the Board of Directors for approval the planned scope and timing of the statutory auditors' annual audit plan, and to discuss significant findings from the audit, including any problems or difficulties encountered;
  - to, at least annually, evaluate and assess the independence of the Company's statutory auditors (and any other relevant appointed independent auditor), qualifications and performance, including (i) obtaining and reviewing a report or reports from such auditors describing their respective firm's internal quality-control procedures, explaining any material issues raised in respect of that firm's audits, and delineating all relationships between said firm and the Company, (ii) reviewing the performance and qualifications of the lead partner and confirming the rotation of the engagement team partners, (iii) obtaining the opinion of management of such auditors' performance; and
  - to consider and recommend to the Board of Directors clear policies regarding employment by the Company of individuals employed or formerly employed by the Company's statutory auditors (or any other relevant appointed independent auditor).
- Reporting to the Board of Directors
    - to report regularly to the Board of Directors with respect to material issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the statutory auditors (or any other relevant appointed independent auditor), the performance of the Company's internal audit function or such other matters as the Committee deems appropriate from time to time; and
    - to, at least annually, present to the Board of Directors the Committee's conclusions with respect to the statutory auditors (or any other relevant appointed independent auditor) arising out of the Committee's evaluation and assessment of such auditors' independence, qualifications and performance;
    - to, 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.
  - Complaint Procedure:

- to review and recommend to the Board of Directors whistleblower procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, (ii) the confidential, anonymous submission by Company employees or third parties of concerns regarding questionable accounting or auditing matters; and
- to assist the Board of Directors in investigating any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Board of Directors, such investigation is necessary or appropriate.

#### **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 that meeting at the time of such 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. One member of the Committee may be represented by another Committee member and the Committee's recommendations shall be adopted by simple majority.

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but not less frequently than twice per year (or quarterly in the case the Company becomes a U.S. issuer under the Exchange Act), particularly before publication of the financial statements, according to a schedule set by its chairperson. The Committee shall also meet at the request of its chairperson, two (2) of its members, or the chairperson of the Board of Directors. Meetings shall be called with reasonable notice 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 leads the discussions.

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

The Committee may invite any other director to participate in any Committee meeting or portion thereof. The Committee may review, examine and investigate any subject that it determines to be within the purview of its responsibilities. Without limiting the foregoing, the Committee shall be entitled to meet with and interview any Company personnel who are involved in the preparation and monitoring of the Company's financial statements (including the Company's chief financial officer). The Committee chairperson shall inform the Board of Directors beforehand and may, at the Committee chairperson's discretion, inform the chief executive officer (*directeur général*) of the Company.

The Committee shall meet with and interview the personnel of the Company's statutory auditors (or any other relevant appointed independent auditor) in accordance with the responsibilities detailed in this Charter, including, in the Committee's discretion, without the presence of any representative of the Company.

The Committee members shall be provided, upon request, with any accounting, legal or financial document that the Committee deems necessary to carry out 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 and other advisors as the Committee deems necessary to carry out its duties, including 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.

## **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.

If, in the course of its work, the Committee identifies a significant risk which, in its opinion, has not been properly addressed, its chairperson shall promptly alert the chairperson of the Board of Directors.

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.

## **VI. LIMITATIONS INHERENT IN THE COMMITTEE'S ROLE**

It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and are in accordance with IFRS, and any other applicable accounting standards as the case may be, and applicable rules and regulations. This is the responsibility of management and the Company's statutory auditors (or any other relevant appointed independent auditor). Furthermore, while the Committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and risk management, it is the responsibility of the chief executive officer (*directeur général*) and the other executive officers of the Company to determine the appropriate level of the Company's exposure to risk.