

English version for information purposes only

This policy has been translated in English for information purposes only. In the event of any differences between the text in French and the text in English, the French language version shall prevail

Extract from GENFIT 2023 Universal Registration Document filed with the French Autorité des marchés financiers on April 5, 2024

3.2 Compensation and benefits

This section presents the compensation terms for the executive officers and non-executive directors of the Company. As such, it serves as the Say on Pay report, and will be submitted to the combined Shareholder's Meeting, which will vote on the financial statements for the financial year ending December 31, 2023.

This section includes the provisions of articles L.22-10-8, L.22-10-9 and L.22-10-34 of the French Code de commerce and is included in Corporate Governance Report mentioned in the article L.225-37 of the French Commercial Code. This section have been established in accordance with (a) Ordinance No. 2019-1234 of November 27, 2019 relating to the compensation of corporate officers of public companies, supplemented by Decree No. 2019-1235 of the same day relating to transposition of the second Shareholders' Rights Directive, (b) recommendations of the Middlednext Corporate Governance Code (the "Middlednext Code") and (c) AMF (the French Financial Markets Authority) position-recommendation no. 2021-02.

This presentation specifies (i) the compensation policy for the Company's corporate officers for the 2024 financial year, namely the Chairman of the Board of Directors, the Chief Executive Officer and the directors, as well as (ii) the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid during the course of, or granted for, the 2023 financial year to these same persons.

It incorporates the provisions of articles L.22-10-8 and R.22-10-14 of the French Code de commerce. These elements were approved by the Board of Directors, following the proposal made by the Nomination and Remuneration Committee. In accordance with article L.22-10-34 of the French Commercial Code, they will be subject to a vote at the Shareholders' Meeting, which will vote on the financial statements for the financial year ending December 31, 2023.

Please note that the compensation policy for officers (Chairman of the Board of Directors, Chief Executive Officer and members of the Board of Directors) for 2024 described below will be subject to an overall vote, which does not prejudice the results of the individual votes on the way in which this policy is applied to the Chairman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors.

3.2.1 2024 Compensation Policy – Ex Ante Vote

3.2.1.1 General principles of the compensation policy

The compensation policy for executive officers of the Company shall be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. In establishing this policy, the Nomination and Remuneration Committee and the Board of Directors ensure that it is consistent with the social interest of the Company, contributes to its sustainability and is part of its strategy, in particular through the objectives of variable compensation and, where appropriate, the performance conditions of stock options and free shares. The Nomination and Remuneration Committee and the Board of Directors aim at being consistent with market and industry practices to ensure (i) competitive compensation levels, (ii) a strong correlation between the performance of the company and the elements of executive compensation and, in particular, maintaining the balance between short-term and medium / long-term performance and (iii) compliance with the governance standards to which the Company adheres. The Nomination and Remuneration Committee and the Board of Directors shall also take account of the votes cast in the previous Shareholders' Meetings on the compensation policy for corporate officers. To date, these votes (ex ante and ex post) have always been positive.

Through proper management of conflicts of interest and in accordance with the applicable laws and regulations, the Chief Executive Officer and the Chairman of the Board of Directors shall not take part, respectively, in the discussions and votes (as regards the Chairman of the Board of Directors) concerning them.

The governance standards taken into account by the Board of Directors to determine the overall compensation of the corporate officers are those defined in Recommendation R.16 of the Middlednext Code:

- **Completeness:** Each company is free to determine the compensation of its corporate officers. Communication to shareholders of the compensation of corporate officers should be comprehensive: fixed part, variable part (bonus), stock options, free shares, compensation as a member of the Board of Directors, exceptional compensation, retirement conditions and special benefits must be comprised in the overall assessment of compensation. When included as a component of executive remuneration, variable remuneration should be based on financial and extra-financial quantitative metrics, as well as on qualitative metrics.
- **Balance between elements of compensation:** each element of compensation must be justified and correspond to the best interest of the company.
- **Benchmark:** this compensation should be assessed, as far as possible, in the context of an industry and the reference market and proportionate to the situation of the Company, while paying attention to its inflationary effect.
- **Coherence:** the compensation of the executive corporate officer must be determined in coherence with that of the other executives and employees of the company.
- **Legibility:** the rules must be simple and transparent. The performance criteria used to establish the variable part of the compensation or, where applicable, for the allocation of options or free shares must be linked to the performance of the company, correspond to its objectives, be demanding, explainable and, as far as possible, long-term. They must be detailed without however calling into question the confidentiality which may be justified for certain elements.
- **Measure:** the determination of compensation and grants of stock options or free shares must strike a fair balance and take into account both the best interest of the company, market practices and the performance of executives.
- **Transparency:** in accordance with the law, companies whose shares are traded on a regulated market must publish in their report on governance (included in the Universal Registration Document) all components of the compensation of executive officers. In the

case of variable compensation, the weight of all criteria is communicated to shareholders.

The criteria used by the Board of Directors to determine the compensation of the Chairman of the Board of Directors and of the Chief Executive Officer are the following:

- the level and difficulty of responsibilities;
- the experience in the role;
- the length of service within the Company;
- the functions performed in the Group's subsidiaries;
- the comments and expectations of the shareholders of the Company as stem from particular of the votes cast on the occasion of the latest Shareholder's Meetings;
- the practices identified in groups or in companies of comparable size internationally; and in particular, the characteristics and levels of compensation of the corporate officers of the main competitors of the Company in France and in the United States, including: Intercept Pharmaceuticals, Madrigal Pharmaceuticals, Cymabay Therapeutics, Viking Therapeutics, DBV Technologies, Erytech Pharma, Cellectis, Poxel, Inventiva, and Innate Pharma. This group of biopharmaceutical companies was chosen especially given their stage of development similar to that of the Company (some having already commercialized products, others being very close (i.e. advanced clinical trials), to their area of research (a large number of peers are companies that have pursued or are pursuing programs in PBC or MASH, new pathologies which require specialized skills), and for many of them, because of their dual listing on both an European market and on the Nasdaq (as this dual listing requires a perfect knowledge of shareholders' and stock market authorities' expectations of both sides of the Atlantic). The relevance of this panel of companies is reassessed annually by the Nomination and Remuneration Committee; and
- the level of compensation for the Group's employees, particularly with regard to the calculation of "equity ratios".

These same criteria are applied for determining the compensation of directors, with a particular emphasis on comparison with companies listed in the United States.

3.2.1.2 Compensation Policy of the Chairman of the Board of Directors

The various components of the overall compensation of the Chairman of the Board of Directors for his duties within the Company for the 2024 financial year are as follows:

- fixed compensation under article L.225-47 of the French *Code de commerce*;
- where applicable, attendance fees remunerating his participation in the work of some of the Committees of the Board of Directors (as a member and/or Chairman), in accordance with to the grant decided by the Board of Directors (see below); and
- other elements attached to the exercise of its mandate, including in particular:
 - the provision of a company vehicle; and
 - the benefit of the Group's employee welfare and mutual insurance scheme.

Furthermore, the Chairman of the Board of Directors has not entered into an employment contract with the Company.

The current term of office of Chairman of the Board of Directors is of 5 years renewable and corresponds to the term of office of the current directors of the Company.

The Board of Directors, on the proposal of the Nomination and Remuneration Committee, also wished to take into account, when determining the 2024 compensation of Mr. Jean-François MOUNEY, Chairman of the Board of Directors of the missions it decided to specifically continue to entrust him since the dissociation of the functions of Chairman of the Board of Directors and Chief Executive Officer of the Company with the aim to continue to ensure the most efficient possible continuity of the Company's governance; in particular following the strategic realignment of the Company implemented 2020 and, more recently, since it has ensured the development of some of its R&D programs in partnership with other companies.

These missions include inter alia:

- leadership of special projects with the Board of Directors related to the implementation of this new strategy; and
- leadership of special projects with the Board of Directors and some of its Committees resulting from the recruitment of several new members since June 2020 and from changes in the regulatory environment (CSR, extra-financial performance, cybersecurity, etc.).

Fixed compensation

The annual fixed compensation of the Chairman of the Board of Directors of the Company for the 2024 financial year under articles L.22-10-16 and L.225-47 of the French Code de commerce corresponds to a gross annual salary of €220,500 (no change compared with 2023 policy), to be paid in twelve monthly instalments of €18,375. This compensation reflects the strong and durable engagement of the Chairman of the Board of Directors in the support of the Chief Executive Officer of the Company in the implementation of the strategic orientation of the Company and the specific tasks of facilitating the work of the Board referred to above.

Compensation as Chairman and/or member of certain committees of the Board of Directors

Mr. Jean-François MOUNEY is eligible for a compensation awarded because of his office of Director including his participation in some of the Committees of the Board of Directors, according to the attribution rules determined by the Board of Directors which take into account the attendance at meetings (see 3.2.1.4). For information and considering the projected frequency of meetings in which he may participate, this compensation could reach a total of approximately €50,000 (gross) per year. The final amount will depend on the number of meetings actually held during the 2024 financial year.

Other elements

The benefits in kind granted to the Chairman of the Board of Directors consists essentially in the provision of a company vehicle, and in the benefit of the Group's employee welfare and mutual insurance scheme. For information, during the 2023 financial year, the company vehicle represented a benefit in kind worth €7,200.

3.2.1.3 Compensation Policy of the Chief Executive Officer

The various components of the overall compensation of the Chief Executive Officer for his duties within the Group for the 2024 financial year are as follows:

- a fixed component and a variable component which may represent between 0% and 50% of the fixed component depending on the completion of annual objectives and evaluated by the Board of Directors;
- medium-term incentive elements consisting of the grant of free shares and free stock options, subject to conditions of attendance and fulfillment of related performance conditions; and
- other elements attached to his position, including a commitment to pay compensation in the event of termination of service at the initiative of the Company, under certain conditions, in particular performance conditions, and the benefit of a company vehicle and of the Group's employee welfare and mutual insurance scheme.

Furthermore, it is specified that the Chief Executive Officer is not party to an employment contract with the Company.

The duration of the Chief Executive Officer's term of office is not specified in the Bylaws or in the appointment decision. However, its mandate is revocable ad nutum by the Board of Directors.

In October 2022, the SEC adopted rules, pursuant to Rule 10D-1 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, requiring national securities exchanges and national securities associations, such as Nasdaq, to amend their relevant listing standards no later than November 28, 2023 to require listed companies to adopt a written compensation recovery (clawback) policy providing for the recovery, in the event of a required accounting restatement, of incentive-based compensation received by the Chief Executive Officer and certain other "executive officers" as defined in Rule 10D-1(d) under the Exchange Act that is wholly or partially contingent on the attainment of financial performance criteria based on reported financial information that has been determined to be erroneous and has required restatement of the financial statements for accounting purposes. Our Board of Directors adopted at its meeting on March 28, 2023 a written compensation recovery policy, or the Recovery Policy, which, in accordance with French law, was presented to our shareholders and approved at our Annual General Meeting held on May 24, 2023. That policy is now in force with respect to the Chief Executive Officer and other executive officers, subject to compliance with applicable local laws.

Fixed compensation

The annual fixed compensation of the CEO of the Company for the 2024 financial year under its contract term corresponds to a gross annual salary of €405,562 (gross). This compensation remains in line with comparable compensations. This compensation represents an increase of 3% compared to the fixed compensation paid to the CEO in 2023, in line with the average increases granted to Company's employees.

Variable compensation

At the start of the year, the Board of Directors determines, on the recommendation of the Nomination and Remuneration Committee, the annual variable compensation of the Chief Executive Officer, expressed as a percentage of fixed compensation and the objectives to be achieved as well as their weighting.

For the 2024 financial year and in accordance with the practice in force since 2020, the Board of Directors set the maximum variable compensation at 50% of fixed compensation if 100% of the annual targets are met. The performance of the Chief Executive Officer and the level of achievement of the objectives are assessed annually by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, after the end of the financial year concerned.

In the event that less than 100% of the objectives are met, the percentage of variable compensation paid is proportional to the percentage of achievement of the objectives. In addition, in the case of a manifest exceptional performance the achievement of which would not have been taken into account in the definition of the objectives, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, may decide to award an exceptional bonus capped at 25% of fixed annual compensation.

The Board of Directors has determined the various objectives for the Chief Executive Officer for the 2024 financial year. These annual objectives are operational criteria that are part of the deployment of the Company's strategic plan and allow the performance of the Company to be measured in the achievement of the said plan.

The annual objectives of the Chief Executive Officer and their weighting in the annual evaluation of his performance for the 2024 financial year are defined around the following four pillars/assessment criteria:

- Execution of the Company's R&D programs with reference to (i) obtaining regulatory approval from the FDA or the EMA to market elafibranor in PBC, (ii) progress, in line with roadmap, of the various clinical and preclinical studies scheduled for 2024 for the development of the drug candidates GNS561, NTZ, SRT-015, CLM-022, VS-01-HE and VS-

02 in ACLF, and (iii) the strategy for commercializing the NIS4[®] and NIS2+[®] technologies (representing a relative weight in the evaluation of the performance of 35%);

- Development of the VS-01 candidate in ACLF with reference to (i) the progress of the program in line with the roadmap and (ii) the achievement of positive interim results in the ongoing UNVEIL-IT[®] clinical trial (representing a relative weighting in the assessment of the CEO's overall performance of 30%);
- Financial performance of the Company with reference to the evolution of the Company's stock market valuation and the execution of the forward-looking cash management plan (representing a relative weight in the evaluation of the performance of 20%);
- Implementation of the Company's CSR policy with reference to the execution of the 2024 roadmap, as defined on the recommendation of the ESG Committee and described in the extra-financial performance report, with reference to the overall extra-financial performance, as measured according to a panel of reference indices, and with reference, finally, to measurable indicators, in particular the diversity and satisfaction of the Company's employees (representing a relative weight in the evaluation of the performance of 15%).

The exact targets for some of these pillars/criteria cannot be fully disclosed for strategic and confidentiality reasons.

The rate of achievement of the objectives and the amount of the variable part are determined by the Board of Directors, on the proposal of the Nomination and Remuneration Committee. The Board of Directors discusses the performance of the Chief Executive Officer in his absence.

Elements of medium-term incentive

As part of its policy of granting free shares and stock options to the Chief Executive Officer, the Board of Directors applies Recommendation R.21 of the Middlednext Code :

- The number of stock options or free shares (and the value of such grant based on the share price of the Company at that time) takes into account of the level of responsibility of the beneficiary and his performance, other components of their compensation and market practices of comparable public companies;
- The vesting of stock options and the final grant of free shares is governed by a condition of presence and the achievement of serious and demanding performance conditions (internal and/or external) to be satisfied over a period of several consecutive years. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, determines these performance conditions according to the medium/long-term strategic and operational objectives of the Company, and in coherence with the general objective of the compensation policy for corporate officers of the Company. The performance conditions are related to the R&D programs pipeline reinforcement objectives of the Company, the clinical and regulatory progresses of the R&D programs of the Company and the changes in the Company's share price;
- Grants of free shares and stock options are not excessively concentrated on CEO; and
- New bonus shares or stock options are not granted when CEO leaves the Company.

The plans for the grant of free shares and/or stock options provide for a holding obligation for the Chief Executive Officer;

Pursuant to this policy, the Board of Directors held on March 5, 2024 has allocated, subject to approval by the Shareholders Meeting of May 22, 2024, 35,000 stock options and 20,000 free shares to the Chief Executive Officer. The performance conditions and the main terms of these plans are detailed in section 6.1.2 of the Company's Universal Registration Document and in item 6.B of the Company's Form 20-F.

Severance pay and non-competition

The Chief Executive Officer benefits from a non-compete indemnity equal to (i) eighteen months of fixed compensation, calculated on the basis of the gross amounts due to for the past twelve months and (ii) increased, where applicable, by the amount of the annual variable compensation due for the previous year.

This compensation is intended to compensate the prohibition made to the Chief Executive Officer, for a period of 12 months following the termination of his functions, for whatever reason, to collaborate in any way whatsoever with certain companies carrying out an activity directly competing with the Company. This non-competition covenant will not apply to the Chief Executive Officer if he leaves the Company, for whatever reason, either by decision of the Board of Directors or at his initiative, following a takeover of the Company.

Furthermore, the Chief Executive Officer could receive, except in the case of a termination of office due to the commission of a serious misconduct within the meaning of labor law, severance pay equal to (i) eighteen months of fixed compensation, calculated on the basis of the gross amounts due for the past twelve months and (ii) increased, where applicable, by the amount of the annual variable compensation due for the previous year. This compensation would be paid one month after the effective cessation of its activity within the Group, provided that at least one of the following criteria or events has occurred:

- elafibranor has received a market authorization from the FDA or EMA in PBC;
- an operating rights license agreement for NTZ, GNS561, VS01 or VS02 has been signed for the US market and/or for at least two of the five largest European markets (Germany, France, Italy, United Kingdom, Spain) and/or for Japan; and/or
- there is a takeover of the Company.

Compliance with these performance conditions will be assessed by the Board of Directors, taking into account the best interests of the Company, before any payment is made and after receiving advice from the Nomination and Remuneration Committee.

The compensation will not be paid if, on his own initiative, the Chief Executive Officer leaves the Company to exercise new functions or changes functions within the Group, or even if he has the possibility of exercising in the short term his retirement rights.

Any amount paid under the non-compete clause will count as money owed for severance pay and vice versa.

Other elements

Benefits in kind and other benefits granted to the Chief Executive Officer consist of:

- the provision of a company vehicle, the benefit of the Group's employee life and health insurance scheme;
- the payment of premiums for unemployment insurance Social Security for Business Managers (GSC) whose purpose is to guarantee the payment of compensation in the event of unemployment (up to 70% of net professional tax income for the uncapped share for 24 (twenty-four) months following the loss of the position), in the absence of the opportunity to benefit as corporate officer benefits of the France Travail (unemployment) benefits. At the date of the Universal Registration Document, the payment is capped at 55% of net professional tax income for a maximum period of 12 months. The request to increase these caps to 70% and 24 months is under review by the organization in charge of GSC management, GAN Assurances.

For information, during the 2023 financial year, the company vehicle represented a benefit in kind valued at €6,687.

3.2.1.4 Compensation Policy of the members of the Board of Directors

The Shareholders' Meeting of Jun 13, 2019 has approved a global envelope of €600,000 per year for the compensation granted to the members of the Board of Directors.

The Company compensates all the members of its Board of Directors, with the exception of Biotech Avenir and Ipsen, shareholders of the Company and non-independent members of the Board of Directors.

The compensation of the directors includes a fixed part for each member of the Board of Directors and a variable part depending on their attendance.

The fixed part varies according to:

- the role played by each director on the Board of Directors and the Committees of the Company; and
- the function of Vice-Chairman of the Board of Directors or Chairman of a specialized committee, which is more remunerative.

Given the frequency of meetings observed in recent years, the variable portion linked to attendance is preponderant compared to the fixed portion.

The table below shows the manner in which directors' fees are allocated, applicable to financial year 2024.

(in euros)	Annual fixed amount⁽¹⁾	Variable amount (per administrator and per session)
Member of the Board of Directors	10,000	2,500
Member of a Committee of the Board of Directors	2,500	2,500
Vice-Chairman of the Board of Directors	10,000	Not applicable
Chairman of a specialized Committee of the Board of Directors	5,000	Not applicable

(1) calculated *pro rata temporis* of the terms of office of each director.

At its meeting on December 15, 2023, the Board of Directors decided that Mr. Eric Baclet would receive, in respect of his role as chair and coordinator of a working group on cybersecurity, between 4 and 6 directors' fees with a unit value of 2,500 euros gross per year, depending on the number of working group meetings.

At the same meeting, the Board of Directors also decided that Mr. Jean-François Tiné would receive, in respect of his role as co-leader and co-coordinator of a working group on financial strategy, between 4 and 6 attendance fees, with a unit value of 2,500 euros gross per year, depending on the number of working group meetings.

The Board of Directors may also decide to pay one of its members exceptionally for the exercise of a special mission within the meaning of article L.225-46 of the French Code de commerce.

As of the date of this Universal Registration Document, no such mission has been entrusted to a member of the Company's Board of Directors.

The directors will be reimbursed for reasonable travel and accommodation expenses and other expenses of similar nature incurred in the interest of the Company in connection with the preparation

and participation in meetings of the Board of Directors and at meetings of the committees of the Board of Directors.

The Chairman of the Board receives for his Chairmanship fixed compensation under article L.22-10-16 of the French Code de commerce (see below). The only additional compensation for his director's mandate is that linked to his chairmanship and / or his participation in the work of some of the committees of the Board of Directors (on the date of this Universal Registration Document, the Nomination and Remuneration Committee, the ESG Committee and the Strategy and Alliances Committee), in accordance with the grid above.

Finally, the Board of Directors, in accordance with article 24 of the Bylaws, decided on March 11, 2021, to nominate a censor. His compensation will be deducted from the overall allowance of €600,000 granted by the Shareholder's Meeting to the directors, at a rate of €1,250 for each meeting of the Board of Directors and the ESG Committee he attends.

3.2.2 Components of the Total Compensation and Benefits of All Kinds Paid or Granted to the Directors during the 2023 Financial Year – ex post Vote

The compensation of the Company's corporate officers for the year ended December 31, 2023 complies with the 2023 compensation policy adopted by the Shareholders' Meeting of the Company of May 24, 2023.

As a reminder, the shareholders' general meeting of May 24, 2023 voted 98.33% in favor of the compensation policy for the Chairman of the Board (resolution no. 9) and 98.14% in favor of the compensation policy for the Chief Executive Officer (resolution no. 10) and 98.30% in favor of the compensation of directors (resolution no. 11).

In addition, the 2023 compensation policy of the Company's corporate officers, like its 2024 policy described above, was adopted by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and aims at being part of and contributing to the Group's strategy and its long-term performance, in particular through the objectives of variable compensation and the performance conditions applicable to the granting of stock options and free shares.

3.2.2.1 Compensation of Mr. Jean-François MOUNEY as Chairman of the Board of Directors of the Company for the year ended December 31, 2023

The various components of the overall compensation of Mr. Jean-François MOUNEY as Chairman of the Board of Directors for the 2023 financial year were the following:

- fixed compensation under article L.22-10-16 of the French Code de commerce;
- attendance fees remunerating his participation in the work of some Committees of the Board of Directors (as a member and/or Chairman), according to the distribution decided by the Board of Directors; and
- other elements attached to the exercise of its mandate, including in particular:
 - the provision of a company vehicle, and
 - the benefit of the Group's employee welfare and mutual insurance scheme.

Furthermore, the Chairman of the Board of Directors is not bound by an employment contract with the Company.

Fixed compensation

The gross fixed compensation granted to the Chairman of the Board of Directors for the year 2023 amounted to €220,500.

Compensation as Chairman and/or member of certain committees of the Board of Directors

The Chairman of the Board of Directors received in 2023 attendance fees for his participation in the work of some of the Committees of the Board of Directors, according to attribution rules decided by the Board of Directors and which take into account in particular attendance at meetings (see above). The gross amount due to him as such amounts to €42,500.

Other elements

The benefit in kind granted in 2023 to the Chairman of the Board of Directors consisted mainly in the provision of a company car (€7,200 gross for the period) and benefit of the Group's employee welfare and mutual insurance scheme.

Summary tables

	2022	2023
Mr. Jean-François MOUNEY Chairman of the Board of Directors		
Remuneration granted in respect of the fiscal year	€257,825	€270,200
Value of stock options granted during the fiscal year	-	-
Value of free shares granted during the fiscal year	-	-
TOTAL	€257,825	€270,200

	2022		2023	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Mr. Jean-François MOUNEY Chairman of the Board of Directors				
Fixed compensation	€210,000	€210,000	€220,500	€220,500
Variable compensation	-	-	-	-
Exceptional bonus	-	-	-	-
Attendance fees	€40,625	€47,382	€42,500	€42,500
Benefits in-kind	€7,200	€7,200	€7,200	€7,200
TOTAL	€257,825	€264,582	€270,200	€270,200

	Employment contract	Supplemental pension scheme	Non-compete payments	Severance Pay
	Yes/No	Yes/No	Yes/No	Yes/No
Mr. Jean-François MOUNEY Chairman of the Board of Directors First appointment: 09/15/1999 Date of end of term: Shareholder's Meeting called to approve the financial statements for the financial year ended December 31, 2026	No	No	No	No

3.2.2.2 Compensation of Mr. Pascal PRIGENT as Chief Executive Officer of the Company for the year ended December 31, 2023

The various components of the Chief Executive Officer's overall compensation during the 2023 financial year were as follows:

- a fixed component;
- a variable component;
- stock options subject to certain conditions of presence and performance; and
- other elements attached to the exercise of its function, including:
 - a commitment to pay compensation in the event of termination of service at the initiative of the Company, under certain conditions, in particular performance; and
 - the provision of a company car and the benefit of the Group's employee welfare and mutual insurance scheme.

The Chief Executive Officer is no longer bound by an employment contract with the Company.

Fixed compensation

The gross fixed compensation granted to a Chief Executive Officer under his corporate officer contract for the financial year 2023 amounts to €393,750.

Variable compensation

As the Board of Directors evaluated that 75% of the Chief Executive Officer's objectives were achieved in 2023, per the recommendation of the Nominations and Compensation Committee, the Board of Directors set the variable compensation to be paid out if approved by the Shareholder's Meeting called to approve the financial statements for the financial year ended December 31, 2023 at €147,656.

The 2023 objectives of the Chief Executive Officer and their weighting in the annual assessment of his performance were defined at the beginning of the financial year by the Board of Directors around the following four pillars/assessment criteria:

- Reinforcement of the Company's R&D pipeline through the acquisition of rights to new innovative compounds, partnership agreements or progress in internal research programs (representing a relative weight in the evaluation of the performance of 30%);
- Execution of the Company's main R&D programs with reference to the progress of the various clinical studies assessing elafibranor in PBC, NTZ and VS-01 in ACLF and GNS561 in CCA, and the deployment of the NIS4[®] and NIS2+[®] diagnostic technologies (representing a relative weight in the evaluation of the performance of 30%);
- The Company's financial performance with reference to the evolution of the Company's stock market valuation and the execution of the forward-looking cash management plan (representing a relative weight in the evaluation of the performance of 20%); and
- Implementation of the Company's CSR policy with reference to the execution of the 2023 roadmap, as defined on the recommendation of the ESG Committee and described in the extra-financial performance report, with reference to the overall extra-financial performance, as measured according to a panel of reference indices, and with reference, finally, to measurable indicators, in particular the diversity and satisfaction of the Company's employees (representing a relative weight in the evaluation of the performance of 20%).

The Board of Directors evaluated the performance of the Chief Executive Officer as follows:

- Reinforcement of the Company's R&D pipeline: 83.33% of the objective achieved, considering the addition to the portfolio of the new programs (SRT-015 et CLM-022) strengthening the Company's ACLF franchise;
- Execution of the Company's main R&D programs: 66.66% of the objective achieved considering (i) the positive interim results of the Phase 3 ELATIVE® trial evaluating elafibranor in PBC, which led to the filing of regulatory submissions for marketing authorization with the FDA and EMA, and to a milestone payment from Ipsen, (ii) the Phase 1 clinical data from the development of NTZ in ACLF, confirming a favorable safety profile, (iii) the rate of patient recruitment in the Phase 2 UNVEIL-IT® trial evaluating the VS-01 drug candidate in ACLF and in the Phase 1b/2a trial evaluating the GNS561 drug candidate in CCA and (iv) the several publications in well-known scientific journals on the performance of NIS2+® as a screening tool in MASH clinical trials and its use in clinical trials evaluating drug candidates in MASH;
- The Company's financial performance: 50% of the objective achieved considering the evolution of the Company's stock market valuation and the execution of the forward-looking cash management plan; and
- Implementation of the Company's CSR policy: 100% of the objective achieved considering the execution of the 2023 roadmap, the Company's progress on a panel of reference indices and on indicators measuring, in particular, the diversity and satisfaction of the Company's employees.

The Chief Executive Officer was not present during the Board of Directors discussion of his performance.

All variable compensation is subject to approval at the upcoming Shareholders' Meeting scheduled on May 22, 2024 called to approve the financial statements for the year ended December 31, 2023.

Medium-term incentive

As provided for in the 2023 compensation policy, an allocation of 10,000 free shares (AGA D 2023) were granted to the Chief Executive Officer in 2023. In this respect it is recalled that, in accordance with what was approved by the shareholders and what is described above, these free shares will be subject to a vesting period of at least three years after which the performance conditions that the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, will define and a condition of presence within the Group will be assessed.

In accordance with that policy, 35,000 stock options were granted to the Chief Executive Officer (SO D 2023) in 2023. Once again, these stock options will be subject to a vesting period of at least three years after which the performance conditions that the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, will define and a condition of presence within the Group will be assessed.

The performance conditions of these plans are detailed in section 6.1.2 of the Company's Universal Registration Document and in item 6.B of the Company's Form 20-F.

The Chief Executive Officer must retain in registered form 10% of the free shares definitively acquired and 10% of the shares resulting from the exercise of stock options until the termination of his duties as corporate officer.

In January 2024, after the recognition of the fulfillment of the presence condition and the assessment of the performance conditions (as of December 31, 2023) of the stock option plan SO D 2020 of which the Chief Executive Officer is the beneficiary, 35,000 SO D 2020 stock options have vested in favor of the Chief Executive Officer, i.e. the maximum amount provided for by the plan regulations in respect of the achievement of the performance criteria, considering:

- the announcement on June 30, 2023 of positive interim results from the Phase 3 ELATIVE® clinical trial, leading to the filing of regulatory submissions for marketing authorization with the FDA and EMA by Ipsen in December 2023 (criteria a) ii) and iii) of the SO D 2020 plan, representing 50% of the stock options granted);
- the use of NIS4® technology in more than twenty clinical trials under the partnership with Labcorp and Q2, and recognition of NIS4® performance in several leading scientific publications during the measurement period (criteria b) ii) of the SO D 2020 plan, representing 25% of the stock options granted); and
- the completion in 2022 and 2023 of the Phase 1 clinical trials evaluating the safety, tolerability and pharmacokinetics of NTZ as part of its development program in ACLF, the acquisition of rights to new molecules under licensing agreements signed in 2021 and 2023 with Genoscience, Seal Rock Therapeutics and Celloram respectively, and finally, the acquisition, in 2022, of Versantis AG (criteria c) i) and ii) of the SO D 2020 plan, representing 25% of the stock options granted).

The performance conditions of the SO D 2020 plan which was adopted by the Board of Directors in 2020 are detailed in section 6.1.2 of the Company's Universal Registration Document and in item 6.B of the Company's Form 20-F.

Severance pay and non-compete

During the 2023 financial year, the Chief Executive Officer could benefit from a non-compete indemnity equal to (i) twelve (12) months of fixed compensation, calculated on the basis of the gross amounts due for the past twelve months and (ii) increased, where applicable, by the amount of annual variable compensation due for the previous year.

This compensation is intended to compensate the prohibition made to the Chief Executive Officer, for a period of 12 months following the termination of his functions, for whatever reason, to collaborate in any way whatsoever with certain companies carrying out an activity directly competing with the Company. This non-compete clause would not apply if the Chief Executive Officer's term of office were to be terminated for any reason whatsoever, either by a decision of the Board of Directors or at the Chief Executive Officer's initiative, following a takeover of the Company.

In addition, the Chief Executive Officer may benefit, except in the case of termination due to serious misconduct (faute grave) within the meaning of French labor law, severance pay equal to (i) eighteen (18) months of fixed compensation, calculated on the basis of the gross amounts due for the past twelve months and (ii) increased, where applicable, by the amount of the annual variable compensation due for the previous year. This compensation would have been paid one month after the cessation of its activity within the Group, provided that at least one of the following criteria or events would have been occurred:

- elafibranor has been granted marketing authorization by the FDA or EMA in PBC;
- a license agreement for NTZ, GNS561, VS-01 or VS-02 has been signed for the U.S. market and / or for at least two of the five major European markets (Germany, France, Italy, United Kingdom and Spain) and / or for Japan; or
- there is a takeover of the Company.

Compliance with these performance conditions would have been assessed by the Board of Directors, taking into account the best interests of the Company, before any payment and after receiving advice from the Nomination and Remuneration Committee.

The compensation would not have been paid if, on his own initiative, the Chief Executive Officer had left the Company to exercise new functions or changed functions within the Group, or even if he had had the possibility of exercising in the short term his retirement rights.

Any amount paid under the non-compete clause would have counted as money owed for severance

pay and vice versa.

Other elements

The benefits in kind and other benefits granted to the Chief Executive Officer consisted of:

- the provision of a company vehicle (€6,687 gross for the period),
- the benefit of the Group's employee welfare and mutual insurance scheme, and
- the payment of premiums for unemployment insurance Social Security for Business Managers (GSC) whose purpose is to guarantee the payment of compensation in the event of unemployment (up to 55% of net professional tax income for the uncapped share for 12 (twelve) months following the loss of the position), in the absence of the opportunity to benefit as corporate officer benefits of the France Travail (unemployment) benefits. (€9,563 gross for the period).

Summary tables

	2022	2023
Mr. Pascal PRIGENT Chief Executive Officer		
Remuneration granted in respect of the fiscal year	€558,543	€557,656
Value of stock options granted during the fiscal year	€45,896	€76,507
Value of free shares granted during the fiscal year	€27,994	€30,061
TOTAL	€632,433	€664,224

	2022		2023	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Mr. Pascal PRIGENT Chief Executive Officer				
Fixed compensation	€375,000	€375,000	€393,750	€393,750
Variable compensation	€142,500	€162,504	€147,656	€142,500
Exceptional bonus	€27,000	-	-	€27,000
Attendance fees	-	-	-	-
Benefits in-kind	€14,043	€14,043	€16,250	€16,250
TOTAL	€558,543	€551,547	€557,656	€579,500

	Employment contract	Supplemental pension scheme	Non-compete Payments ⁽¹⁾	Severance Pay ⁽¹⁾
	Yes/No	Yes/No	Yes/No	Yes/No
Mr. Pascal PRIGENT Chief Executive Officer First appointment: 09/16/2019	No	No	Yes	Yes

(1) The total and maximum commitment represented by Severance Pay/Non-compete payments (gross and employers' contributions) as of December 31, 2023 would amount to €698,000.

3.2.2.3 Compensation of the members of the Board of Directors for the year ended December 31, 2023

As a reminder, director fees, set by the Board of Administration for the year 2023, are allocated as follows were:

(in euros)	Annual fixed amount ⁽¹⁾	Variable amount (per administrator and per session)
Member of the Board of Directors	10,000	2,500
Member of a Committee of the Board of Directors	2,500	2,500
Vice-Chairman of the Board of Directors	10,000	Not applicable
Chairman of a specialized Committee of the Board of Directors	5,000	Not applicable

(1) calculated pro rata temporis of the terms of office of each director.

The censor's compensation is deducted from the overall budget of €600,000 allocated by the Shareholders Meeting to directors, at the rate of €1,250 per meeting of the Board of Directors and the ESG Committee in which he attends.

The table below shows the attendance fees and other forms of remuneration payable to each of the non-executive officer in 2022 and 2023:

(in euros)	2022		2023	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Jean-François MOUNEY ⁽²⁾				
Attendance fees	57,886	67,189	60,568	60,564
Other remuneration	310,659	310,659	298,446	298,446
TOTAL	368,545	377,848	359,014	359,010
Xavier GUILLE DES BUTTES ⁽¹⁾				
Attendance fees	83,930	92,547	80,660	80,660
Other remuneration	-	-	-	-
TOTAL	83,930	92,547	80,660	80,660
Frédéric DESDOUITS ⁽¹⁾⁽³⁾				
Attendance fees	13,110	26,735	-	-
Other remuneration	-	-	-	-
TOTAL	13,110	26,735	-	-
BIOTECH AVENIR ⁽¹⁾				
Represented by Florence Séjourné				
Attendance fees	-	-	-	-
Other remuneration	-	-	-	-
TOTAL	-	-	-	-
IPSEN ⁽¹⁾				
Represented by Sandra Silvestri				
Attendance fees	-	-	-	-
Other remuneration	-	-	-	-
TOTAL	-	-	-	-
Philippe MOONS ⁽¹⁾⁽⁴⁾				
Attendance fees	11,990	13,080	7,630	7,630
Other remuneration	-	-	-	-
TOTAL	11,990	13,080	7,630	7,630
Anne-Hélène MONSELLATO ⁽¹⁾				
Attendance fees	45,780	47,960	39,240	39,240
Other remuneration	-	-	-	-
TOTAL	45,780	47,960	39,240	39,240
Catherine LARUE ⁽¹⁾				
Attendance fees	46,325	50,921	43,600	43,600
Other remuneration	-	-	-	-
TOTAL	46,325	50,921	43,600	43,600
Katherine KALIN ⁽¹⁾				
Attendance fees	40,330	46,870	39,240	39,240
Other remuneration	-	-	-	-
TOTAL	40,330	46,870	39,240	39,240
Eric BACLET ⁽¹⁾				
Attendance fees	52,320	54,500	47,960	45,780
Other remuneration	-	-	-	-
TOTAL	52,320	54,500	47,960	45,780
Jean-François TINE ⁽¹⁾⁽⁵⁾				
Attendance fees	38,150	44,690	43,600	39,240
Other remuneration	-	-	-	-
TOTAL	38,150	44,690	43,600	39,240
TOTAL	700,480	755,152	660,944	654,400

(1) After withholding tax of 12.8%

(2) gross amount + employer costs

(3) Mr. Desdouits resigned from the Board of Directors effective May 25, 2022. He received a pro-rated annual compensation due to his mid-year departure

(4) Mr. Philippe MOONS has been a censor since March 11, 2021; attendances fees are calculated pro rata temporis.

(5) Mr. Jean-François TINE was co-opted by decision of the Board of Directors on February 26, 2021 to replace Mr. MOONS

3.2.4 Equity ratios and performance

The tables below show the compensation of executive corporate officers and the equity ratios in accordance with article L.22-10-9 of the French *Code de commerce* and Recommendation R.16 of the Middlednext Code.

It is recalled that, in addition to the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer which took place on September 16, 2019, the Company changed its mode of administration on June 16, 2017, going from a *société anonyme* with a Management Board and a supervisory board to a *société anonyme* with Board of Directors. The Company applied the “Compensation Multiples Guidelines” published by AFEP on January 28, 2020 (updated in February 2021) to make its calculations. In particular, it considered that the function of Chairman of the Management Board could be assimilated, if not perfectly identical, to the function of Chairman of the Board of Directors and Chief Executive Officer for the application of these guidelines for the period preceding September 16, 2019.

- From September 16, 2019 to December 31, 2023

Chairman of the Board of Directors	2019	2020	2021	2022	2023
Compensation	€230,196	€235,196	€227,696	€264,582	€270,200
“Average” equity ratio	3.52	3.55	3.23	3.53	3.60
Evolution of the “average” ratio		0.9%	(9.0%)	9.3%	7.5%
“Median” equity ratio	5.59	5.18	5.00	5.09	5.20
Evolution of the “median” ratio		(7.3%)	(3.5%)	1.8%	4.5%
“SMIC” equity ratio	12.61	12.73	11.94	13.13	13.41
Evolution of the “SMIC” ratio		1.0%	(6.2%)	10.0%	(1,9%)
Chief Executive Officer					
Compensation	€328,834	€384,413	€470,407	€640,097	€651,400
“Average” equity ratio	5.03	5.81	6.67	8.54	9.15
Evolution of the “average” ratio		15.5 %	14.8 %	28.0%	17.2%
“Median” equity ratio	7.98	8.47	10.33	12.31	12.83%
Evolution of the “median” ratio		6.1 %	22.0 %	19.2%	10.1%
“SMIC” equity ratio	18.01	20.81	24.66	31.77	31,07
Evolution of the “SMIC” ratio		15.5%	18.5%	28.8%	(5.3%)

- From January 1st, 2019 to September 15, 2019

Chairman of the Board of Directors and Chief Executing Officer	2019 (January 1 st – September 15)
Compensation	€1,263,696
“Average” equity ratio	19.31
Evolution of the “average” ratio	
“Median” equity ratio	30.67
Evolution of the “median” ratio	
“SMIC” equity ratio	69.22
Evolution of the “SMIC” ratio	

The table below shows the evolution of the average annual compensation (in euros) of the employees of the Company (excluding the executive directors covered by the tables above) since 2019.

2019	2020	2021	2022	2023
€65,426	€66,171	€70,560	€74,958	€71,210

The compensation retained for both corporate officers and employees corresponds to the gross elements granted during the year, including the long-term incentives (bonuses resulting from the

application of the Incentive plan, formerly used as a compensation framework variable and described in section 17.5 “Incentive and profit-sharing contracts” of the 2018 Registration Document, grant of stock subscription or purchase options and free shares at their IFRS values).

The population taken into account for the calculation of the denominator is made up of all employees present on December 31 of the relevant financial year.

Remuneration is reconstituted in annual full-time equivalent when the interested parties were not present throughout the year.

The table below shows the results and the Company's revenues on IFRS in the past five years in accordance with article L.22-10-9 of the French Code de commerce and the “Compensation Multiples Guidelines” published by AFEP on January 28, 2020 (updated in February 2021).

Financial year ended on December 31 (in thousands of euros)	2019	2020	2021	2022	2023
Net profit (loss)	(65,148)	(101,221)	67,259	(23,719)	(28,894)
Shareholders' equity	84,061	(16,430)	119,097	94,528	67,951
Revenue	30,839	765	80,069	20,195	28,565
Other income	10,122	6,993	5,510	6,371	9,610
Revenues and other income	40,961	7,758	85,579	26,566	38,176

However, these financial performance indicators do not reflect on their own, the performance of the Company over the past five years. Indeed, the performance of a biotechnology company at this stage of development does not lie in these financial aggregates insofar as the Company had structurally been in deficit until today. The advances in the Company's portfolio of product candidates and programs, and its ability to translate them into fundraising and partnerships are more adequate performance indicators.

In early 2019, the Company's portfolio of product candidates and programs consisted essentially of:

- elafibanor, currently in Phase 3 in MASH (formerly NASH) and in Phase 2 in PBC ;
- the NIS4[®] diagnostic technology from the MASH biomarker discovery program;
- other drug candidates at the pre-clinical or basic research stage.

By comparison, at December 31, 2023, the Company's portfolio of product candidates and programs comprised:

- elafibanor, licensed to Terns Pharmaceuticals on the Greater China market and then to Ipsen for the remainder of the global pharmaceutical markets, whose positive interim results from the Phase 3 trial in PBC enabled Ipsen to file applications for regulatory approval with the FDA, EMA and MHRA in December 2023;
- a franchise of drug candidates to be developed in Acute-on-Chronic Liver Failure (ACLF) or related therapeutic areas, including five proprietary or in-licensed assets at various stages of development (from preclinical to Phase 2 development): VS-01, NTZ, SRT-015, CLM-022 and VS-02-HE, based on complementary mechanisms of action and different modes of administration;
- two other programs in severe and acute hepatic indications: GNS561 in Phase 1b/2a clinical trial in CCA, licensed from Genoscience, and VS-01 in Urea Cycle Disorders and Organic Acidemia;
- a diagnostic franchise including the NIS2+[®] diagnostic technology for the identification of at-

risk MASH patients, an enhanced version of NIS4[®], which has been licensed to Labcorp and Q2 for the development and commercialization of a blood test used in numerous clinical trials of drug candidates under development in MASH; and, following the acquisition of Versantis AG, the TS-01 program for the measurement of ammonia in blood; and

- other research programs.

Furthermore, at the beginning of 2019, the Company had not entered into any licensing agreements for any of its products. In comparison, at December 31, 2023, the Company:

- granted an exclusive license to Terns Pharmaceuticals for the rights to use elafibranor in certain indications and territories in Greater China, for which it received an upfront payment of \$35 million;
- granted an exclusive license to elafibranor in all other major pharmaceutical markets, under which it has received to date an upfront payment of €120 million and a first milestone payment of €13 million following acceptance of regulatory submissions with the FDA and EMA; and
- licensed the rights to its NIS4[®] technology for the clinical research market to the Labcorp/Covance group in 2019, and to Labcorp in 2020 for exploitation of the same technology in the US and Canada in the routine diagnostic clinical care market via the NASHNext[®] LDT.