

# NANOBIOTIX

## APPOINTMENTS AND COMPENSATION COMMITTEE CHARTER AND INTERNAL RULES OF PROCEDURE

With the approval of the Supervisory Board of the Company (the “Supervisory Board”), the appointments and compensation committee of Nanobiotix S.A. (the “Company”) adopted this Charter and Internal Rules of Procedure (collectively, the “Charter”) of the Company’s appointments and compensation committee (the “Committee”). Each of the Supervisory Board and the Committee approved and adopted this Charter on November 20<sup>th</sup>, 2020.

The members of the Committee shall all be members of the Supervisory Board and, as such, must comply with the provisions of article IV of the internal rules of procedure of the Supervisory Board.

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

In addition to the potential reimbursement of expenses and attendance fees due in connection with their functions as members of the Supervisory Board and members of the Committee, the Committee members shall only receive from the Company and its subsidiaries the forms of compensation permitted under all applicable law, and as approved by the Supervisory Board.

### 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 members appointed by the Supervisory Board. The members of the Committee shall be selected from among the members of the Supervisory Board. No member of the Committee may be a person exercising any management function within the Company and its subsidiaries.

The term of office of Committee members shall coincide with their term of office as a Supervisory Board member or such other term as the Supervisory Board may decide. The Supervisory Board may change the composition of the Committee at any time.

### III. RESPONSIBILITIES

In addition to any other responsibilities which may be assigned from time to time by the Supervisory Board, the Committee is responsible for the following matters:

- Supervisory Board and Executive Board Matters:
  - oversee searches for and identification of qualified individuals for membership on the Supervisory Board or the executive board of the Company (the “Executive Board”) and any committees thereof;

- recommend criteria for membership on the Supervisory Board and Executive Board, and recommend individuals for membership thereon. In making such recommendations, the Committee shall (i) review qualifications for membership based on criteria approved by the Supervisory Board, (ii) in the case of current directors, assess the performance of such directors, (iii) periodically review the composition in light of the current needs of the Company and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, skills, background and experience, (iv) periodically review the service of all members on the boards of other public companies with consideration of the substantial time commitment required by such service,.
  - on an annual basis with respect to existing members and in connection with evaluations of potential new members, submit to the Supervisory Board an analysis and recommendation as to who may qualify as an “independent member” in accordance with the independence criteria of (A) the code on corporate governance for medium and small listed companies, published in September 2016 by MiddleNext, (B) NASDAQ Rule 5605 and (C) in the case of individuals proposed for membership on the Company’s Audit Committee, Rule 10A-3 of the U.S. Securities Exchange Act of 1934;
  - (i) recommend to the Supervisory Board, after consulting with the Executive Board, a succession plan for the Company’s executive officers, including policies for Executive Board’s members selection and succession in the event of incapacitation, retirement or removal of the Executive Board’s members, and evaluations of, and development plans for, any potential successors to the Executive Board’s members, and (ii) periodically review the succession plan; and
  - at least annually, lead the Supervisory Board and the Executive Board in a self-evaluation to determine whether it and its committees are functioning effectively, and based on such evaluations recommend proposed changes to the Supervisory Board.
- Compensation Matters:
  - recommend to the Supervisory Board the compensation of each of the members of the Executive Board. In making such recommendation, the Committee shall, among other things: (i) identify, review and recommend corporate goals and objectives relevant to such officers’ compensation, (ii) evaluate such officers’ performance in light of such goals and objectives, and (iii) recommend all cash- and equity-based incentive compensation components of such compensation;
  - review the Company’s equity incentive plans, including free share plans and stock options or stock purchase options, pension and contingency schemes and benefits in kind, and make recommendations regarding grants thereof to members of the Executive Board and other officers and employees to the Supervisory Board;
  - formulate proposals and recommend to the Supervisory Board concerning compensation and pecuniary benefits for members of the Executive Board in connection with changes of control of the Company and/or termination of duties, taking into account the Company’s strategy, objectives and results as well as market practices;
  - recommend to the Supervisory Board compensation (including equity-based compensation and expense reimbursement) for members of the Supervisory Board. In making such recommendations with respect to compensation, the Company shall, among other things: (i) identify corporate goals and objectives relevant to member compensation, and (ii) evaluate the performance of the Supervisory Board in light of such goals and objectives;

- review and evaluate the Company's executive compensation and benefits policies generally in light of the Company's strategic goals regarding recruitment, development, promotion, retention and compensation of executive officers and employees, and make recommendations to the Supervisory Board;
  - review and assess risks arising from the Company's compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.
- Reporting to the Supervisory Board
    - at least annually, present a report to the Supervisory Board 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.

#### IV. ORGANIZATION OF THE COMMITTEE'S WORK

The Committee shall appoint its chairman and its secretary from among its members. In the absence of the chairman at any Committee meeting, the Committee shall appoint a chairman of the 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. 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 chairman. The Committee shall also meet at the request of its chairman, two of its members, or the chairman of the Company's Supervisory Board. Meeting 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 chairman 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, including by fax, as long as all its members agree on this procedure.

Non-executive Supervisory Board members who are not Committee members may attend Committee meetings.

The Committee may invite any member of the Company's Supervisory Board to participate in any Committee meeting or portion thereof. The Committee may invite any member of the Executive Board to attend any Committee meetings or portion thereof. Notwithstanding the foregoing, no member of the Executive Board or other executive officer may be present during voting or deliberations related to his or her compensation.

The Committee may request from the chairman of the Executive Board the assistance of any senior executive of the Company whose skills could facilitate the handling of an item on the agenda. The chairman of the Committee or the chairman 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 shall be presented to the Supervisory Board.

The secretary of the Committee shall present its recommendations to the Supervisory Board and the Executive Board following its last working session.

The Committee shall have the resources appropriate to discharge its responsibilities, including to obtain the advice of a compensation consultant and to engage independent legal counsel or other advisors as the Committee deems necessary to carry 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 Nasdaq.

V. REPORTS OF THE COMMITTEE

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