

NANOBIOTIX
AUDIT COMMITTEE
CHARTER
AND
INTERNAL RULES OF PROCEDURE

With the approval of the supervisory board of the Company (the “Board”), the audit committee of Nanobiotix (the “Company”) adopted this Charter and Internal Rules of Procedure (collectively, the “Charter”) of the Company’s audit committee (the “Committee”). Each of the Board and the Committee approved and adopted this Charter on November 20th, 2020.

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

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

In addition to the potential reimbursement of expenses due in connection with their functions as members of the 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 in connection with their corporate office as Board members and Committee members (including attendance fees), and as approved by the Board. 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 or any other committee of the Board 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 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 members of the Board 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.

II. COMPOSITION

The Committee shall be composed of at least two members appointed by the Board after consulting the appointments and compensation committee.

The members of the Committee shall be selected from among the members of the Board meeting the experience criteria of the NASDAQ and possessing sufficient financial literacy and sophistication and, for at least one member, having specific expertise in financial and accounting matters. In addition, each Committee member shall meet 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) Rule 10A-3 of the Exchange Act. It is further specified that no executive officer of the Company shall be a member of the Committee.

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

III. RESPONSIBILITIES

In addition to any other responsibilities that may be assigned from time to time by the Board, 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 members of the Company's executive board (the "Executive Board") 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;
 - 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 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 and the steps taken by management to monitor and control these exposures, and to assist the Board in the oversight of risk management activities;
 - 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 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 financial reporting process and, where appropriate, make recommendations to ensure the integrity of financial information;
 - to review on a preliminary basis and make recommendations to the Board 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 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; and
 - to review and monitor the implementation of, and compliance with, the Company's Code of Business Conduct and Ethics, including reviewing and making recommendations to the Board 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 with respect to the proposed nomination or term renewal of the statutory auditors by the Company's shareholders' meeting;
 - to review and make recommendation to the Board 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 stockholder 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 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 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 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
 - to report regularly to the Board 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 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 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 whistleblower procedures for (i) the receipt, retention and treatment of complains 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 in investigating any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Board, such investigation is necessary or appropriate.

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 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. 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 quarterly, 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 Board.

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.

The Committee may invite any member of the Board 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 chairman shall inform the Board beforehand and may, in the Committee chairman's discretion, inform the chairman of the Executive Board beforehand.

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.

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 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 chairman shall ensure that the Committee's activity reports to the Board, including those provided for under "Reports to the Board" in Section III hereof, enable the Board 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 chairman shall promptly alert the chairman of the Board.

VI. LIMITATIONS INHERENT IN THE AUDIT 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 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 chairman of the Executive Board and senior management to determine the appropriate level of the Company's exposure to risk.