
RULES OF PROCEDURE

Updated on February 14, 2023¹

These rules of procedure (the “**Rules of Procedure**”) set out:

- the composition, duties and functioning of the Board of Directors (the “**Board of Directors**” or the “**Board**”) and committees (the “**Committees**”) of the Board of DBV Technologies S.A., a French *société anonyme* (the “**Company**”);
- the rights and obligations of the directors (each, a “**Director**”); and
- the roles and powers of the chairperson of the Board (the “**Chairperson**”) and of the chief executive officer of the Company (the “**Chief Executive Officer**”),

in each case, in accordance with the provisions of:

- the French Commercial Code, the EU regulation 537/2014 of April 16, 2014 (“**MAR**”), the bylaws of the Company (the “**Bylaws**”), the Middlednext Code as amended in September 2021 (the “**Middlednext Code**”); and of
- the Nasdaq Stock Market LLC Rules (the “**Nasdaq Listing Rules**”) and the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

Article I: Composition of the Board

1.1. Appointment and Number of Directors

Consistent with Article 10 of the Bylaws, the Board shall be comprised of at least three (3) members and no more than eighteen (18) members.

Directors shall be selected based on their skills and relevant experience. The N&G Committee (as defined in Article V) periodically reviews the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the Company’s needs and makes recommendations to the Board. The Board is divided into three classes that serve staggered three-year terms and are as nearly as equal as possible.

¹ Prepared initially by the Board at its meeting on January 17, 2012, and amended at the Board meetings of April 6, 2016, March 14, 2017, March 3, 2020, December 3, 2020 and February 14, 2023.

1.2. Qualification of Independent Directors

The Board will be composed of (a) not less than a majority of independent Directors within the meaning of the Nasdaq Listing Rules, subject to any exceptions permitted by the Nasdaq Listing Rules and the Securities Exchange Act, and (b) at least two (2) independent members within the meaning of the Middenext Code (which independent members may be the same as the independent Directors under the Nasdaq Listing Rules).

In determining independence, the Board will consider the definitions of independence set forth in the Nasdaq Listing Rules, the Exchange Act, and the Middenext Code, as well as other factors that will contribute to effective oversight and decision-making by the Board.

The Board shall assess the independence of each Director with respect to the criteria below when she/he is first appointed, and at least annually thereafter, before the filing of the Company's annual reports with the French *Autorité des Marchés Financiers* ("AMF") or the U.S. Securities and Exchange Commission ("SEC"), or as otherwise required by the Nasdaq Listing Rules, the Exchange Act, and the Middenext Code.

1.2.1 Middenext Code – Independence

In accordance with the Middenext Code, a Director shall be considered independent insofar as, in particular, she/he has no significant financial, contractual, family or close relationship with the Company and/or its executive officers that may adversely affect his or her ability to exercise independent judgment.

In addition, in accordance with the Middenext Code, to be considered independent, a Director shall meet the following criteria at all times:

- not be an employee or executive officer of the Company or its subsidiaries (collectively, the "**Group**"), and not have held such a position in the last five years;
- not have had during the last two years, and not to have a significant business relationship with the Company or the Group (customer, supplier, competitor, service provider, creditor, banker, etc.);
- not be a major shareholder of the Company and not hold a significant percentage of the Company's voting rights;
- not have a close relationship or close family connection with a Director or an executive officer or a major shareholder of the Company; and
- not have been a statutory auditor of the Company during the last six years.

Provided that it justifies its position, the Board in its sole discretion may determine that one of its members is independent in accordance with the Middenext Code even though such member does not fulfill all of the foregoing criteria. Conversely, the Board may also determine that one of its members who fulfills all of the foregoing criteria is not independent.

1.2.2 Nasdaq Listing Rules – Independence

In accordance with the Nasdaq Listing Rules, a Director shall be considered independent if

she/he does not have any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director.

In addition, to be considered independent, a Director shall not be subject to any of the mandatory bars to independence set forth in Rule 5605(a) of the Nasdaq Listing Rules.

In accordance with Rule 5605(a) of the Nasdaq Listing Rules, the following persons shall not be considered independent:

- (A) a Director who is, or at any time during the past three years was, employed by the Company;
- (B) a Director who accepted or who has a Family Member who accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - (i) compensation for board or board committee service;
 - (ii) compensation paid to a Family Member who is an employee (other than an Executive Officer) of the Company; or
 - (iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation.

Provided, however, that in addition to the requirements contained in this paragraph (B), audit committee members are also subject to additional, more stringent requirements under Rule 5605(c)(2).

- (C) a Director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Company as an Executive Officer;
- (D) a Director who is, or has a Family Member who is, a partner in, or a controlling Shareholder or an Executive Officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - (i) payments arising solely from investments in the Company's securities; or
 - (ii) payments under non-discretionary charitable contribution matching programs.
- (E) a Director of the Company who is, or has a Family Member who is, employed as an Executive Officer of another entity where at any time during the past three years any of the Executive Officers of the Company serve on the compensation committee of such other entity; or

- (F) a Director who is, or has a Family Member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.
- (G) in the case of an investment company, in lieu of paragraphs (A)-(F), a Director who is an "interested person" of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940, other than in his or her capacity as a member of the board of Directors or any board committee.

For purposes of this rule:

"Family Member" means a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home; and

"Executive Officer" means those officers covered in Rule 16a-1 (f) under the Exchange Act.

1.2.3 Audit Committee and Financial Expertise

The Audit Committee (as defined in Article V) is composed of at least three members.

In accordance with the Middledex Code, one of the members of the Audit Committee at least is an independent Director within the meaning of the Middledex Code and the Audit Committee is chaired by an independent Director.

In accordance with the Nasdaq Listing Rules (Rule 5605(c)(2)), all members of the Audit Committee are independent Directors within the meaning of the Nasdaq Listing Rules.

All members of the Audit Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement.

In addition, at least one of the Directors who is a member of the Audit Committee must:

- (i) qualify as an "audit committee financial expert," as defined in Item 407(d)(5)(ii) of Regulation S-K ("**Regulation S-K**") under the U.S. Securities Act of 1933, as amended, which "audit committee financial expert" shall also be presumed to have financial sophistication; and
- (ii) in accordance with article L.823-19 of the French Commercial Code, also have an outstanding knowledge in the field of finance, accounting and audit of accounts (*compétences particulières en matière financière, comptable ou de contrôle des comptes*).

1.3. Appointment of members of the Company's management as Directors

The Shareholders' General Meeting may appoint as Directors:

- (i) the Chief Executive Officer (*Directeur Général*) of the Company, and
- (ii) other members of the Company's management whose experience and role at the

Company are expected to assist the Board in fulfilling its responsibilities.

provided that the number of Directors bound to the Company by an employment contract shall not exceed one third of the Directors in office, in accordance with the provisions of the French Commercial Code.

1.4. Selection of Chief Executive Officer and Chairperson of the Board; Lead Independent Director

The Board will select the Company's Chief Executive Officer ("**Chief Executive Officer**") and the Chairperson of the Board ("**Chairperson**") in the manner that it determines to be in the best interests of the Company and its shareholders.

In the event the Board elects as its Chairperson a Director who is not independent under the Nasdaq Listing Rules, the Board shall also designate a lead Director who is independent (the "**Lead Independent Director**") whose duties shall include:

- (i) presiding at all meetings of the Board at which the Chairperson is not present, including executive sessions of the independent Directors (the "**Executive Sessions**");
- (ii) acting as liaison between the independent Directors and the Chief Executive Officer and Chairperson;
- (iii) presiding over meetings of the Board attended only by independent Directors when applicable;
- (iv) consulting with the Chairperson in planning and setting schedules and agendas for Board meetings; and
- (v) performing such other functions as the Board may delegate.

1.5. Selection of Directors

The Board will be responsible for nominating members for election to the Board by the Company's shareholders at the shareholders' annual ordinary general meeting, on the basis of the recommendations of the N&G Committee.

When the number of Directors falls below the minimum number of Board members provided by the Bylaws, but not below the legal minimum, the Board must appoint new members on a temporary basis three months of the date on which the vacancy occurs. These appointments are subject to ratification by the next ordinary shareholders' meeting, in compliance with Article L.225-24 of the French Commercial Code.

The N&G Committee is responsible for identifying, reviewing and evaluating and recommending to the Board candidates to serve as Directors of the Company, in accordance with its charter and consistent with the criteria set by the Board in Section 1.7 below.

1.6. Board Membership Criteria

The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the N&G Committee. In selecting candidates and existing Directors for service on the Board, the minimum general criteria set forth below will be considered; specific additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria but is expected to satisfy nearly all of them. The Board believes that candidates for Director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. In considering candidates recommended by the N&G Committee, the Board intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's shareholders. Candidates for Director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company, requirements of applicable law and the long-term interests of the Company. In conducting this assessment, the Board considers diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. In the case of incumbent Directors whose terms of office are set to expire, the Board reviews such Directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any relationships and transactions that might impair such Directors' independence. In the case of new Director candidates, the Board also determines whether the nominee may be independent for Nasdaq Listing Rules or Code purposes.

Article II: Rules Applicable to Directors

2.1. General Obligations

Each Director represents all shareholders and must act and exercise his or her business judgement in the best interests of the Company under all circumstances. The Board provides oversight of, and strategic guidance to, senior management. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the company, its values and its business and to long-term shareholder value.

At the time of her/his appointment, each Director shall make her/himself fully aware of the rights and obligations incumbent thereon, including the provisions of law and regulations connected to her/his duties, in particular as regards holding of multiple offices, as well as any special requirements pertaining to the Company resulting from the Bylaws and the Rules of Procedure. Each Director shall affirm such awareness and acceptance by signing a copy of the

Rules of Procedure.

Each Director shall devote the necessary time and attention to her/his duties. Each Director shall use all reasonable efforts to attend all Board's meetings held pursuant to the previously established timetable communicated to her/him and shall use all reasonable efforts to make herself/himself available for any extraordinary meetings. In addition, she/he shall use all reasonable efforts to attend all meetings of those Committees to which she/he belongs. Each Director shall attend the general shareholders' meetings.

Executive Directors (i.e., the CEO and/or, as the case may be, Deputy Chief Executive Officers or any other executive officers of the Company who also serve as Directors) shall not hold more than two (2) other offices as a director or member of the supervisory board of a French or non-French listed company that are not part of the Group.

Directors should advise the Chairperson and the Chairperson of the Nominating Committee in advance of accepting an invitation to serve on the board or board committee of another company.

The Board and the N&G Committee will take into account the nature and time involved in a directors' service on other boards in evaluating the suitability of Directors. Service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies and in accordance with French laws and regulations, including article L. 225-21 of the French Commercial Code.

2.2. Directors Training

The N&G Committee will implement an orientation process for Directors that includes background material on the Company's policies and procedures, meetings with senior management and visits to Company facilities. The Company may, from time to time, offer continuing education programs to assist each Director in maintaining the level of expertise to perform his or her duties as a Director.

In accordance with the Middlednext Code, the Board sets up a training plan for Directors, adapted to the specific characteristics of the Company. Each year, the Board shall assess the progress of the training plan.

2.3. Right to Information of the Board and the Directors

Each Director shall determine whether she/he has received the necessary information within the appropriate timeframe to deliberate on the matters presented to the Board. A Director may request from the Company any additional information that she/he considers necessary to fulfill her/his role, particularly in light of the agenda of Board meetings. Should a Director consider that she or he has not been put in a position that enables her/him to consider a matter with the necessary knowledge of the facts, it such Director's duty to so indicate to the Chairperson of the Board and to request the necessary information.

Outside the meetings of the Board, the Company shall provide by all means to the members of the Board, in sufficient time, all necessary information when the current situation of the

Company so warrants.

2.4. Confidentiality

A Director is subject to an absolute duty of confidentiality and discretion with respect to deliberations and decisions of the Board. Non-public information communicated to a Director in connection with her/his duties is *intuitu personae* in nature. She/he must personally protect the confidentiality thereof and may not disclose it under any circumstances except when disclosure is permitted or required by law or is in the public interest. This obligation continues to apply after the term of the mandate and also applies to any permanent representative of a Director that is a legal entity.

Other than the Chairperson and the Chief Executive Officer (and/or, as the case may be, the Deputy Chief Executive Officers), Directors expressly undertake not to publicly speak on behalf of the Board, except at the request of the Chairperson or with the Chairperson's consent, including at shareholders' meetings. From time to time, the Board may collectively express itself outside of the Company, in particular in the form of press release intended to inform markets and in compliance with French and U.S. securities laws.

2.5. Duty of Loyalty and Compliance with Laws and the Bylaws

Directors or persons assisting the Board shall not take any action that could improperly harm the interests of the Company and shall act in good faith under all circumstances.

Directors shall comply with the decisions adopted by the Board in accordance with applicable law and the Bylaws.

Each Director represents all shareholders, including minority shareholders. Decisions of the Company shall not favor certain shareholders, in their capacity as shareholders, to the detriment of others.

2.6. Non-Compete Obligation

Each Director shall prioritize the Company's interests over his/her personal interests. In this regard, during the term of his/her office, a Director may not, in particular, personally undertake any responsibilities in any company or business that would be in the field of food allergies, without first obtaining the consent of the Board.

2.7. Ethics

2.7.1 Conflicts of Interest

Directors pledge to report, before each Board meeting, depending on the agenda, any conflicts of interest they may have and to refrain from taking part in the deliberations and voting on any matter in which they are in such a situation.

More generally, during her/his term of office, each Director shall inform the Board of any conflict of interest, whether actual or potential, involving her/him. In the event of a conflict of interest, depending on its nature, the relevant Director should refrain participating in the Board deliberations or votes regarding the same, and in extreme circumstances, the Director may need

to resign.

Once a year, the Board shall carry out a review of all known conflicts of interests pursuant to the Middenext Code.

2.7.2 Stock transactions

Each Director shall comply with the applicable regulations for market abuse and inside information, including all reporting obligations under applicable US and French laws and regulations.

Each Director also undertakes to comply with all provisions of the Company's Securities Trading Policy, as amended from time to time (the "**Insider Trading Policy**").

The Company's Insider Trading Policy is provided to each Director at the time of her/his appointment. Its purpose is to specify the rules of conduct applicable to anyone working for the Company and its subsidiaries who may hold inside information and/or who wishes to perform a transaction in the shares or securities of the Company.

The Company's shares held by the Directors must be held in registered form.

Article III: Duties of the Board

3.1 Overall competence

The Board shall determine the strategic direction of the Company's business activities and ensure implementation thereof, in accordance with the Company's corporate interest, taking into consideration the social, environmental and sporting challenges of its activity. Subject to the powers expressly granted by law to Shareholders' Meetings and within the scope of the corporate purpose, the Board shall be vested with the power to address any matter concerning the proper operations of the Company and shall determine by its decisions the business of the Company.

In carrying out its duties, the Board may be assisted by committees, made up of natural persons who must be Directors. The Board shall elect the members of these committees and shall establish their tasks and operating procedures in accordance with applicable laws and regulations, including the Nasdaq Listing Rules. The members of committees will be tasked with examining matters referred to them by the Board for review and issue recommendations when necessary.

The Board shall determine the manner in which the general management of the Company is carried out, either by the Chairperson or by an individual, whether or not she or he is a Director, appointed by the Board and having the title of Chief Executive Officer and whose term of office and remuneration shall be determined by the Board upon recommendation of the Compensation Committee (as defined in Article V).

Except for the resolution of the Board in relation to the choice of the manner in which the general management of the Company shall be carried out, decisions will be taken based on a majority vote of the Directors present or represented. In accordance with the Bylaws, the

Chairperson has a casting vote in the event that the vote is split.

3.2 Powers of the Board

In accordance with the provisions of the French Commercial Code, the Board shall in particular, but not exclusively:

- apart from those powers expressly reserved for general meetings of shareholders and within the limits of the Company's corporate purpose, discuss any issues affecting the running of the Company, and, as a result of its discussions, settle matters concerning the Company;
- carry out any reviews and audits as it may deem appropriate,;
- authorize sureties, endorsements and guarantees under the provisions of Article R. 225-28 of the French Commercial Code;
- decide whether the executive management of the Company is exercised by the Chairperson or by the Chief Executive Officer, and appoint the Chairperson and the Chief Executive Officer (and/or, as the case may be, the Deputy Chief Executive Officers);
- determine the compensation of the Company's executive corporate officers, under conditions provided by the law;
- in the event of the granting of stock options or free shares, determine the number of bonus shares or shares resulting from the exercise of options that the executive corporate officers are obliged to hold in registered form until they leave office;
- as the case may be, distribute the annual amounts of Directors' compensation approved by the General Meeting of Shareholders, under the conditions provided by article 6.1 of the Rules of Procedure;
- authorize in advance the conclusion of regulated agreements;
- approve the individual and consolidated annual financial statements, subject to the approval of the General Meeting, and prepare its report to the General Meeting of Shareholders;
- establish the report on corporate governance provided in Article L. 225-37 of the French Commercial Code; and
- call the General Meeting of Shareholders and set the agenda of this meeting.

3.3 Shareholder relations

The Board examines the possible negative votes of the General Meeting by analysing, in particular, how the majority of minority shareholders expressed themselves. The Board considers what action, if any, should be taken and whether a communication on this subject would be appropriate.

3.4 Diversity policy

The Board ensures that a gender balance and a diversity policy is implemented at every level of the Company.

Article IV: Functioning of the Board

4.1. Organization of work

Upon a motion by the Chairperson, the Board shall draw up a timetable of meetings each year for the coming year. This timetable shall establish the dates of regular Board meetings. There shall be at least four (4) regular Board meetings per year.

The Chairperson shall set the agenda for each Board meeting and shall send it to Board members in advance of meetings using any appropriate means.

Documents enabling Directors to make informed decisions on the various items on the agenda set by the Chairperson shall be sent to Directors at least five (5) working days before the Board meeting, except in exceptional circumstances or if necessary to ensure full confidentiality.

In the event of exigent circumstances and upon a motion by the Chairperson, the Board may, during any meeting, discuss issues not on the agenda sent to the Directors.

4.2. Videoconference – Telecommunications

Directors may take part in Board meetings via videoconferencing or other telecommunication means.

These modes of participation do not apply to the adoption of decisions taken in connection with the closing of the accounts for the fiscal year, including the consolidated financial statements.

The means of communication implemented must transmit at least the voices of participants and have technical characteristics that enable continuous and simultaneous broadcasting of the proceedings.

The minutes of the meeting shall note the participation of Directors via videoconferencing or other telecommunication means and, if necessary, the occurrence of any technical incidents that disrupt the proceedings.

The Board favors attendance in person. Where this is not possible, the use of videoconferencing is preferable to connection by telephone.

4.3. Minutes

The deliberations of the Board, including those taking place by means of video conference or conference call, shall be recorded in minutes under the conditions prescribed by law. Such minutes shall be signed by the Chairperson of the meeting and at least one Director. If the Chairperson is unable to attend the meeting, the minutes shall be signed by at least two Directors.

Copies or excerpts of these minutes shall be certified either by the Chairperson of the Board or

by the Chief Executive Officer (and/or, as the case may be by the Deputy Chief Executive Officer), if the functions of Chief Executive Officer are not assumed by Chairperson of the Board, or by the Director temporarily delegated to the duties of the Chairperson of the Board, or by an authorized agent duly empowered for such purpose.

The number of Directors in office and their attendance shall be evidenced by the production of a copy or excerpt of the minutes.

4.4. Secretary of the Board

The Board, acting on a proposal from the Chairperson, shall appoint a Secretary. The Secretary may be chosen from outside the members of the Board.

All members of the Board may consult the Secretary and make use of his or her services. The Secretary shall ensure that the Board complies with its operating procedures and shall prepare minutes of its meetings.

The Secretary's responsibilities shall include sending working papers to the Directors and addressing any request from them for information about their rights and responsibilities and the operating procedures of the Board.

4.5. Assessment of the Board and its Committees

The Board shall assess its ability to meet the expectations of the shareholders who have mandated the Board to administer the Company, by performing annual reviews of the Board's composition, organization and operating procedures, which shall include by extension a review of the Board Committees. The N&G Committee shall assist in this evaluation of the Board and its committees.

The Board shall, upon recommendations by the N&G Committee, annually review the Middenext Code points to be watched, consider the appropriate balance for its composition and assess whether its organization and operations are appropriate to fulfill its mandate.

The evaluation shall have two principal objectives:

- assess the way in which the Board and its Committees operate; and
- assess whether important issues facing the Company are properly prepared and discussed.

Shareholders shall be informed in the annual corporate governance report about the evaluation and any follow-up action.

4.6. Executive Sessions

The Directors will meet at least twice a year in executive session (the "**Executive Sessions**"), in accordance with the Middenext Code and the Nasdaq Listing Rules.

In accordance with the Middenext Code, Executive Sessions are attended by all Directors but the CEO. From time to time, depending on the agenda of the Executive Session, the Chairperson of the Board shall not attend such Executive Session.

Executive Session discussions may include such topics as the Directors determine. The

Directors shall not take formal action at these sessions but may make recommendations for consideration by the full Board. Executive Sessions will be chaired by the Lead Independent Director, if any.

Article V: Committees

The Board may establish one or several committees (the “**Committee**” or the “**Committees**”) made up of non-executive Directors.

In accordance with French law, each Committee of the Board has only an advisory role and can only make recommendations to the Board. As a result, decisions will be made by the Board taking into account any non-binding recommendations of the relevant Committee.

The committee structure of the Board will consist of at least (a) an audit committee (the “**Audit Committee**”), (b) a compensation committee (the “**Compensation Committee**”), and (c) a nominating and corporate governance committee (the “**N&G Committee**”). The Board may form, merge or dissolve additional committees as it deems appropriate from time to time. The Audit Committee, the Compensation Committee and the N&G Committee shall be composed entirely of independent directors under the Nasdaq Listing Rules, except to the extent allowed under applicable Nasdaq listing standards. Each Committee will function in accordance with the Committee’s Charter, with these Rules of Procedure, with any applicable laws and regulations and with any applicable provision of the Bylaws.

At each regular Board meeting, each Committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and recommendations of the committee. In general, the Chairperson of the appropriate committee will present such report.

5.1. Frequency of Committee Meetings and Agendas

The Committee chairs, in accordance with the Committee’s charter and, as appropriate, in consultation with the Committee members, will determine the frequency and length of the Committee meetings and develop the meeting agendas.

5.2. Committee Charters

Each Committee will periodically review its charter and recommend to the Board any changes it deems necessary.

Article VI: Directors’ compensation

6.1. Compensation

The annual aggregate amount of compensation (*rémunération*) of the Directors is approved by the shareholders’ ordinary general meeting, on the basis of a submission by the Board pursuant to a recommendation of the Compensation Committee.

The principles governing the distribution of such compensation between Directors are included in the Company's remuneration policy approved by the shareholders' annual ordinary general meeting, on the basis of a submission by the Board pursuant to a recommendation of the Compensation Committee.

The amounts allotted to each Director are determined annually by the Board by a simple majority vote on the basis of the recommendations of the Compensation Committee, within the limit of the annual aggregate amount and in compliance with the remuneration policy.

Such distribution need not be equal and may take account of the time that the Director commits to her/his functions and her/his attendance of Board meetings and, as the case may be, Committee membership.

6.2. Exceptional compensation

In accordance with Article L.225-46 of the French Commercial Code, the Board may grant exceptional compensation to individual Directors on a case-by-case basis for special and temporary assignments. The Board may also authorize the reimbursement of reasonable travel and accommodation expenses, as well as other expenses incurred by Directors in the corporate interest.

6.3. Share-based compensation

In accordance with Article L. 225-44 of the French Commercial Code, Directors' compensation should be limited to compensation and exceptional compensation referred above.

In order to comply with the recommendations of the AMF dated 5 June 2018, Directors may only be granted share subscription warrants (*bons de souscription d'actions*) at market conditions and prices.

6.4. Retirement benefit commitments

The Company does not provide pensions and other benefits for the benefit of its non-executive Directors.

Article VII: Directors' liability

The Company has taken out an "Officers' and Directors' Liability" insurance policy covering the civil liability of the Company's officers and Directors.

Article VIII: Succession planning

The Board shall establish and maintain a succession plan for executive corporate officers and key individuals, including the Chairperson and Chief Executive Officer (and/or, as the case may be, Deputy Chief Executive Officers).

The Board shall conduct a review of the talents within the Group, including individuals likely to become executive corporate officers ("*dirigeants mandataires*") or occupy a key position

within the Company, especially among members of the executive committee. In this regard, the Board shall be informed about the annual performance of these individuals and any developments that affect them.

The topic of succession planning shall be included annually among the Board's agenda items.

Article IX: Effective date and filing

The Rules of Procedure shall come into force as of the date hereof and shall apply to all members of the Board.

They shall be re-transcribed into the register of minutes of the discussions of the Board, as an annex to the minutes of February 14, 2023, and provided to the members of the Board at the registered office of the Company.

A copy of the Rules of Procedure shall be provided to each member of the Board upon his/her appointment as such.

The Rules of Procedure are available at www.dbv-technologies.com, in the Corporate Governance section.

Article X: Amendment of the Rules of Procedure

The Rules of Procedure may be amended by decision of the Board passed by simple majority in accordance with the same procedure as the one prevailing when they were adopted.

Any new member of the Board will be invited to execute them when taking up his/her duties.

Dated February 14, 2023

The Board of Directors