

Publication on regulated agreements

pursuant to Article L.22-10-13 of the Code de Commerce

Agreements authorized and entered into since March 21st, 2024

RELATED-PARTY AGREEMENTS WITH SANOFI

(approved by the Board of Directors at its meeting of May 16th, 2024)

New reverse Manufacturing & Supply Agreement ("new rMSA A") related to the manufacture of one Active Pharmaceutical Ingredient ("API") for a commercial partner of EUROAPI France signed on 17/05/2024

- **Parties:** Euroapi France (100% subsidiary of Euroapi) (hereinafter "Euroapi") and Sanofi Winthrop Industrie, formerly Sanofi Chimie until 31/12/2023 (subsidiary of Sanofi) (hereinafter "Sanofi"), acting as sub-contractor (CMO) of EUROAPI France.
- **Purpose of the Agreement:** Amended and restated Manufacturing and Supply agreement A to extend the current reverse Manufacturing and Supply Agreement A which will expire on 31/12/2024, for one API only. New key terms: Minimum Annual Quantity ("MAQ"), Maximum Annual Capacity, tier selling price table, price revision mechanism, possibility to internalize some key intermediates of the API.
- **Duration:** effective for five years from 01/01/2025 until 31/12/2029
- **Interested parties:**
 - Sanofi Aventis Participations, shareholder of the Company holding more than 10% of Euroapi's voting rights, and
 - Olivier Klaric, Sanofi's permanent representative on Euroapi's Board of Directors
- **Financial impact:** Total contract value estimated at €64 million at Minimum Annual Quantity purchase value. Financial risk consisting in the cost volatility of critical raw materials supplied by Euroapi to Sanofi mitigated by the possibility to renegotiate selling price with the commercial partner as from 2026.
- **Benefit of the regulated agreement for Euroapi:** Securization of supply for 5 additional years with minimum annual quantities and revised prices.

RELATED-PARTY AGREEMENTS WITH SANOFI

(approved by the Board of Directors through electronic votes on July 22nd, 2024)

First Amendment (signed on July 29th, 2024) to the reverse Manufacturing & Supply Agreement relating to B12 Salts between Euroapi France and Sanofi Winthrop Industrie ("rMSA B12") signed on July 29th, 2024

- **Parties:** Euroapi France (100% subsidiary of Euroapi) (hereinafter "Euroapi") and Sanofi Winthrop Industrie, formerly Sanofi Chimie until 31/12/2023 (subsidiary of Sanofi) (hereinafter "Sanofi")
- **Purpose of the Agreement:** Amendment to extend the rMSA B12 which initial termination was end of 2024 until end of December 2025 in order to ensure supply continuity for certain APIs including a life-saving product.
- **Duration:** effective for one year from 01/01/2025 until 31/12/2025
- **Interested parties:**

- Sanofi Aventis Participations, shareholder of the Company holding more than 10% of Euroapi's voting rights, and
- Olivier Klaric, Sanofi's permanent representative on Euroapi's Board of Directors
- **Financial impact:** Between €1 million and €2 million cost impact on toll manufacturing price for calendar year 2025 versus current contractual price.
- **Benefit of the regulated agreement for Euroapi:** Securization of production to address Euroapi's customers' needs of APIs until completion of production transfer from Sanofi to Euroapi Brindisi site in Italy.

RELATED-PARTY AGREEMENTS WITH SANOFI

(approved by the Board of Directors at its meeting of July 30th, 2024)

Letter Agreement (signed on 10/09/2024) relating to the Global Manufacturing & Supply Agreement ("GMSA") between Euroapi France and Sanofi Winthrop Industrie signed on September 10th, 2024

- **Parties:** Euroapi France (100% subsidiary of Euroapi) (hereinafter "Euroapi") and Sanofi Winthrop Industrie, (subsidiary of Sanofi) (hereinafter "Sanofi")
- **Purpose of the Agreement:**
Incentive 2024 based on performance. Definition of customer levels of services on specific active pharmaceutical ingredients ("API") with minimum volumes and incentive amounts to be paid by Sanofi to Euroapi if these objectives are achieved (for 2024 calendar year). Definition of quality tasks to be performed for an incentive to be paid by Sanofi to Euroapi if these objectives are achieved (for 2024 calendar year).
- **Duration:** effective upon signature for fiscal year 2024
- **Interested parties:**
 - Sanofi Aventis Participations, shareholder of the Company holding more than 10% of Euroapi's voting rights, and
 - Olivier Klaric, Sanofi's permanent representative on Euroapi's Board of Directors
- **Financial impact:** Up to €5 million to be paid by Sanofi in 2025
- **Benefit of the regulated agreement for Euroapi:** Increase in revenues related to the improvement of the performance of execution performance and to the improvement of the securization of the API production.

RELATED-PARTY AGREEMENTS WITH SANOFI

(approved by the Board of Directors at its meeting of July 30th, 2024)

Term Sheet relating to the Global Manufacturing & Supply Agreement ("GMSA") between Euroapi France and Sanofi Winthrop Industrie for Sevelamer ("API") signed on September 24th, 2024

- **Parties:** Euroapi France (100% subsidiary of Euroapi), Euroapi UK (100% subsidiary of Euroapi) and Sanofi Winthrop Industrie (subsidiary of Sanofi) (hereinafter "Sanofi")
- **Purpose of the Agreement:**
Negotiation of specific terms and conditions in a standalone agreement to be executed by Euroapi UK to secure volumes of API manufactured by the Euroapi Site of Haverhill, which may be potentially divested (assignable standalone agreement between Euroapi UK and Sanofi duplicated from the GMSA).
- **Duration:** effective for 3 years from 01/01/2025 until 31/12/2027

- **Interested parties:**
 - Sanofi Aventis Participations, shareholder of the Company holding more than 10% of Euroapi's voting rights, and
 - Olivier Klaric, Sanofi's permanent representative on Euroapi's Board of Directors
- **Financial impact:** Securization of the Minimum Annual Quantities of API and restated selling price.
- **Benefit of the regulated agreement for Euroapi:** Minimum sales secured with a take-or-pay mechanism for 3 years.

RELATED-PARTY AGREEMENTS WITH SANOFI

(approved by the Board of Directors at its meeting of July 30th, 2024)

Letter Agreement relating to the Global Manufacturing & Supply Agreement ("GMSA") between Euroapi France and Sanofi Winthrop Industrie for one active pharmaceutical ingredient ("API") signed on October 4th, 2024

- **Parties:** Euroapi France (100% subsidiary of Euroapi) (hereinafter "Euroapi") and Sanofi Winthrop Industrie (subsidiary of Sanofi) (hereinafter "Sanofi")
- **Purpose of the Agreement:**
Further to Euroapi's notification of the discontinuation of the production of the API end of 2025, securization of 2024 and 2025 site production and supply of API for Sanofi.
- **Duration:** effective for 2 years upon signature date for fiscal years 2024 and 2025
- **Interested parties:**
 - Sanofi Aventis Participations, shareholder of the Company holding more than 10% of Euroapi's voting rights, and
 - Olivier Klaric, Sanofi's permanent representative on Euroapi's Board of Directors
- **Financial impact:** Up to €6 million to be paid by Sanofi in 2025 and 2026
- **Benefit of the regulated agreement for Euroapi:** Better revenue related to the improvement of the performance of execution and improvement of the securization of the API manufacturing.

RELATED-PARTY AGREEMENTS WITH SANOFI

(approved by the Board of Directors at its meeting of July 30th, 2024)

Letter Agreement relating to the Global Manufacturing & Supply Agreement ("GMSA") between Euroapi France and Sanofi Winthrop Industrie for capacity reservation fees for certain active pharmaceutical ingredients ("API") signed on September 30, 2024

- **Parties:** Euroapi France (100% subsidiary of Euroapi) (hereinafter "Euroapi") and Sanofi Winthrop Industrie (subsidiary of Sanofi) (hereinafter "Sanofi")
- **Purpose of the Agreement:**
Capacity reservation mechanism for several products against a payment of €34 million capacity reservation fees by Sanofi to allow Euroapi to invest and increase manufacturing capacity for 4 APIs of Euroapi manufacturing sites in Frankfurt (Germany) and Vertolaye (France) for the 2027-2032 period.
- **Duration:** effective as from October 1st, 2024 until December 31st, 2032

- **Interested parties:**
 - Sanofi Aventis Participations, shareholder of the Company holding more than 10% of Euroapi's voting rights, and
 - Olivier Klaric, Sanofi's permanent representative on Euroapi's Board of Directors
- **Financial impact:** €34 million capacity reservation fees to be paid by Sanofi (€11 million in 2024, €23 million in 2025)
- **Benefit of the regulated agreement for Euroapi:** Better revenue related to the improvement of the volumes and increased performance. Securization of the manufacturing of the APIs.

RELATED-PARTY AGREEMENTS WITH SANOFI

(approved by the Board of Directors at its meeting of July 30th, 2024)

Letter Agreement relating to the Global Manufacturing & Supply Agreement ("GMSA") between Euroapi France and Sanofi Winthrop Industrie for capacity reservation fees for one active pharmaceutical ingredient ("API") signed on September 30, 2024

- **Parties:** Euroapi France (100% subsidiary of Euroapi) (hereinafter "Euroapi") and Sanofi Winthrop Industrie (subsidiary of Sanofi) (hereinafter "Sanofi")
- **Purpose of the Agreement:**
Capacity reservation mechanism for the API against a payment of €20 million by Sanofi to allow Euroapi to invest and increase manufacturing capacity of Euroapi's site in Elbeuf (France) as needed by Sanofi to ensure supply continuity.
- **Duration:** effective for approximately 9 years from October 1st, 2024 until December 31st, 2032
- **Interested parties:**
 - Sanofi Aventis Participations, shareholder of the Company holding more than 10% of Euroapi's voting rights, and
 - Olivier Klaric, Sanofi's permanent representative on Euroapi's Board of Directors
- **Financial impact:**
€20 million capacity reservation fees to be paid by Sanofi (€7 million in 2024, €13 million in 2025)
- **Benefit of the regulated agreement for Euroapi:** better revenue related to the improvement of the volumes and increased performance (reduced cost of goods). Securization of the manufacturing of the API.