

EXOSSENS

**Statutory Auditors' report
on the financial statements**

(For the year ended 31 December 2024)

PricewaterhouseCoopers Audit
Statutory Auditor
Membre de la compagnie régionale de
Versailles et du Centre

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31077 Toulouse Cedex 04

Baker Tilly Strego
Statutory Auditor
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Ouest Atlantique

4 rue Papiou de la Verrie
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(For the year ended 31 December 2024)

This is a free translation into English of the Statutory Auditors' report on the financial statements of the Company issued in French and is provided solely for the convenience of English speaking readers. This report includes information specifically required by European regulations or French law, such as information about the appointment of Statutory Auditors. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,
Exosens
18 avenue Pythagore
33700 Mérignac

Opinion

In compliance with the engagement entrusted to us by your Articles of Association and a decision of the shareholders, we have audited the accompanying financial statements of Exosens for the year ended 31 December 2024.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company at 31 December 2024 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are further described in the "Responsibilities of the Statutory Auditors relating to the audit of the financial statements" section of our report.

Independence

We conducted our audit engagement in compliance with the independence rules provided for in the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors for the period from 1 January 2024 to the date of our report, and, in particular, we did not provide any non-audit services prohibited by Article 5(1) of Regulation (EU) No. 537/2014.

Justification of assessments – Key audit matters

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgment, were the most significant in our audit of the financial statements, as well as how we addressed those risks.

These matters were addressed as part of our audit of the financial statements as a whole, and therefore contributed to the opinion we formed as expressed above. We do not provide a separate opinion on specific items of the financial statements.

Measurement of shares**Description of risk**

Shares are recorded in the balance sheet at their acquisition cost, including acquisition expenses. At 31 December 2024, the carrying amount of shares, including acquisition expenses, amounted to €225,072 thousand, representing one of the largest balance sheet items.

As stated in Note 4 "*Information on balance sheet items*" paragraph "*Impairment of non-current financial assets*" of section 4.2 "*Non-current financial assets*" to the financial statements, impairment is recognized when the recoverable amount is lower than the carrying amount. The recoverable amount is estimated by Management as the value determined on the basis of discounted future cash flows.

Estimating the recoverable amount of these shares requires Management to make significant judgments concerning the choice of methodologies, assumptions and data used.

In view of the material nature of the equity interests and due to the sensitivity to Management's choices regarding the calculation methods and parameters, we considered the measurement of shares to be a key audit matter.

Our response

To assess the reasonableness of the estimated value in use of equity investments owned by Exosens, based on the information provided to us, our work consisted mainly in verifying that the estimated values determined by Management were based on an appropriate measurement method and data, and more specifically, we have:

- obtained from Management, the forecast future cash flows of the investees concerned, and assessed their consistency with the provisional data from the latest strategic plans;
- assessed the consistency of the significant assumptions used by Management to determine expected future cash flows, particularly with regard to past performances and the economic environment in which Group entities operate;
- assessed the reasonableness of the long-term growth rate and discount rate used, given the market analyses and the consensus of the key stakeholders, as well as their consistency with the projected cash flows to which they apply;
- assessed the reasonableness of the forecasts used for previous periods with actual results;
- examined whether i) the value in use of the equity investments and ii) any impairment was correctly determined on the basis of the method adopted by Management.

Lastly, we analysed the appropriateness of the disclosures provided in section 4.2 "*Non-current financial assets*" of Note 4 "*Information on balance sheet items*" to the financial statements.

Specific verifications

In accordance with professional standards applicable in France, we have also performed the specific verifications required by French legal and regulatory provisions.

Information given in the management report and in the other documents provided to the shareholders with respect to the Company's financial position and the financial statements

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents provided to the shareholders with respect to the Company's financial position and the financial statements.

We attest to the fair presentation and the consistency with the financial statements of the information about the payment terms referred to in Article D.441-6 of the French Commercial Code.

Report on corporate governance

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code.

In accordance with the law, we draw your attention to the fact that, contrary to the provisions of Article L.22-10-10 6° of the French Commercial Code, the Company has not included in its corporate governance report a description of the procedure for regularly assessing whether agreements entered into on an arm's length basis meet these conditions, and how it is implemented.

Concerning the information given in accordance with the requirements of article L.22-10-9 of the French Commercial Code relating to compensation and benefits paid or awarded to corporate officers and any other commitments made in their favour, we have verified its consistency with the financial statements or with the underlying information used to prepare these financial statements, and, where applicable, with the information obtained by the Company from controlled companies within its scope of consolidation. Based on this work, we attest to the accuracy and fair presentation of this information.

Other information

In accordance with French law, we have verified that the required information concerning the identity of shareholders and holders of the voting rights has been properly disclosed in the management report.

Other verifications and information pursuant to legal and regulatory requirements

Presentation of the financial statements to be included in the annual financial report

In accordance with professional standards applicable to the Statutory Auditors' procedures for annual and consolidated financial statements presented according to the European single electronic reporting format, we have verified that the presentation of the financial statements to be included in the annual financial report referred to in paragraph I of article L.451-1-2 of the French Monetary and Financial Code (*Code monétaire et financier*) and prepared under the Chief Executive Officer's responsibility, complies with this format, as defined by European Delegated Regulation No. 2019/815 of December 17, 2018.

On the basis of our work, we conclude that the presentation of the financial statements to be included in the annual financial report complies, in all material respects, with the European single electronic reporting format.

It is not our responsibility to ensure that the financial statements to be included by the Company in the annual financial report filed with the AMF correspond to those on which we carried out our work.

Appointment of the Statutory Auditors

We were appointed Statutory Auditors of Exosens by your Articles of Association on 16 March 2021 for PricewaterhouseCoopers Audit and by a decision of the shareholders on 30 December 2023 for Baker Tilly Strego.

At 31 December 2024, PricewaterhouseCoopers Audit and Baker Tilly Strego were in the third and the second consecutive year of their engagement, respectively, of which one year since the Company's securities were admitted to trading on a regulated market.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for preparing financial statements giving a true and fair view in accordance with French accounting principles, and for implementing the internal control procedures it deems necessary for the preparation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting, unless it expects to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems, relating to accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors relating to the audit of the financial statements***Objective and audit approach***

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free of material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions taken by users on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code, our audit does not include assurance on the viability or quality of the Company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgment throughout the audit. They also:

- identify and assess the risks of material misstatement in the financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of the internal control procedures relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the related disclosures in the notes to the financial statements;
- assess the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;
- evaluate the overall presentation of the financial statements and assess whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit a report to the Audit Committee which includes, in particular, a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report any significant deficiencies in internal control that we have identified regarding the accounting and financial reporting procedures.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were the most significant for the audit of the financial statements and which constitute the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France, as defined in particular in Articles L. 821-27 to L. 821-34 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss any risks to our independence and the related safeguard measures with the Audit Committee.

Toulouse and Nantes, 28 April 2025

The Statutory Auditors

PricewaterhouseCoopers Audit

Baker Tilly Strego

Bertrand Cuq
Partner

Anne Parenty
Partner

Jean-Marc Binson
Partner

François Pignon-Hériard
Partner