

# EDAP TMS S.A.

## CORPORATE GOVERNANCE GUIDELINES

Adopted January 1, 2026

The Board of Directors (the “**Board**”) of EDAP TMS S.A. (the “**Company**”), has adopted the following Corporate Governance Guidelines (these “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws and regulations, the rules of The Nasdaq Stock Market LLC (“**Nasdaq**”) and the Company’s by-laws and other corporate governance documents, as such laws, rules and governing documents are amended from time to time. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairpersons and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its shareholders or as required by applicable laws, regulations and Nasdaq rules.

### **The Board**

#### *Size of the Board*

The Company’s by-laws provide that the number of directors that shall constitute the whole Board shall be fixed exclusively by one or more resolutions approved by the Company’s ordinary shareholders’. The Board will periodically review the size of the Board with a view to determine the size that is most effective in relation to future operations. The Company’s ordinary shareholders’ meeting must approve any changes to the number of Board seats available.

#### *Independence of the Board*

The Board will comprise a majority of directors who qualify as independent directors (the “**Independent Directors**”) as determined under Nasdaq Rule 5605(a)(2).

#### *Separate Sessions of Non-Management Directors and Independent Directors*

The non-management directors will meet in executive session without management directors or management present on a regularly scheduled basis, as often as the interests of the Company require, but in any event no less than two times per year. The non-management directors will review the Company’s implementation of, and compliance with, these Guidelines and consider such matters as they may deem appropriate at such meetings. Non-management directors are all directors who are not Company officers (as that term is defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)), including such directors who are not independent by virtue of a material relationship, former status or family membership, or for any other reason.

In addition, to the extent that the non-management directors include directors who do not qualify as Independent Directors, the Independent Directors shall also have regularly scheduled meetings and meet separately at least two times per year in an executive session.

### *Director Qualification Standards*

The Nominations Committee is responsible for reviewing candidates for Board membership. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominations Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, may take into account many factors, including: the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board; experience, knowledge, skills and expertise, which may include experience in management, finance, marketing, accounting, compliance and data privacy and security across a broad range of industries with particular emphasis on the healthcare and medical device industries, along with experience operating at a policy-making level in an appropriate business, financial, governmental, educational, non-profit, technological or global field; varying backgrounds and perspectives, including with respect to professional expertise, age, and gender; personal and professional integrity, character and business judgment; and overall independence, including the independence requirements of the U.S. Securities and Exchange Commission (“**SEC**”) and Nasdaq. In determining whether to recommend a director for re-election, the Nominations Committee may consider the director’s past attendance at meetings and participation in and contributions to the activities of the Board.

### *Selection of New Directors*

Each year, at the annual meeting of shareholders, the Board will recommend a slate of directors for election by the shareholders. In accordance with the by-laws of the Company, the Board will also be responsible for filling vacancies or newly created directorships on the Board that may occur between annual meetings of shareholders. The Nominations Committee is responsible for reviewing and recommending candidates to the entire Board for Board membership.

### *Director Orientation and Continuing Education*

Management, working with the Board, shall provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management shall prepare additional educational sessions for directors on matters relevant to the Company and its business. The Nominations Committee is also responsible for developing and maintaining an orientation program for new Board members and continuing education for all Board members, including governance matters.

### *Limitations on Other Board Service*

Directors are not prohibited from serving on the boards of directors of other public companies so long as these commitments do not materially interfere with and are not incompatible with their ability to fulfill their duties as a member of the Board. Notwithstanding the foregoing, members of the Board may not serve on the boards of more than five public companies (including

the Company's Board) and no director who is an executive officer of the Company may serve on more than two public company boards (including the Company's Board), subject to the waiver of such restrictions by a majority of non-affected members of the Board. For purposes hereof, a "public company" is a company whose stock is traded on a national securities exchange, the OTCBB or the "pink sheets." Directors must provide notice to the General Counsel and the Chair of the Nominations Committee in advance of accepting an invitation to serve on the board of another public company. The Nominations Committee and the Board will consider the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and making recommendations to the Company's shareholders. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

*Directors Who Resign or Materially Change Their Current Positions with Their Employer or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company*

When a director, including any director who is currently an officer or employee of the Company, resigns, takes on a new position or directorship or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the General Counsel and the Chair of the Nominations Committee of such circumstances. The Nominations Committee will consider the circumstances, and may in certain cases consider requesting that the director submit his or her resignation from the Board, if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

*Term Limits*

As each director is subject to election by the shareholders (for two year terms), the Board does not believe it is in the best interests of the Company to establish term limits at this time. In addition, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

*Director Responsibilities*

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the by-laws and committee charters. The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interest of the Company and its shareholders. In fulfilling that responsibility, directors reasonably may rely on the honesty and integrity of the Company's management and expert legal, accounting, financial and other advisors. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include (as applicable):

- (i) overseeing the conduct of the Company's business to evaluate whether the business is being properly managed;
- (ii) reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;

- (iii) reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- (iv) reviewing and, where appropriate, approving major changes in, and determinations under, these Guidelines, the Company's Code of Business Conduct and Ethics Policy and other material Company policies;
- (v) reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any business(es) or asset(s) material to the Company or the entry of the Company into any major new line of business;
- (vi) reviewing the performance of the Chief Executive Officer and other members of management;
- (vii) overseeing management's review and implementation of appropriate cybersecurity, privacy and cyber risk mitigation measures to ensure compliance with any applicable laws, rules and regulations;
- (viii) planning for succession with respect to the position of the Chief Executive Officer and monitoring management's succession planning for other key executives; and
- (ix) ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

#### *Chair*

The Board will periodically appoint a Chair of the Board. Both independent and management directors (and including former members of management, whether or not independent), including the Chief Executive Officer, are eligible for appointment as the Chair.

#### *Lead Independent Director*

To the extent that the Chair is a management director or is otherwise not independent, the Board shall designate a lead independent director (the "Lead Independent Director") to preside at the executive sessions of independent directors. The Lead Independent Director also has the power and authority to (a) set agendas, priorities and procedures for meetings of independent directors meeting in executive session without management participation; (b) generally assist the Chair of the Board; (c) add agenda items to the established agenda for meetings of the Board; (d) request access to the Company's management, employees and its independent advisors for the purposes of discharging his or her duties and responsibilities as a director; and (e) retain independent outside financial, legal or other advisors at any time, at the expense of the Company, on behalf of the Board or any committee or subcommittee of the Board.

### *Compensation*

The Compensation Committee shall periodically review the status of the Company's non-management director compensation in relation to other U.S. companies of comparable size and the Company's peer companies, including consideration of both direct and indirect forms of compensation to the Company's non-management directors, and will recommend any changes in non-management director compensation to the Board, which changes will be approved or disapproved by the Board after a full discussion.

Members of the Audit Committee may not directly or indirectly receive any compensation from the Company other than as permitted under applicable Nasdaq and SEC rules.

### *Conflicts of Interest*

Directors must comply with the Code of Business Conduct and Ethics Policy with respect to conflicts of interest. They are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report all facts regarding the matter to the Board. Any significant conflict must be resolved or the director should resign. If a director has a direct or indirect interest in a matter before the Board, the director must promptly disclose the interest to the Board.

### *Transactions with Related Parties*

Each director must promptly disclose to the General Counsel and the Chair of the Audit Committee, as soon as reasonably practicable, any existing or proposed relationships with the Company that may require review under the Related Party Transactions Policy and Procedures. Additionally, each director must identify any such relationships in the annual Board evaluation process. The Company may be required to publicly disclose such relationships in accordance with applicable laws and regulations.

### *Interaction with Institutional Investors, Analysts, the Press and Customers*

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, analysts, the press and customers regarding the Company's operations to management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. Any matter intended for the Board, or for any individual member of the Board, should be directed to the General Counsel. If comments from the Board are appropriate, they should, in most circumstances, come from the Chief Executive Officer in his or her Board capacity or another member of the Board designated by the Board.

### *Board Access to Senior Management*

The Board will have access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from