

EDAP TMS S.A.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

**AS AMENDED AND RESTATED BY THE BOARD OF DIRECTORS
ON January 1, 2026**

PURPOSE

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of EDAP TMS S.A. (the “*Company*”) is to:

- help the Board oversee the Company’s compensation policies, plans, and programs with a goal to attract, incentivize, retain and reward top quality executive management, directors and employees;
- review and make recommendations to the Board for its determination and approval of the compensation to be paid to the Company’s executive officers and directors;
- when required, review and discuss with management the Company’s compensation disclosures in the “Compensation Discussion and Analysis” (the “CD&A”) section of the Company’s annual reports, registration statements and proxy statements filed with the Securities and Exchange Commission (the “SEC”); and
- when required, prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement

The term “compensation” includes salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

COMPOSITION

The members of the Committee, including the Chairperson, will be members of the Board appointed by, and will serve at the discretion of, the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

The members of the Committee shall meet the independence and other requirements of the Nasdaq Stock Market LLC (“Nasdaq”), except as otherwise permitted by applicable Nasdaq rules, and any other qualifications determined by the Board or the Nominations Committee of the Board. In determining the members of the Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The Committee shall be comprised of at least two directors, one of whom shall serve as Chairperson, and none of whom shall be an employee of the Company and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as

determined by the Board, in accordance with applicable law and Nasdaq requirements.

AUTHORITY

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. If the Committee concludes that it must retain legal, accounting or other outside advisors (including compensation consultants), it may do so and determine compensation terms for those advisors at the Company's expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company's personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of compensation consultants and outside service providers and advisors (including negotiation and execution of their engagement letters), provided that, the Committee must take into consideration applicable factors under Nasdaq rules, and (2) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more members of the Board (whether or not he, she or they are on the Committee) to the extent allowed under applicable law and stock exchange listing requirements. By delegating an issue to the Chairperson or a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to the Chairperson or a subcommittee, doing so will not limit or restrict future action by the Chairperson or subcommittee on any matters delegated to it. Any action or decision of the Chairperson or a subcommittee will be presented to the full Committee at its next scheduled meeting.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's by-laws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee:

1. Overall Compensation Strategy. The Committee will review, oversee and approve (or make recommendations to the Board for approval of) the Company's overall compensation strategy and policies.

2. Assessment of Shareholder Votes. The Committee will review and assess the results of the most recent shareholder advisory vote on executive compensation, if any, make recommendations

to the Board regarding the frequency of such votes, and, to the extent the Committee deems appropriate take such results into consideration in connection with its review and approval for the Company's objectives.

3. Compensation of Chief Executive Officer. The Committee will review and make recommendations to the Board on the compensation of individual and corporate performance goals and objectives and other terms of employment of the Company's Chief Executive Officer and evaluate his or her performance. The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

4. Compensation of Other Executive Officers and Senior Management. The Committee will review and make recommendations to the Board on the compensation of individual and corporate performance goals and objectives and other terms of employment of the Company's other executive officers (and other members of senior management in the Committee's discretion) and evaluate their individual performance, taking into account the recommendations and evaluation of the Chief Executive Officer to the extent the Committee deems appropriate.

5. Compensation of Directors. The Committee will review and make recommendations to the Board on the type and amount of compensation to be paid or awarded to Board members.

6. Risk Management. The Committee will review, with management, whether the Company's compensation-related practices and policies, applicable to all employees of the Company, create risks that are reasonably likely to have a material adverse effect on the Company as required by Item 402(s) of Regulation S-K, and take such determinations into account in discharging the Committee's responsibilities.

7. Administration of Benefit Plans. The Committee will make recommendations and proposals to the Board in order for the Board to adopt, amend, terminate, and administer the Company's equity awards, pension, and profit sharing plans, bonus plans, benefit plans and other similar programs.

8. Succession Planning. The Committee will review and evaluate with the Board and the Chief Executive Officer the succession plans for the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed these positions.

9. CD&A. The Committee will review and discuss with management the Company's disclosures under the CD&A, and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's Annual Report on 10-K and, as applicable, proxy statement.

10. Compensation Committee Report. The Committee will prepare the annual Compensation Committee Report on executive compensation included in the Company's Annual Report on Form 10-K and, as applicable, proxy statement, in accordance with applicable rules and regulations of the SEC, to the extent required.

11. Conflict of Interest Disclosure. The Committee will review and discuss with management

any conflicts of interest raised by the work of a compensation consultant or advisor hired by the Committee or management and how such conflict is being addressed, and prepare any necessary disclosure in the Company's annual proxy statement in accordance with applicable law and stock exchange requirements.

12. Compensation Proposals. The Committee will provide recommendations to the Board on compensation-related proposals to be considered at Company shareholder meetings, including say-on-pay votes and the frequency of advisory votes on executive compensation.

13. Peer Group. The Committee will periodically review and revise a peer group of companies against which to assess the Company's compensation programs and practices to ensure that they are competitive and supportive of the Company's strategy and objectives.

14. Talent Development and Corporate Culture. The Committee will review and discuss with management the Company's policies and practices related to its management of human capital resources, including talent development, retention, overall employee wellness and engagement of Company personnel. The Committee will review and discuss with management the Company's corporate culture and strategies in support of diversity, equity and inclusion.

15. Matters Related to Clawback and Recoupment. The Committee will approve, or recommend to the Board for approval, if and as the Committee determines to be necessary or appropriate, or as required by applicable law, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.

16. Committee Self-Assessment. The Committee will annually evaluate its performance and the adequacy of this Charter and submit any recommended changes to the Board for its consideration.

MEETINGS AND MINUTES

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's by-laws that are applicable to the Committee. The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will meet whenever its members deem a meeting necessary or appropriate.

The Committee will determine where and when to meet and may do so in person or telephonically.

Unless otherwise determined by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.

The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.