



ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
RULES OF CONDUCT AND PROCEDURES

DATE: Wednesday, June 14, 2023
TIME: 10:00 a.m. (Eastern Time)
PLACE: Virtually at www.virtualshareholdermeeting.com/AEZS2023

Welcome to the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of Aeterna Zentaris Inc. (the “**Company**”), conducted via live audio webcast. It is our desire to conduct a fair and informative Meeting. Kindly observe the following Rules of Conduct and Procedures.

1. Our Company’s by-laws describe requirements for the meetings of our shareholders. The Chair of the Board of the Company will conduct the Meeting in accordance with these requirements.
2. We will strictly follow an agenda (the “**Agenda**”) as we conduct the Meeting.
3. Because this is a meeting of our shareholders, only registered shareholders and duly appointed proxy holders are permitted to vote and ask questions during the Meeting. If you are a registered shareholder or a duly appointed proxy holder, please login to the Meeting by entering the control number you received with your proxy materials. If you have voted your shares prior to the start of the Meeting, your vote has been received by the Company’s scrutineers and there is no need to vote those shares during the Meeting, unless you wish to revoke or change your vote. For the purposes of the meeting, voting on all matters will be conducted by a single electronic ballot. Registered shareholders and duly appointed proxyholders will be asked to vote on each business item after the presentation of all such business items. Only registered shareholders and duly appointed proxyholders of the Corporation are permitted to participate in the voting at the Meeting.
4. When you are asked to vote following the presentation of all items of business, you will click on the “Vote Here” button on the web portal to register your votes. You will only have a certain amount of time to do so. We will advise when the polls have opened
5. If a registered shareholder or a duly appointed proxy holder has a question about one of the matters in the Agenda to be voted on by the shareholders at the Meeting, such question may be submitted in the “Ask a Question” field on the web portal at or before the time the matters are before the Meeting for consideration. We will answer questions on any matters in the Agenda during the question period at the end of the Meeting. However, questions regarding procedural matters or directly related to motions during the Meeting may be dealt with at an appropriate time. When asking a question, please indicate your name, which entity you represent, if any, and confirm that you are a registered shareholder or a duly appointed proxyholder.
6. Following the adjournment of the formal business of the Meeting, the Company’s management will give a presentation about the Company’s business. At the conclusion of this presentation, the Company will address appropriate general questions from shareholders regarding the Company.

Such questions may be submitted in the “Ask a Question” field on the web portal during the Meeting.

7. To allow us to answer questions from as many shareholders as possible, we will limit each shareholder to two questions. Please ensure questions are succinct and cover only one topic per question. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
8. At any point during the question period, the Company may stop answering questions and end the Meeting.
9. Shareholder questions are welcome, but conducting the business set out in the Agenda for the benefit of all shareholders will be paramount. The Company does not intend to address any questions that are, among other things:
 - irrelevant to the business of the Company or to the business of the Meeting;
 - related to material non-public information of the Company;
 - related to personal grievances;
 - derogatory references to individuals or that are otherwise in bad taste;
 - repetitive statements already made by another shareholder;
 - in furtherance of the shareholder’s personal or business interests; or
 - out of order or not otherwise suitable for the conduct of the Meeting as determined by the Chair or Secretary in their reasonable judgment.
10. If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Meeting by contacting Investor Relations at aezs@jtcir.com.
11. Recording of the Meeting is prohibited. A webcast playback will be available at www.virtualshareholdermeeting.com/AEZS2023, 24 hours after the completion of the Meeting.

Thank you for your cooperation and for joining the Company at the Meeting.