

Double Voting Rights

French law provides with a general principal which states that *"voting rights attached to capital or dividend shares shall be in proportion to the share of the capital they represent and each share shall entitle the holder Co **at least** one vote"* (Article L225-122 of the French commercial Code).

However and consistent with the words "at least", the same French commercial Code (Article L225-123) enables companies to grant, subject to the satisfaction of certain requirements, double voting rights to their shares:

- *"A voting right equivalent to twice that attributed to other shares may be attributed to fully paid shares which can be proved to have been registered in the name of the same shareholder for at least two years, depending on the proportion of the share capital they represent, by the memorandum and articles of association or a special shareholders' meeting.*
- *Furthermore, in the event of a capital increase by incorporation of reserve funds, profits or issue premiums, a double voting right may be conferred from the date of issue on registered shares allocated to a shareholder free of charge in proportion to any former shares for which he has the benefit of that right.*
- *The voting right provided in the first and second sub paragraphs above may be reserved to French shareholders and those that are nationals of a Member State of the European Community or a Member State of the European Economic Area."*

Valneva's articles of association provide for such a double voting right under the following terms:

"A double voting right that is conferred on other shares, based on the portion of share capital they represent, is allocated to fully paid-up shares that have been registered over a continuous period of two years in the name of the shareholder. This double voting right is also conferred, upon the issue of shares in the event of a share capital increase by capitalisation of reserves, profits or issue premiums, to the registered shares granted for no consideration to a shareholder for previous shares for which he already benefited from this double voting right.

Any shareholder can temporarily or permanently waive all or some of its double voting rights, by registered letter with a request for an acknowledgement of receipt sent to the Company. This waiver is to come into force on the third business day following receipt by the Company of the letter of waiver. "

It is worth noting that neither Vivalis nor Valneva have decided to retain the legal possibility to limit the double voting rights to French or European shareholders. From a pure practical point of view in order to be entitled upon expiration of a two year period, a shareholder must decide to hold its shares under registered form. The registrar for the Shares is Caceis Corporate Trust in France. A shareholder who wants to benefit from the double voting rights has to open an account with Caceis Corporate Trust and transfer the respective shares to this account. Caceis Corporate Trust will then register the shares in the Vivalis (in future Valneva) register. However, the Shares can be registered as well with any bank having a French bank as a correspondent affiliated to Euroclear France. The bank will then inform Caceis

Corporate Trust to register the respective Shares in the Vivalis (in future Valneva) register. Should a shareholder holding its Shares in registered form decide to sell them, the shareholder has to instruct Caceis Corporate Trust to convert such shares into bearer form and such conversion will void the double voting rights attached to such shares (if any) even if the shares remain unsold. If the registered shares are held with a bank then the bank has to inform Caceis Corporate Trust to de-register the shares and such conversion will void the double voting rights attached. If the respective shareholder elects to register them again either with Caceis Corporate Trust or a bank having a French bank as a correspondent affiliated to Euroclear France, the shareholder has to wait for the expiration of the two year period before being entitled again to double voting rights.

During a general meeting of the shareholders, for quorum and majority purposes, the total number of voting rights is calculated taking into accounts share with single voting rights and shares with double voting rights.

In the interest of ensuring equal treatment of the shareholders of Vivalis and Intercell, the merger agreement provides for removal of the double voting rights granted to Vivalis shareholders with Effectiveness of the Merger and a new double voting rights system will enter into force with Effectiveness of the Merger.

It is worth noting that it has been introduced in the articles of association of Valneva a cap on voting rights pursuant to which a shareholder (or a group of shareholders when acting in concert) may not exercise voting rights in excess of 29.9% of all the voting rights attached to all of the shares of Valneva (irrespective whether with single or double voting rights attached).

This cap will apply for five (5) years as from the effectiveness of the Merger with Intercell.