

VALNEVA SE
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Valneva announces the successful completion of its EUR 45 million capital increase

- Capital increase was oversubscribed with a subscription ratio of approximately 180.0%
- Final gross proceeds amount to EUR 45,031,721.02 with the issuance of 18,231,466 new ordinary shares
- Completion of the capital increase marks important step towards closing of the acquisition of Crucell Sweden AB and Dukoral[®]
- Crédit Agricole Corporate and Investment Bank and Kempen & Co acted as Joint Global Coordinators and Joint Bookrunners of the offering

Lyon (France), February 4th, 2015 – Valneva SE (“Valneva” or the “Company”) today announces the completion of its capital increase with shareholders preferential subscription rights launched on January 12th, 2015 (the “Rights Issue”). The final gross proceeds of the Rights Issue amount to EUR 45,031,721.02, corresponding to the issuance of 18,231,466 new ordinary shares, at a subscription price of EUR 2.47 per new ordinary share. Total subscription orders for the Rights Issue amounted to approximately EUR 81.1 million, i.e. a subscription rate of approximately 180.0%.

- 17,272,706 new ordinary shares were subscribed on an irreducible basis (“à titre irréductible”), representing approximately 94.7% of the new ordinary shares to be issued.
- Subscription orders on a reducible basis (“à titre réductible”) amounted to 15,551,112 new ordinary shares and will, as a result, be satisfied only in part, i.e. for 958,760 new ordinary shares.
- Final subscription ratio of the 18.2m offered new shares: 180.0%
- Final gross proceeds: EUR 45,031,721.02
- Estimated net proceeds: EUR 42 millions

The Rights Issue is part of the financing for the acquisition of Crucell Sweden AB and all assets, licenses and privileges related to Dukoral^{®1}, a vaccine against cholera and traveler’s diarrhea caused by ETEC (*Enterotoxigenic Escherichia coli*), as well as a Nordics vaccine distribution business of the seller and its affiliates (the “Acquisition”). Valneva will use the proceeds of the Rights Issue to partly fund the Acquisition, to finance the integration and working capital needs of the assets being acquired, to progress the development of clinical stage vaccine products, and for general corporate purposes.

Thomas Lingelbach, President and Chief Executive Officer and Franck Grimaud, President and Chief Business Officer of Valneva commented, “The success of the capital increase is a strong illustration that the strategy to become one of the leading pure-playsustainable vaccine company’s has been well understood and is supported by our current shareholders as well as new investors. The acquisition of Dukoral[®] and the commercial infrastructure in the Nordic Countries is the next key milestone to comfort this strategic vision. The team will now focus on completing the Crucell Sweden acquisition, on delivering on our key clinical milestones at the end of the year for our Pseudomonas and C. difficile programs and on continuing to improve our financial results.”

Upon completion of the Rights Issue and fulfilment of their subscription commitments described in the Securities Note (as defined below), Groupe Grimaud la Corbière, Bpifrance Participations, Capital Ventures International and Athyrium will hold respectively 16.2%, 10.0%, 3.0% and 2.1% of the Company’s share capital.



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The settlement-delivery and the listing of the new ordinary shares are expected to occur on February 6th, 2015. The new ordinary shares will carry full rights ("jouissance courante"). They will be immediately fungible with the Company's existing ordinary shares and will be admitted to trading on the regulated market of Euronext in Paris as well as on the Prime Market segment of the Vienna Stock Exchange on the same listing line under the same ISIN code FR0004056851. Post Rights Issue, the Company's share capital will amount to EUR 11,365,862.04, corresponding to 74,583,299 ordinary shares with a nominal value of EUR 0.15 each and 17,836,719 preferred shares with a nominal value of EUR 0.01 each.

This transaction has been led by Crédit Agricole Corporate and Investment Bank and Kempen & Co N.V., acting as Joint Global Coordinators and Joint Bookrunners.

Information available to the public

The French language prospectus, approved by the Autorité des marchés financiers ("AMF") under number 15-020 dated January 12th, 2015 consists of the registration document (the "**Registration Document**") of Valneva filed with the AMF on April 30th, 2014 under number D.14-0444, a securities note (the "**Securities Note**"), and a summary of the prospectus (included in the Securities Note).

Copies of the prospectus filed with the AMF may be obtained free of charge from Valneva's administrative office (70, Rue Saint-Jean de Dieu, 69007 Lyon) and are also available on Valneva's website (www.valneva.com) as well as on the AMF's website (www.amf-france.org).

Valneva draws investors' attention to **Chapter 1.1.2** "Risk Factors" described in the Registration Document, as well as in Section 2 of the Securities Note.

¹ About Dukoral[®]

Dukoral[®] is used to protect against cholera - a very serious disease caused by *Vibrio Cholerae* (*V. cholerae*), which is caught from contaminated food or water and causes severe diarrhea. In some regions, i.e. Canada and Switzerland, Dukoral[®] is indicated for the prevention of and protection against travelers' diarrhea caused by ETEC (*Enterotoxigenic Escherichia coli*) and/or cholera.

Dukoral[®] is used in adults, adolescents and children from two years of age who will be visiting high-risk areas. The vaccine contains four different inactivated strains (types) of the bacterium *V. cholerae* serotype O1, and part of a toxin from one of these strains as active substances.

About Valneva SE

Formed in 2013 through the merger of Intercell AG and Vivalis SA, Valneva is a biotechnology company developing, manufacturing and commercializing innovative vaccines with a vision to protect people from infectious diseases.

The Company seeks financial returns through focused R&D investments in promising product candidates and growing financial contributions from commercial products, striving towards financial self-sustainability.

Valneva's portfolio includes a commercial vaccine for the prevention of Japanese encephalitis (IXIARO[®]) and proprietary vaccines in development against *Pseudomonas aeruginosa*, *Clostridium difficile* and Lyme Borreliosis. A variety of partnerships with leading pharmaceutical companies complement the company's value proposition and include vaccines being developed using Valneva's innovative and validated technology platforms (EB66[®] vaccine production cell line, IC31[®] adjuvant).



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Valneva is headquartered in Lyon, France, listed on Euronext-Paris and the Vienna stock exchange and operates out of France, Austria and Scotland with approximately 270 employees. More information is available at www.valneva.com.

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Forward-Looking Statements

This press release contains certain forward-looking statements relating to the business of Valneva, including with respect to the progress, timing and completion of research, development and clinical trials for product candidates, the ability to manufacture, market, commercialize and achieve market acceptance for product candidates, the ability to protect intellectual property and operate the business without infringing on the intellectual property rights of others, estimates for future performance and estimates regarding anticipated operating losses, future revenues, capital requirements, needs for additional financing, the Acquisition and the Rights Issue. In addition, even if the actual results or development of Valneva are consistent with the forward-looking statements contained in this press release, those results or developments of Valneva may not be indicative of their in the future. In some cases, you can identify forward-looking statements by words such as "could," "should," "may," "expects," "anticipates," "believes," "intends," "estimates," "aims," "targets," or similar words. These forward-looking statements are based largely on the current expectations of Valneva as of the date of this press release and are subject to a number of known and unknown risks and uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievement expressed or implied by these forward-looking statements. In particular, the expectations of Valneva could be affected by, among other things, uncertainties involved in the development and manufacture of vaccines, unexpected clinical trial results, unexpected regulatory actions or delays, competition in general, currency fluctuations, the impact of the global and European credit crisis, the ability to obtain or maintain patent or other proprietary intellectual property protection, the ability to successfully integrate the Acquisition assets and the success of the Rights Issue. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements made in this press release will in fact be realized. Valneva is providing the information in these materials as of this press release, and disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

This press release and the information it contains is not intended to constitute, and should not be construed as an offer to sell or a solicitation to buy or subscribe to any securities, in any jurisdiction. The distribution of this press release may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restrictions.

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This press release does not constitute or form part of an offer of securities for sale or solicitation of an offer to purchase securities to any person in the United States of America, Canada, Australia, Japan or in any other jurisdiction where such offer may be restricted. The securities referred to in this press release have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States absent registration or an applicable exemption from registration or in a transaction not subject to the registration requirements of the Securities Act. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. There will be no public offering of securities in the United States.

This press release does not constitute a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003 (the "**Prospectus Directive**"), as amended, to the extent such Directive has been transposed in the relevant Member State of the European Economic Area.

With respect to the Member States of the European Economic Area which have implemented the Prospectus Directive (each a "**Relevant Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring a publication of a prospectus in any Relevant Member State, other than France. As a result, the new or existing shares of the Issuer may not be offered and will not be offered in any Relevant Member State other than France, except (i) to any legal entity which is a qualified investor as defined under the Prospectus Directive, (ii) to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of Directive 2010/73/EU, 1501, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) as permitted under the Prospectus Directive; or (iii) in any other circumstances not requiring the Issuer to publish a prospectus as provided under Article 3(2) of the Prospectus Directive and/or regulations applicable in the Relevant Member State.

For the purposes of this provision, an "offer to the public" in relation to the new or existing shares of the Issuer in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the new or existing shares of the Issuer to be offered so as to enable an investor to decide to purchase the new or existing shares of the Issuer, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.

This communication is directed only at persons who: (i) are qualified investors within the meaning of the Financial Services and Markets Act 2000 (as amended) and any relevant implementing measures, and/or (ii) are outside the United Kingdom, and/or (iii) have professional experience in matters relating to investments who fall within the definition of "investment professionals" contained in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "**Order**"), or are persons falling within article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Order, or fall within another exemption to the Order (all such persons referred to in (i) to (iii) above together being referred to as "**Relevant Persons**"). Any person who is not a Relevant Person must not act or rely on this communication or any of its contents. Any investment or investment activity to which this communication relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

¹ Please note that France has implemented the provisions of the Prospectus Directive 2010/73/EU by a decree dated November 8, 2012.