

VALNEVA

European Company

70, rue Saint-Jean de Dieu
69007 LYON

**Statutory auditors' report on the issue of share
subscription warrants with cancellation of preferential
subscription rights**

Combined Shareholders' Meeting of 26 June 2014
11th and 12th resolutions

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To the Shareholders,

As statutory auditors of your Company and pursuant to Articles L. 228-92 and L. 225-135 *et seq* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed issue of 153,000 detachable share subscription warrants ("BSA 25") with cancellation of preferential subscription rights, reserved for non-salaried physical persons who are members of the Company's Supervisory Board, a transaction upon which you are called to vote. The maximum amount of the share capital increase that may arise from this issue is €22,950.

Based on its report, the Management Board proposes that you delegate to them, for a period of 18 months, the authority to set the terms and conditions of this transaction and to cancel your preferential subscription rights to the marketable securities to be issued.

It is the Management Board's responsibility to prepare a report in accordance with Articles R 225-113 *et seq* of the French Commercial Code. Our role is to express an opinion on the fairness of the quantified data extracted from the financial statements, on the proposed cancellation of preferential subscription rights and on certain other information pertaining to the issue as presented in this report.

We performed the procedures that we deemed necessary in accordance with the professional guidelines of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this type of engagement. These procedures consisted in verifying the content of the Management Board's report in respect of this transaction and the terms and conditions governing the determination of the issue price of equity securities to be issued.

Subject to a subsequent review of the terms and conditions of the proposed issue, we have no comments on the terms and conditions governing the determination of the issue price of equity securities to be issued presented in the Management Board's report.

As the final terms and conditions of the issue have not been determined, we do not express an opinion on the latter and, as such, on the proposed cancellation of preferential subscription rights on which you are being asked to vote.

In accordance with Article R.225-116 of the French Commercial Code, we shall issue an additional report, if necessary, on the performance by your Management Board of any issues.

Neuilly-sur-Seine and Marseille, 4 June 2014

The Statutory Auditors

PRICEWATERHOUSECOOPERS AUDIT

Deloitte & Associés

Thierry CHARRON

Vincent GROS

*This is a free translation into English of the Statutory Auditors' report issued in French
and is provided solely for the convenience of English speaking readers.*

This report should be read in conjunction with, and construed in accordance with, French law.