

Terms of the merger

Intercell shareholders received 13 new Vivalis ordinary shares and 13 new preferred shares for every 40 Intercell shares that they owned.

Based on the issued share capital of each company, Vivalis former shareholders now hold approximately 55% and Intercell former shareholders approximately 45% of the issued share capital of Valneva.

Each preferred share will convert into 0.4810 Valneva new ordinary shares upon the issuance before the end of a 7 year period starting on the day of completion of the Merger (and subject to certain financial requirements) of a marketing authorization for Intercell's Pseudomonas vaccine in the US or in Europe, which would result in the creation of approximately 8.6m new ordinary Valneva shares.

The issuance of this potential market authorization would unlock the significant value of the Pseudomonas vaccine from which all Valneva shareholders will benefit. Through Intercell's current Pseudomonas partnership, Valneva will be entitled to either receive royalties tied to sales performance and potential development milestones of EUR 120m or, should it elect to co-develop the product, participate in a profit sharing scheme.

The terms of the merger were reviewed by merger auditors in France and Austria. Additionally, a French independent expert reviewed the terms and conditions of the preferred shares to assess their fairness to the existing Vivalis shareholders.

Simultaneously with the completion of the Merger, Vivalis was converted into a European Company (SE) with a Management Board (Directoire) and a Supervisory Board (Conseil de Surveillance). It has also changed its corporate name to Valneva SE and transferred its headquarters to Lyon.

Valneva shares are listed on the regulated markets of NYSE Euronext in Paris and the Vienna Stock Exchange. The preferred shares are listed on Euronext Paris and on the 3^e market in Vienna.

To ensure potential future settlement of improvement rights from a possible amendment of the exchange ratio in the course of a judicial review procedure, each Intercell shareholder, whose Intercell shares have been exchanged to Valneva shares, receives one settlement improvement right (i.e. a security with the ISIN AT0000A10BA2) per former Intercell share with the ISIN AT0000612601 into his securities account on the merger date.



As announced in the Extraordinary Shareholders Meeting of Intercell AG on February 27, 2013, we herewith inform our shareholders that the period for filing requests for judicial review of the exchange ratio in connection with the merger of Intercell AG and Vivalis SA (now Valneva SE) has started to run on May 28, 2013. This is the date at which the merger is deemed announced in France according to § 22 SE Act in connection with §225e (2) of the Austrian Stock Corporation Act (AktG).