

VALNEVA SE
Gerland Plaza Techsud
70, Rue Saint-Jean-de-Dieu
69007 Lyon, France

Completion of Merger between Vivalis and Intercell to form Valneva

Creating a European Biotech Leader in Vaccines and Antibodies

Lyon (France), May 28th, 2013 – Valneva SE (Valneva) today announces the completion of the merger of equals between Vivalis and Intercell, creating a new European biotech company focusing on vaccines and antibodies, striving to become a leader in its field.

Valneva ordinary shares (ISIN FR0004056851) start trading today on the regulated market of NYSE Euronext in Paris under the ticker symbol “VLA.PA” and on the Prime Market segment of the Vienna Stock Exchange under the ticker symbol “VLA”. Valneva preferred shares (ISIN FR0011472943) will start trading today on the regulated market of NYSE Euronext in Paris under ticker symbol “VLApr.PA” and on the unregulated Third Market Segment of the Vienna Stock Exchange under the ticker symbol “VLAP”.

Thomas Lingelbach, President and Chief Executive Officer and Franck Grimaud, President and Chief Business Officer of Valneva, commented: “Today is a major milestone for our new company. Valneva combines the strengths and capabilities of Vivalis and Intercell in antibody discovery and vaccine development and commercialization. We have a clear growth strategy to build a sustainable business by growing revenues through marketed products as well as through existing and future partnerships, and to invest into vaccines development and antibody discovery. We believe this value proposition will generate substantial rewards for our shareholders.”

Valneva operates across the whole biopharmaceutical value chain with innovative technology platforms, discovery and development capabilities, state-of-the-art manufacturing and commercialization expertise. Valneva generates revenue from diversified sources including its marketed product as well as current and new commercial partnerships.

Valneva has a broad portfolio of product candidates (in-house/partnered) including a pandemic Influenza vaccine in Phase III, a Pseudomonas vaccine in Phase II/III and a Tuberculosis vaccine in Phase II.

It has also a portfolio of technology platforms that are becoming widely adopted by the biopharmaceutical industry at large. These include the validated and commercialized technology platforms EB66[®] cell line for human and veterinary product development, VIVA|Screen[™] antibody discovery platform and IC31[®] novel adjuvant.

Intended Rights Issue of an envisaged amount of EUR 40 million

As announced on December 16th 2012, Valneva plans to launch, subject to market conditions and to the approval from the French *Autorité des marchés financiers* on the Prospectus which will be prepared for this purpose, rights issue of an envisaged amount of EUR 40 million.

Valneva has received the following commitments with respect to the intended rights issue, and therefore already secured EUR 40 million:



1. The FSI has undertaken to participate to the rights issue for a maximum amount of EUR 25 million (within the limit of 62.5% of the proceeds of the issue) on the basis of irrevocable entitlement (*à titre irréductible*) and on the basis of entitlement subject to reduction (*à titre réductible*);
2. Groupe Grimaud and Unigrains (one of Groupe Grimaud's long-term shareholders) have irrevocably undertaken to participate in aggregate to the rights issue for EUR 5 million and on the basis of entitlement subject to reduction (*à titre réductible*);
3. Two banks have committed to underwrite EUR 10 million under market-standard terms and conditions.

Goldman Sachs International and Société Générale Corporate and Investment Banking are acting as advisors on the merger. Credit Agricole Corporate and Investment Bank and Société Générale Corporate and Investment Banking are acting as Joint Lead Managers and Joint Bookrunners for the rights issue.

Contacts:

Valneva

Philippe Rousseau
Investors@valneva.com
Tel: +33 (0)4 78 76 61 01

Nina Waibel
Communications@valneva.com
Tel: +(43) 1 20620 1222 / 1116

NewCap

Dusan Oresansky / Pierre Laurent
Valneva@newcap.fr
Tel: +33 (0)1 44 71 94 92

About Valneva SE

Valneva is a new European Biotech company focused on vaccines and antibodies. It was created in 2013 through the merger between Intercell AG and Vivalis SA, combining the two value propositions – antibody discovery and vaccines development and commercialization.

Valneva's mission is to use the power of innovation to excel in both antibody discovery and vaccines development and commercialization, by either in-house or in collaboration with industrial partners. It generates revenue from diversified sources from both its marketed product and current and new commercial partnerships. It has a portfolio of product candidates (in-house/partnered) and technology platforms that are becoming widely adopted by the biopharmaceutical industry at large.

The internationally experienced management team has a proven track-record across research, development, manufacturing and commercialization.

www.valneva.com

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 and needs for additional financing. In addition, even if the actual results or development of Valneva is consistent with the forward-looking statements contained in this Press Release, those results or developments of Valneva may not be indicative 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, and the ability to obtain or maintain patent or other proprietary intellectual property protection. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements made during this presentation will in fact be realized. Valneva is providing the information in these materials as of this Press Release, and disclaim any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Important Information

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The merging companies are European companies. Information distributed in connection with the proposed merger and the related shareholder vote is subject to European disclosure requirements that are different from those of the United States. Financial statements and information may be prepared according to accounting standards which may not be comparable to those used generally by companies in the United States.



It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws in respect of the merger, since the companies are headquartered outside the United States. You may not be able to sue the companies or their officers or directors in a European court for violations of the U.S. securities laws. It may also be difficult to compel the companies and their affiliates to subject themselves to a U.S. court's judgment.