VALNEVA

A European company (*Societas Europaea* or SE) with a Management and a Supervisory Board
With a share capital of €13,820,407.74
Registered office : 6 rue Alain Bombard, 44800 Saint-Herblain
R.C.S. Nantes 422 497 560

VOTE BY MAIL OR PROXY FORM

COMBINED GENERAL MEETING TO BE HELD ON JUNE 17, 2020 AT 2:00 P.M. CET,
AT THE COMPANY'S REGISTERED OFFICE, 6 RUE ALAIN BOMBARD, 44800 SAINT-HERBLAIN (FRANCE)
BEHIND CLOSED DOORS, WITHOUT THE PHYSICAL PRESENCE OF THE SHAREHOLDERS

COVID-19 WARNING

Due to the health crisis in connection with the COVID-19 epidemic and in application of the French Ordinance No. 2020-321 of March 25, 2020, Valneva SE has decided to hold its Combined General Meeting behind closed doors. **The Meeting will therefore be held at the Company's registered office, without the physical presence of its Shareholders.**

Consequently, the Company's Shareholders are invited not to request an admission card, but to vote prior to the Meeting, either by mail **(recommended method)**, or by giving a proxy to the Chair of the Meeting, using this form. **No admission cards will be sent to Shareholders**.

Please also note that **it will not be possible to ask questions or submit draft amendments or new resolutions during the Meeting**.

We invite our shareholders to **consult all the modalities of participation applicable to our General Meeting held in closed session** (which can be downloaded on the Company's website www.valneva.com), in order to be informed of all relevant information related to (a) voting by mail or by proxy, (b) the right for shareholders to send written questions or to submit items or draft resolutions prior to the Meeting, and (c) the consultation of Meeting documentation.

CAUTION: ***before selecting, please read the instructions which can be found on the first pages of the booklet attached to this form (Document titled "Vote by mail or Proxy - Instructions").***

WHICHEVER OPTION IS USED, PLEASE DATE AND SIGN ON PAGE 4

SURNAME - First name / Corporate name of the shareholder* : _____

_____

Address of the shareholder* : _____

_____

*** Mandatory information.**

The shareholder must write his/her exact surname (in capital letters) and usual first name - or, in case of legal entity, its corporate name - as well as his/her/its address; if this information is already supplied, it is kindly asked to the shareholder (or his/her/its representative) to verify and correct it, if necessary.

For Company's use only

Account : _____

Number of shares :

- Registered : _____ - Single voting rights : _____
- Bearer : _____ - Double voting rights : _____

Total number of voting rights : _____

☐ **I. "I VOTE BY MAIL."**

(Please, refer to section (3) of the document "Vote by mail or Proxy - Instructions", in the booklet attached to this form)

1. Draft resolutions approved by the Management Board

I cast my vote by ticking the box of my choice:

	YES	NO	Abstention (Abstention is excluded from the count of the votes cast)
Resolution No. **1**			
Resolution No. **2**			
Resolution No. **3**			
Resolution No. **4**			
Resolution No. **5**			
Resolution No. **6**			
Resolution No. **7**			
Resolution No. **8**			
Resolution No. **9**			
Resolution No. **10**			
Resolution No. **11**			
Resolution No. **12**			
Resolution No. **13**			
Resolution No. **14**			
Resolution No. **15**			
Resolution No. **16**			
Resolution No. **17**			
Resolution No. **18**			
Resolution No. **19**			
Resolution No. **20**			

	YES	NO	Abstention (Abstention is excluded from the count of the votes cast)
Resolution No. **21**			
Resolution No. **22**			
Resolution No. **23**			
Resolution No. **24**			
Resolution No. **25**			
Resolution No. **26**			
Resolution No. **27**			
Resolution No. **28**			
Resolution No. **29**			
Resolution No. **30**			

2. Draft resolutions not approved by the Management Board

I cast my vote by ticking the box of my choice:

	YES	NO	Abstention (Abstention is excluded from the count of the votes cast)
Resolution **A**			
Resolution **B**			
Resolution **C**			
Resolution **D**			
Resolution **E**			

☐ **II. "I HEREBY GIVE MY PROXY TO THE CHAIR OF THE MEETING."**

(Please, refer to section (4) of the document "Vote by mail or Proxy - Instructions", in the booklet attached to this form)

Simply date and sign below, in the space reserved for this purpose.

☐ **III. "I HEREBY APPOINT:** *(any other person of your choice)*

(Please, refer to section (4) of the document "Vote by mail or Proxy - Instructions", in the booklet attached to this form)

SURNAME - First name / Corporate name (to be completed) : _____

_____

Address (to be completed) : _____

_____

TO REPRESENT ME AT THE COMBINED GENERAL MEETING OF JUNE 17, 2020."

***

Date and signature*:

* ***If the shareholder is a legal entity, please, indicate the surname and name of the signatory representative, as well as the capacity in which the signatory is entitled to sign on the legal entity's behalf.***

Generally speaking, if the signatory is not the shareholder (e.g., financial institution acting on behalf of the shareholder, or lawful administrator, legal guardian etc.), please indicate his/her surname, name, and the capacity in which the signatory is entitled to sign on behalf of the shareholder.