



**EXTRAORDINARY GENERAL MEETING  
DECEMBER 22, 2020**

**Authorizations for capital increases**



## VALNEVA

A European Company (*Societas Europaea*) with a Management and a Supervisory Board

Share capital: €13,643,240.55

Registered offices: 6 rue Alain Bombard, 44800 Saint-Herblain (France)

Nantes Companies Register (RCS) No. 422 497 560

### AUTHORIZATIONS FOR CAPITAL INCREASES

In accordance with the provisions of article L. 225-37-4, 3°, of the French Commercial Code (upon referral by Article L. 225-68, paragraph 6 of the same Code), information is provided below on the current authorizations granted to the Management Board by the General Meeting of the Company in order to proceed with capital increases in accordance with articles L. 225-129-1 and L. 225-129-2 of the French Commercial Code, and on the uses made of these authorizations during the current fiscal year 2020.

#### 1. Current delegations in connection with stock option and free shares<sup>1</sup>

##### Combined General Meeting held on June 17, 2020

###### Resolution 25

**Grant of authority to the Management Board for the purpose of granting stock options, through one or more issues, for the benefit of employees and/or corporate officers of the Company and its affiliates, entailing waiver by shareholders of their preferential subscription right**

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| <b>Duration of the delegation</b>       | 38 months, <i>i.e.</i> until August 16, 2023 inclusive.  |
| <b>Description of the authorization</b> | <p>Authorization (with the option of subdelegation) to grant employees and officers of the Company and its affiliates, as provided for in Article L. 225-180 of the French Commercial Code, stock options conferring a right to subscribe for ordinary shares of the Company.</p> <p>The maximal total number of stock options to be granted further this resolution shall represent a maximum of shares to be subscribed of four percent (4%) of the Company's share capital at the date the options are granted. This maximum amount is an independent maximum for all options granted under this resolution.</p> <p>The strike price of the shares will be determined when the options are granted, but may not be less than one hundred percent (100%) of the average of the last prices quoted for the Company's shares on Euronext Paris during the twenty (20) trading days preceding the day the options are granted.</p> <p>The exercise period(s) as well as the duration of the exercise of the Company's stock options will be set by the Management Board, but may not exceed a maximum duration of ten (10) years.</p> |
| <b>Uses during the fiscal year 2020</b> | Delegation unused.   |

<sup>1</sup> The maximum amounts indicated in the lines "Description of the authorization" do not take into account adjustments to be made, in accordance with applicable legal or regulatory provisions and, if applicable, with contractual provisions providing for other forms of adjustment, in order to preserve the rights of the holders of securities or other rights giving immediate and/or future access to the capital of the Company, or of beneficiaries of stock options or free shares, as the case may be.



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**Resolution 28**

**Authorization for the Management Board to freely award preferred shares of the Company for the benefit of employees and/or corporate officers of the Company and its subsidiaries, entailing waiver by shareholders of their preferential subscription right**

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**Duration of the delegation** 26 months, *i.e.* until December 16, 2022 inclusive.

Authorization to proceed through one or more transactions, with grants of free shares of the Company, existing or to be issued, in favor of categories of beneficiaries whose identity shall be determined by the Management Board among:

- + the natural persons who are not employees and who are members of the Company's Management Board; and
- + the employees of the Company or its affiliates.

**Description of the authorization** The shareholders set the vesting period following which the grant of ordinary shares to the recipients shall become definitive, subject to any conditions determined by the Management Board, at a minimum of two years from the date the shares are fully vested in and transferred to their beneficiary (subject to cases of disability of the beneficiary recognized under Article L. 225-197-1, I of the French Commercial Code). Full vesting shall be subject to performance conditions set by the Management Board with prior authorization from the Supervisory Board.

The total number of ordinary shares granted under this resolution currently may not represent more than three percent (3%) of the Company's share capital on the grant date, nor exceed the maximum legal amount applicable on the grant date.

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**Uses during the fiscal year 2020** Delegation unused.

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## 2. Current authorizations related to share buyback programs and cancellation of shares of the Company

### Combined General Meeting held on June 17, 2020

#### Resolution 14

#### Authorization and powers to be given to the Management Board for the purpose of allowing the Company to make transactions on its own shares

**Duration of the delegation** 18 months, *i.e.* until December 16, 2021 inclusive.

Authorization, with powers of delegation under the conditions set by law, to trade in Company shares, pursuant to the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, Articles 241-1 *et seq.* of the General Regulations of the French Financial Markets Authority (AMF), Regulation (EU) 596/2014 of April 16, 2014 on market abuse ("**MAR Regulation**") and EU Delegated Regulation 2016/1052 of the European Parliament and of the Council of March 8, 2016 completing the MAR Regulation.

These shares, including preferred shares, may be purchased, sold or transferred on one or more occasions, at any time, with the exception of the period as from the filing by a third-party of a public offering proposal for the securities of the Company up to the end of this offering period, within the limits and in accordance with the terms and conditions defined by the laws and regulations in force, and by any means, especially by trading in the market or off-market, including block transactions, except involving the use of derivatives. The purchase and sale of shares through block trades may account for the entire authorized share buyback program.

The Company may:

- + buyback its own shares up to a maximum of 5% of the shares comprising its share capital, as adjusted based on corporate actions that might affect the share capital after this resolution, less treasury shares, at a price per share not exceeding ten euros (€10). However, when shares are purchased to promote liquidity under the conditions defined by the French Financial Market Authority's General Regulations, the number of shares to be taken into account for calculating this five percent (5%) limit will equal the number of shares purchased minus shares resold during the authorization period;
- + sell, assign or transfer by any means all or part of the shares thus acquired;
- + or cancel said shares by reducing the share capital, subject to the adoption of the 16<sup>th</sup> resolution below and within the limit of 10% of the Company's share capital per 24 month period.

**Description of the authorization** In the event of an increase in the capital by capitalizing reserves and a grant of restricted share units, stock splits or reverse stock splits, the prices indicated above will be adjusted by a multiplier equal to the ratio between the number of shares making up the share capital before and after the transaction.

The shareholders decide that these share purchases may be made for the purposes provided for by law, or subsequently permitted by law, and notably to:

- + ensure liquidity or maintain an orderly market in the Company's share through a liquidity agreement in compliance with admissible market practice established by the French Financial Market Authority in its decision No. 2018-01 of July 2, 2018 and concluded with an investment services provider acting independently;
- + hold acquired shares and subsequently remit them as payment or in exchange as part of mergers, spin-offs and contributions ;
- + implement and honor obligations, and in particular remit shares pursuant to the exercise of rights attached to securities giving access, by any means, immediately or in the future, to the Company's shares, as well as all hedging transactions resulting from the obligations of the Company relating to these securities, in accordance with the provisions provided for by market authorities and at such times as the Management Board or the person acting on the authority of the latter shall determine;
- + cancel acquired shares, subject to an Extraordinary General Meeting of shareholders approving the 16<sup>th</sup> resolution below authorizing the Management Board to reduce the share capital by canceling treasury shares;
- + cover share option plans reserved for employees or other share allocations according to the conditions set out in Articles L. 3332-1 *et seq.* and R. 3332-4 of the French Labor Code, or the allocation of Company shares to employees and/or officers of the Company, or companies referred to in Article L. 225-197-2 of the French Commercial code, or share allocations as part of employee profit sharing.

The maximum amount of funds allocated for this program is set at €15,000,000.

**Uses during the fiscal year 2020** Delegation used in the context of the implementation of the Company's liquidity agreement.



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| <b>Resolution 16</b>   |   |
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| <b>Authorization granted to the Management Board to cancel treasury shares</b> |   |
| <b>Duration of the delegation</b>  | 18 months, <i>i.e.</i> until December 16, 2021 inclusive.   |
| <b>Description of the authorization</b>  | Authorization to proceed, at its sole discretion, with the reduction, on one or more occasions, of the share capital, within the limit of 10% of the capital, adjusted for corporate actions that could affect the share capital after this decision, per 24 month period, by canceling the shares, including any preferred shares, which the Company holds or might hold by any means, including by purchasing shares through buyback programs authorized by the 14 <sup>th</sup> resolution above, or buyback programs authorized previously or following the date of the Combined General Meeting of June 17, 2020, or by any other means, by charging the difference between the buyback price of the canceled shares and their par value to additional paid-in capital and available reserves. |
| <b>Uses during the fiscal year 2020</b>  | Delegation unused.  |

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### 3. Other current delegations<sup>2</sup>

#### Combined General Meeting held on June 17, 2020

| Resolution 17  |   |
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| <b>Delegation of power granted to the Management Board in order to increase the share capital by issuing ordinary shares or of any securities giving access to the capital while maintaining the preferential subscription right</b> |   |
| Duration of the delegation   | 26 months, <i>i.e.</i> until August 16, 2022 inclusive.   |
| Description of the authorization   | <p><u>Total nominal amount of the share capital increases:</u> €4,500,000.</p> <p>The securities that may be issued pursuant to this delegation may notably consist of debt securities, including securities giving the right to receive debt securities, whether or not governed by Articles L. 228-91 <i>et seq.</i> of the French Commercial Code, or warrants, or may be associated with the issue of such securities, or enable the issue thereof as intermediate securities.</p> <p><u>Maximal nominal amount of debt securities:</u> €125,000,000.</p> <p>Except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period.</p> |
| Uses during the fiscal year 2020   | Delegation unused.  |

| Resolution 18   |   |
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| <b>Grant of authority to the Management Board to increase the capital by issuing ordinary shares or any securities giving access to the capital through a public offering (other than those referred to in Article L. 411-2, 1° of the French Monetary and Financial Code), canceling preferential subscription rights though including an option for a priority period</b> |   |
| Duration of the delegation  | 26 months, <i>i.e.</i> until August 16, 2022 inclusive.   |
| Description of the authorization  | <p><u>Total nominal amount of the share capital increases:</u> €4,000,000.</p> <p>The Company may carry out the capital increases through a public offering of securities (other than one of those referred to in Article L. 411-2, 1° of the French Monetary and Financial Code), and note that any public offerings decided under this delegation may be combined with public offerings referred to in Article L. 411-2, 1° of the French Monetary and Financial Code and decided under resolution 19 below, within the same issue or through several simultaneous issues.</p> <p>The securities that may be issued may notably consist of debt securities, including securities giving the right to receive debt securities, whether or not governed by Articles L. 228-91 <i>et seq.</i> of the French Commercial code, or warrants, or may be associated with the issue of such securities, or enable the issue thereof as intermediate securities.</p> <p><u>Maximal nominal amount of debt securities:</u> €125,000,000.</p> <p>The par value of the debt securities that may be issued under this delegation will be credited against the maximum nominal amount of debt securities as set out in resolution 17 above.</p> <p>The issue price of new shares that may be issued under this delegation of authority, will be determined by the Management Board, with the option of sub-delegation under the conditions laid down by law:</p> <ol style="list-style-type: none"><li>the issue price for the ordinary shares shall at least equal the minimum amount provided for by the laws and regulations in force at the time this delegation of authority is used, after adjusting, if applicable, this amount to take into account the difference in the date of record (or currently the volume-weighted average price for the last three (3) trading days on Euronext Paris preceding the start of the public offering, that may be reduced by a maximum discount of ten percent (10%), as applicable, in accordance with Article L. 225-136 and Article R. 225-119 of the French Commercial Code); and</li><li>the issue price of securities will be such that the amount immediately received by the Company, increased, as applicable, by amounts it may subsequently receive, will be for each ordinary share issued pursuant to the issuance of these securities, at least equal to the amount defined in the above paragraph "i." after adjustment, if applicable in order to take into account the difference in the date of record.</li></ol> <p>Except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period.</p> |
| Uses during the fiscal year 2020  | Delegation unused.  |

<sup>2</sup> The maximum amounts indicated both in the lines "Description of the authorization" does not take into account adjustments to be made, in accordance with applicable legal or regulatory provisions and, if applicable, with contractual provisions providing for other forms of adjustment, in order to preserve the rights of the holders of securities or other rights giving immediate and/or future access to the capital of the Company.

**Resolution 19**

**Grant of authority to the Management Board to increase the share capital by issuing shares and/or securities giving immediate and/or future access to the Company's share capital, with cancellation of preferential subscription rights, through a public offering referred to in Article L. 411-2, 1° of the French Monetary and Financial Code**

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| <b>Duration of the delegation</b>       | 26 months, <i>i.e.</i> until August 16, 2022 inclusive.  |
| <b>Description of the authorization</b> | <p><b>Total amount of the share capital increases:</b> currently 20% of the share capital of the Company, per year.</p> <p>The securities that may be issued may notably consist of debt securities, including securities giving the right to receive debt securities, whether or not governed by Articles L. 228-91 <i>et seq.</i> of the French Commercial Code, or warrants, or may be associated with the issue of such securities, or enable the issue thereof as intermediate securities.</p> <p><b>Maximal nominal amount of debt securities:</b> €125,000,000.</p> <p>The par value of the debt securities that may be issued under this delegation will be credited against the maximum nominal amount of debt securities as set out in resolution 17 above.</p> <p>The issue price of new shares that may be issued under this delegation, in accordance with Articles L. 225-136, 1° and R. 225-119 of the French Commercial Code, will be set by the Management Board under the following conditions:</p> <ul style="list-style-type: none"><li>o the issue price for shares directly issued shall at least equal the minimum provided by applicable legal and regulatory provisions on the issue date (<i>i.e.</i> on this date, the volume-weighted average price of the share on Euronext Paris calculated over a period of three (3) trading days preceding the start of the public offering, that may be reduced by a maximum discount of ten percent (10%));</li><li>o the issue price of securities giving access to the share capital will be such that the amount immediately received by the Company, increased, as applicable, by amounts it may subsequently receive, will be for each ordinary share issued pursuant to the issuance of these securities, at least equal to the minimum subscription price as defined in the above paragraph.</li></ul> <p>Except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period.</p> |
| <b>Uses during the fiscal year 2020</b> | Delegation unused.   |

**Resolution 20**

**Grant of authority to the Management Board in the event of an issue of the Company's ordinary shares and/or securities giving immediate and/or later access to the Company's share capital, with cancellation of preferential subscription rights, to set the issue price, up to a limit of 10% of the share capital per year**

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| <b>Duration of the delegation</b>       | 26 months, <i>i.e.</i> until August 16, 2022 inclusive.   |
| <b>Description of the authorization</b> | <p>Authorization to the Management Board, for each of the issues decided pursuant to the authorizations granted under resolutions 18 and/or 19 above and up to a limit of ten percent (10%) of the Company's share capital (this limit being assessed as of the date of the Combined General Meeting of June 17, 2020) per year, to depart from the conditions for setting the price provided for in the aforementioned resolutions and to set the issue price of the shares and/or securities giving immediate or later access to the share capital issued, in accordance with the following terms and conditions:</p> <ul style="list-style-type: none"><li>o the issue price may not be less than the weighted average share price on the Euronext Paris over a period of between three (3) and ninety (90) consecutive trading days prior to the start of the public offering, possibly reduced, at the discretion of the Management Board, by a maximum discount of fifteen percent (15%).</li></ul> <p><b>Maximum nominal amount of the capital increases:</b> ten percent (10%) of the Company's share capital (this limit being assessed as of the date of the Combined General Meeting of June 17, 2020), within the limit of the capital increase ceiling provided for in resolution 18, or, as the case may be, resolution 19 above.</p> <p>The nominal amount of the debt securities that may be issued pursuant to this authorization shall be deducted from the total nominal amount of debt securities set forth in resolution 17 above.</p> <p>Except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period.</p> |
| <b>Uses during the fiscal year 2020</b> | Delegation unused.  |



| <b>Resolution 21</b>   |   |
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| <b>Grant of authority to the Management Board to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription right, up to the limit of 15% of the initial issue</b> |   |
| <b>Duration of the delegation</b>  | 26 months, <i>i.e.</i> until August 16, 2022 inclusive.   |
| <b>Description of the authorization</b>  | <p>Increase in the number of shares to be issued, for each issue carried out under the terms of the above resolutions 17, 18 et 19, within thirty (30) days before the end of the close of the subscription period, within the limit of fifteen (15%) of the initial issue, and at the same price as for the initial issue.</p> <p>The nominal amount of capital increases that may be carried out under this delegation shall be included in the maximum amount provided for in the resolution in application of which the issue is decided, as well as the aggregate nominal amount of the capital increase set in resolution 24 below.</p> <p>Except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period.</p> |
| <b>Uses during the fiscal year 2020</b>  | Delegation unused.  |

| <b>Resolution 22</b>  |   |
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| <b>Grant of authority to the Management Board to increase the share capital through the capitalization of reserves, earnings or premium</b> |   |
| <b>Duration of the delegation</b>   | 26 months, <i>i.e.</i> until August 16, 2022 inclusive.                 |
| <b>Description of the authorization</b>   | <u>Total nominal amount of the share capital increases: €4,500,000.</u> |
| <b>Uses during the fiscal year 2020</b>   | Delegation unused.  |

| <b>Resolution 23</b>  |   |
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| <b>Grant of authority to the Management Board to increase the share capital by issuing shares and/or securities giving immediate and/or future access to the capital of the Company, in consideration for contributions in kind for equity securities or other securities giving access to the capital, with cancellation of preferential subscription rights</b> |   |
| <b>Duration of the delegation</b>   | 26 months, <i>i.e.</i> until August 16, 2022 inclusive.   |
| <b>Description of the authorization</b>   | <p><u>Maximum nominal amount of capital increases:</u> ten percent (10%) of the Company's share capital at any time, as this share capital may have been adjusted after the Combined General Meeting of June 17, 2020.</p> <p>The securities that may be issued pursuant to this delegation may notably consist of debt securities, including securities giving the right to receive debt securities, whether or not governed by Articles L. 228-91 <i>et seq.</i> of the French Commercial Code, or of warrants, or may be associated with the issue of such securities, or enable the issue thereof as intermediate securities. These securities may or may not be for a limited term, may or may not be subordinated, and may be issued in euros or in a foreign currency, or in any other monetary units established by reference to several currencies.</p> <p><u>Maximum nominal amount of the debt securities:</u> the maximum nominal amount of the debt securities that may be issued under this delegation will not exceed, and will be credited against, the maximum total amount of debt securities set out in resolution 17 above.</p> <p>Except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period.</p> |
| <b>Uses during the fiscal year 2020</b>   | Delegation unused.  |

| <b>Resolution 24</b>                                 |  |
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| <b>Maximum aggregate amount of capital increases</b> |  |
| <b>Description of the authorization</b>              | The maximum aggregate amount of capital increases that may be carried out, with immediate effect or in the future, under resolutions 17 to 23 of the Combined General Meeting of June 17, 2020, may not exceed €4,500,000. |



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**Resolution 26**

**Issue of equity warrants**

**(For the benefit of natural persons who are not employees of the Company but are members of the Company's Supervisory Board)**

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| <b>Duration of the delegation</b>       | 18 months, <i>i.e.</i> until December 16, 2021 inclusive.   |
| <b>Authorized amount</b>                | <p>Authorization to issue sixty-four thousand (64,000) detachable equity warrants of the Company ("BSA 31 equity warrant(s)").</p> <p>Each BSA 31 equity warrant will be issued at a price of between thirty-one point two percent (31.2%) and thirty-seven point three per cent (37.3%) of the volume-weighted average price of the Company's ordinary share for the twenty (20) trading day period immediately preceding the grant date of the BSA 31 equity warrants by the Management Board.</p> <p>Each BSA 31 equity warrant will permit subscription for one new share of the Company. The subscription price for this share will be equal to ninety-five per cent (95%) of the volume-weighted average price of the Company's ordinary share for the twenty (20) trading day period immediately preceding the grant date of the BSA 31 equity warrants by the Management Board.</p> |
| <b>Uses during the fiscal year 2020</b> | Delegation unused.  |

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