



VALNEVA SE - VOTE BY MAIL OR PROXY FORM

This document is a free translation. In case of discrepancy between the French and the English version, the French version shall prevail.

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VALNEVA

A European company (*Societas Europaea* or SE) with a Management and a Supervisory Board
With a share capital of €13,643,709.30
Registered office : 6 rue Alain Bombard, 44800 Saint-Herblain (France)
R.C.S. Nantes 422 497 560

"VOTE BY MAIL OR PROXY" FORM

**EXTRAORDINARY GENERAL MEETING TO BE HELD ON DECEMBER 22, 2020 AT 2:00 P.M. CET,
AS A CLOSED MEETING, WITHOUT THE PHYSICAL PRESENCE OF ITS SHAREHOLDERS
AT THE COMPANY'S REGISTERED OFFICE, 6 RUE ALAIN BOMBARD, 44800 SAINT-HERBLAIN (FRANCE)**

COVID-19 WARNING

In the context of the COVID-19 pandemic, and in accordance with the French Ordinance No. 2020-321 dated March 25, 2020 adapting the rules for meetings and deliberations of the meetings and governing bodies of legal entities and entities without legal personality under private law as a result of the COVID-19 epidemic (as amended and extended by the French Ordinance No. 2020-1497 dated December 2, 2020), Valneva SE has decided to hold its Extraordinary General Meeting as a closed meeting. **The General Meeting will therefore be held at the Company's registered office, without the physical presence of its shareholders and other persons normally authorized to attend.**

Consequently, the Company's shareholders are invited not to request an admission card, but to vote in advance of the General Meeting, either by mail (recommended method), or by giving a proxy to the Chair of the General Meeting, as indicated in sections (3) and (4) of the document "Vote by Mail or Proxy - Instructions" included in the booklet attached to this form. No admission cards will be sent to shareholders.

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

We invite our shareholders to consult all the conditions of participation applicable to our General Meeting held as a closed meeting (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 in advance of the General Meeting, and (c) the consultation of General 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 3

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 : _____

Number of shares :

- Registered : _____

- Single voting rights : _____

- Bearer : _____

- Double voting rights : _____

Total number of voting rights: _____

DECEMBER 22, 2020 EGM





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☐

"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:

(*) We remind you that if you decide to take part in the vote on resolution 6, you will not be entitled to benefit from such resolution, in accordance with the law and regulations.

	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			

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			



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

☐ **"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 EXTRAORDINARY GENERAL MEETING OF DECEMBER 22, 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 the surname and first name of this signatory, and the capacity in which the signatory is entitled to sign this form on behalf of the shareholder.