



**COMBINED GENERAL MEETING
DECEMBER 20, 2023**

**Management Board Report
to the Combined General Meeting**

**Including the draft amended Articles of Association,
as referred to in the 11th resolution
submitted to this Meeting for approval**



VALNEVA

A European company (*Societas Europaea* or SE) with a Management and a Supervisory Board

Share capital: €20,836,821.30

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

Nantes Companies Register (RCS) No. 422 497 560

MANAGEMENT BOARD REPORT TO THE COMBINED GENERAL MEETING OF DECEMBER 20, 2023

To the Shareholders,

In accordance with the provisions of the law and the Articles of Association of Valneva SE (“**the Company**”), a Combined General Meeting has been convened on December 20, 2023, at 2 p.m. CET at the Radisson Blu Hotel, 6 place Aristide Briand, 44000 Nantes (France) to decide on the following agenda:

Ordinary resolutions

- + Appointment of Ms. Anne-Marie Salaün (preferred name: Graffin) as Director (subject to adoption of the change in the Company’s governance model) (Resolution 1);
- + Appointment of Mr. James Edward Connolly as Director (subject to adoption of the change in the Company’s governance model) (Resolution 2);
- + Appointment of Mr. James Sulat as Director (subject to adoption of the change in the Company’s governance model) (Resolution 3);
- + Appointment of Ms. Kathrin Ute Jansen as Director (subject to adoption of the change in the Company’s governance model) (Resolution 4);
- + Appointment of the company Bpifrance Participations as Director (subject to adoption of the change in the Company’s governance model) (Resolution 5);
- + Appointment of Mr. Thomas Lingelbach as Director (subject to adoption of the change in the Company’s governance model) (Resolution 6);
- + Approval of the compensation policy applicable to the executive corporate officers (subject to adoption of the change in the Company’s governance model) (Resolution 7);
- + Approval of the compensation policy applicable to the members of the Board of Directors (subject to adoption of the change in the Company’s governance model) (Resolution 8);
- + Determination of the total compensation allocated to the members of the Board of Directors (subject to adoption of the change in the Company’s governance model) (Resolution 9);
- + Authorization and powers to be given to the Board of Directors for the purpose of allowing the Company to make transactions on its own shares (Resolution 10);

Extraordinary resolutions

- + Changing the Company’s governance model by establishing a Board of Directors; Consequential amendment to the Company’s Articles of Association (Resolution 11);
- + Authorization granted to the Board of Directors to cancel treasury shares (Resolution 12);
- + Grant of authority to the Board of Directors to increase the share capital by issuing ordinary shares or any securities giving access to the capital while maintaining the preferential subscription right of the shareholders (Resolution 13);



- + Grant of authority to the Board of Directors 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 of the shareholders though including an option for a priority period (Resolution 14);
- + Grant of authority to the Board of Directors 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 of the shareholders, through a public offering referred to in Article L. 411-2, 1° of the French Monetary and Financial Code (Resolution 15);
- + Grant of authority to the Board of Directors in the event of an issue of the Company's ordinary shares and/or securities giving immediate and/or future access to the Company's share capital, with cancellation of preferential subscription rights of the shareholders, to set the issue price, up to a limit of 10% of the share capital per year (Resolution 16);
- + Grant of authority to the Board of Directors 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 of the shareholders for the benefit of certain categories of persons meeting specified characteristics (Resolution 17);
- + Grant of authority to the Board of Directors to increase the number of shares to be issued in the case of a capital increase, with or without preferential subscription rights for existing shareholders, within the limit of 15% of the initial issue amount (Resolution 18);
- + Grant of authority to the Board of Directors in order to increase the share capital through the capitalization of reserves, earnings or premium (Resolution 19);
- + Grant of authority to the Board of Directors 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 of the shareholders, in consideration for contributions in kind for equity securities or other securities giving access to the capital (Resolution 20);
- + Maximum aggregate amount of capital increases (Resolution 21);
- + Grant of authority to the Board of Directors 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 (Resolution 22);
- + Issue of free shares; Delegation of authority to the Board of Directors for this purpose (Resolution 23);
- + Grant of authority to the Board of Directors for the purpose of deciding to carry out a capital increase reserved for employees (Resolution 24);
- + Powers for formalities (Resolution 25).

In preparation for this General Meeting, the following reports have been made available to you :

- the Supplemental Report of the Supervisory Board on the Corporate Governance, and
- the Special Reports by the Joint Statutory Auditors on the resolutions submitted to this General Meeting requiring the preparation of such reports.

Our Report, the Supplemental Report of the Supervisory Board and the Reports by the Joint Statutory Auditors have been made available to you in accordance with the conditions and deadlines provided for by the Company's Articles of Association and the provisions of applicable laws.

It appeared appropriate as part of the Company's continued growth, and in order to further improve



efficiency and productivity of the management team, to propose a change in the method of supervision and management of the Company, by adopting a Board of Directors governance structure, which is a more common mode of governance in our industry.

The resolutions submitted for your approval at this General Meeting are therefore part of this proposed change.

We suggest that you review the below resolutions submitted for your approval.

1. Appointment of the Company's Directors, subject to adoption of the change in the Company's governance model (Resolutions 1 to 6)

If you adopt the proposed change in the Company's governance model, the offices of the current Supervisory Board and Management Board members will terminate at the end of this General Meeting. Subject to adoption of resolution 11 relating to the change in the Company's governance model, we therefore propose that you appoint as Directors of the Company:

- (i) for a three-year (3) term expiring at the end of the General Meeting called in 2026 to approve the financial statements of the fiscal year ending on December 31, 2025:
 - Ms. Anne-Marie Salaün (preferred name: Graffin),
 - Mr. James Edward Connolly,
 - Ms. Kathrin Ute Jansen, and
 - Mr. Thomas Lingelbach,
- (ii) for a two-year (2) term expiring at the end of the General Meeting called in 2025 to approve the financial statements of the fiscal year ending on December 31, 2024:
 - Mr. James Sulat, and
 - the company Bpifrance Participations.

Each of the proposed Directors has already accepted this directorship and has declared that he or she holds no office in any other company in France that would prevent him or her from accepting this term of office.

The difference in the duration of the terms of office is designed to ensure a staggered renewal of these directors' terms.

2. Approval of the compensation policy applicable to the executive corporate officers and to the members of the Board of Directors, subject to adoption of the change in the Company's governance model (Resolutions 7 and 8)

Subject to adoption of resolution 11 relating to the change in the Company's governance model, we request that you approve:

- the compensation policy applicable to the executive corporate officers, as provided in Section 2.6.1.1 of the Supplemental Report by the Supervisory Board on the Corporate Governance dated November 6, 2023 and which includes the compensation policy for executive corporate officers established in accordance with Article L. 22-10-26 of the French Commercial Code (Resolution 7) and
- the compensation policy applicable to the members of the Board of Directors, as provided in Section 2.6.1.2 of Supplemental Report by the Supervisory Board on the Corporate Governance dated November 6, 2023 and which includes the compensation policy for corporate officers established in accordance with Article L. 22-10-26 of the French Commercial Code (Resolution 8).



3. Determination of the total compensation allocated to the members of the Board of Directors, subject to adoption of the change in the Company's governance model (Resolution 9)

Subject to adoption of resolution 11 relating to the change in the Company's governance model, we ask you to set the maximum total compensation for the members of the Board of Directors for the fiscal year 2023, and for each subsequent year, until otherwise decided by the Ordinary General Meeting of shareholders, at €620,000, it being specified that (i) the compensation due to the members of the Board of Directors for the fiscal year ending on December 31, 2023 will be payable *pro rata temporis* from the adoption of this resolution, and (ii) this total amount shall not include the compensation to be paid to the CEO (*Directeur Général*) in consideration of his executive role.

4. Authorization and powers to be given to the Board of Directors for the purpose of allowing the Company to make transactions on its own shares (Resolutions 10 and 12)

The authorizations that would be granted under resolutions 10 and 12 submitted for your approval are subject to adoption of resolution 11 submitted for your approval and relating to the change in the Company's governance model. These authorizations would be granted for a period of eighteen (18) months from this General Meeting and would supersede and cancel the unexpired and unused part of any prior authorization having the same purpose, and notably resolutions 15 and 17 of the Combined General Meeting of June 21, 2023.

Purchase of treasury shares (Resolution 10)

We propose that a new authorization be granted to the Board of Directors to trade in Company shares, pursuant to the provisions of Articles L. 22-10-62 *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 Commission Delegated Regulation (EU) 2016/1052 of the European Parliament and of the Council of March 8, 2016 supplementing the MAR Regulation, with the option of subdelegation under the conditions laid down by law.

These 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:

- + purchase its own shares up to a maximum of five percent (5%) of the shares comprising its share capital on the date of purchase (less treasury shares), as adjusted based on corporate actions that might affect the share capital after this decision, at a price per share not exceeding fifteen euros (€15). 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 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;
- + grant, cover and honor any stock option plan, free share allocation plan or any other form of allocation to employees and/or corporate officers of the Company and its affiliates under the conditions defined by applicable laws and regulations;
- + or cancel said shares by reducing the share capital, subject to the adoption of resolution 12



submitted for your approval, and within the limit of ten percent (10%) of the Company's share capital per twenty-four (24) month period.

In the event of an increase in the share capital by capitalizing reserves and allocating free shares, or in case of a stock split or reverse stock split, 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.

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. 2021-01 of June 22, 2021 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 Board of Directors or the person acting on the authority of the Board of Directors shall determine;
- + cancel acquired shares, subject to this General Meeting approving resolution 12 submitted for your approval authorizing the Board of Directors 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 corporate 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 an employee profit sharing.

The maximum amount of funds allocated for this program is set at forty million euros (€40,000,000). This amount is consistent with the limit of five percent (5%) of the share capital referred to above.

All powers would be granted to the Board of Directors, with the option of subdelegation according to the conditions set by law, to place all orders, conclude all agreements, complete all formalities and filings with all bodies and, in general, to do whatever is necessary.

Cancellation of treasury shares

In order to permit the Board of Directors to cancel shares purchased by the Company under a share buyback program, we ask you to authorize the Board of Directors, with the option of subdelegation under the conditions laid down by law to:

- + reduce, at its sole discretion, on one or more occasions, the share capital, within the limit of ten percent (10%) of the share capital, adjusted for corporate actions that could affect the share capital after this decision, per twenty-four (24) month period, by canceling the shares, which the Company holds or might hold by any means, including by purchasing shares through buyback programs authorized by resolution 10 submitted for your approval, or through share buyback programs authorized previously or following the date of this meeting, 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; and

- + duly acknowledge the completion of the capital decrease(s), modify the Articles of Association accordingly and carry out all necessary formalities.

5. Changing the Company's governance model by establishing a Board of Directors; Consequential amendment to the Company's Articles of Association (Resolution 11)

As the Company continues to grow, and in order to further improve the efficiency and productivity of the management team through a system of governance which is more common in our industry, we propose to change the Company's governance so as to adopt a governance structure with a Board of Directors, governed in particular by Articles L. 225-17 to L. 225-56 of the French Commercial Code (upon referral by, and subject to, the provisions of Article L. 229-7, paragraph 1 of the French Commercial Code), Articles L. 22-10-3 to L. 22-10-17 of the French Commercial Code, and with the provisions of Section 2 and 3 of Council Regulation (EC) no. 2157/2001 of October 8, 2001 on the Statute for a European Company, as a replacement of the current formula with a Management Board and a Supervisory Board. This change would be effective from the end of this General Meeting.

As a result of the change in the Company's governance model, the offices of the Supervisory Board and Management Board members would terminate at the end of this General Meeting, and the Board of Directors that will be in office at the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2023 would present those statements and reports required for that year.

We therefore ask you to:

- + amend the Company's Articles of Association in order to include all relevant provisions relating to the change in the Company's governance model, in addition to other drafting adjustments made to harmonize and/or update certain provisions of the Articles of Association;
- + replace, in the interest of simplification, the entirety of the Company's current Articles of Association by the Articles of Association set out in Appendix 1 to this Report;
- + consequently adopt, article by article, and then in their entirety, the new Articles of Association as set out in Appendix 1 to this Report and which include all the amendments required by the adoption of this resolution submitted for your approval.

6. Financial delegations to be granted to the Board of Directors (Resolutions 13 to 21)

The authorizations that would be granted under resolutions 13 to 21 submitted for your approval are subject to adoption of resolution 11 submitted for your approval and relating to a change in the Company's governance model.

We therefore propose that you grant to the Board of Directors a wide range of financial delegations to carry out immediate or future increases in capital in order to respond to any market opportunities that may arise, without having to go back to the shareholders.

Except subject to prior authorization by the General Meeting, these delegations of authority would 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.

Equally, the issuance of any preferred shares or securities giving access, immediately or in the future, to preferred shares would be expressly excluded from these delegations.

These delegations would be granted for a period of twenty-six (26) months from the present General Meeting, with the exception of the authorization to increase the share capital with cancellation of preferential subscription rights of the shareholders for the benefit of certain categories of persons (resolution 17) that would be granted for a period of eighteen (18) months.



The delegations of authority granted to the Board of Directors under resolutions 13 to 20 submitted for your approval would replace and render null and void, only for the future and for the portion not yet used, the authority having the same purpose granted by resolutions 18 to 25 of the Combined General Meeting of June 21, 2023.

In this respect, as proposed under resolution 21 submitted for your approval, the maximum aggregate amount of capital increases that may be carried out, with immediate effect or in the future, under resolutions 13 to 20 submitted for your approval, may not exceed five million one hundred seventy-five thousand euros (€5,175,000), it being specified that to this maximum aggregate amount will be added the additional nominal amount of shares or securities to be issued 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.

The Board of Directors would have all powers, with the option of subdelegation, to implement the delegations of authority thus granted under the resolutions submitted for your approval.

If the Board of Directors were to use these powers of authority, it would report to the next Ordinary General Meeting, in accordance with applicable laws and regulations, on the uses made of authorizations granted under the said resolutions.

We therefore propose that you review each of the delegations of authority below that you are being asked to grant to the Board of Directors.

6.1. Grant of authority to the Board of Directors to increase the share capital by issuing ordinary shares or any securities giving access to the capital while maintaining the preferential subscription right of the shareholders (Resolution 13)

This delegation of authority would allow the Board of Directors to decide to carry out one or more immediate or future increases in capital by issuing any of the following:

- ordinary shares of the Company, and/or
- any capital securities of the Company giving access by any means, immediately or in the future, to other existing or future capital securities of the Company or giving the right to receive debt instruments from the Company, and/or
- any securities, whether hybrid or not, giving access by any means, immediately or in the future, to capital securities to be issued by the Company, and possibly giving access to existing capital securities and/or giving the right to receive debt instruments from the Company,

it being specified that these shares and securities may be subscribed for in cash or by set-off against certain, due and payable claims.

We propose that you decide, in particular:

- + that the total nominal amount of increases in share capital which can be carried out, immediately or in the future, by virtue of this delegation, may not under any circumstances exceed a maximum overall amount of five million one hundred seventy-five thousand euros (€5,175,000) or the equivalent value in a foreign currency, to which amount will be added, if applicable, the supplementary nominal amount of shares or securities to be issued for the purposes of any adjustments to be made in accordance with applicable legislative or regulatory provisions and, if applicable, with contractual stipulations providing for other forms of adjustment, in order to preserve the rights of the holders of securities giving access to capital;
- + that the shareholders may exercise in accordance with the applicable laws and regulations, their



preferential right to subscribe for ordinary shares or securities issued under this resolution on the basis of irrevocable entitlement (*à titre irréductible*). In addition, the Board may establish for the benefit of shareholders a right to apply for excess shares subject to reduction (*à titre réductible*) exercisable in proportion to their rights and within the limit of their demand;

- + that if take-up for shares on the basis of irrevocable entitlement (*à titre irréductible*) with respect to exact rights and, when applicable, for excess shares subject to reduction (*à titre réductible*), should fail to account for the entire issue of the shares or securities as defined above, the Board may, as it chooses, and in the order it decides, in accordance with Article L. 225-134 of the French Commercial Code, proceed with one or more of the following options: (i) freely allocate all or part of the unsubscribed securities to any persons of its choosing, (ii) offer these securities to the public and/or (iii) restrict the amount of the issuance to the subscriptions received, provided that these amount to not less than three quarters of the intended issuance;
- + that 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 *et seq.* 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. These debt securities may or may not be for an unlimited term, may or may not be subordinate, and may be issued in France or abroad, either in euros or in another currency, or in any other monetary units established by reference to several currencies. The maximal nominal amount of debt securities issued under this delegation and resolutions 14, 15, 16, 18 and 20 of this General Meeting may not exceed one hundred forty-three million seven hundred fifty thousand euros (€143,750,000) or the equivalent value at the exchange rate prevailing on the date of the issue decision, but will be independent of the amount of any debt securities referred to in Articles L. 228-38, L. 228-92 (3rd paragraph), L. 228-93 (6th paragraph) and L. 228-94 (3rd paragraph) of the French Commercial Code, for which the issue may otherwise be authorized or decided, in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code and the Company's Articles of Association. They may be subject to a fixed or variable interest rate, with or without capitalization, and be the subject of redemption, with or without a premium, or amortization, of any kind, with the possibility for the securities to be bought on the stock market or offered for sale or exchange by the Company.

6.2. Grant of authority to the Board of Directors 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 of the shareholders though including an option for a priority period (Resolution 14)

This delegation of authority would allow the Board of Directors to decide to carry out one or more immediate or future increases in capital by issuing, in France or abroad, any of the following:

- ordinary shares of the Company, and/or
- any capital securities of the Company giving access by any means, immediately or in the future, to other existing or future capital securities of the Company or giving the right to receive debt instruments from the Company, and/or
- any securities, whether hybrid or not, giving access by any means, immediately or in the future, to capital securities to be issued by the Company, and possibly giving access to existing capital securities and/or giving the right to receive debt instruments from the Company.

We propose that you decide, in particular:

- + that the total maximum nominal amount of increases in share capital which can be carried out, immediately or in the future, may not under any circumstances exceed a maximum overall



amount of four million six hundred thousand euros (€4,600,000) or the equivalent value in a foreign currency, to which amount will be added, if applicable, the additional nominal amount of shares or securities to be issued for the purposes of any adjustments to be made in accordance with applicable laws and regulations and, if applicable, with contractual provisions providing for other forms of adjustment, in order to preserve the rights of the holders of securities giving access to the capital;

- + that 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, within the same issue or through several simultaneous issues;
- + that if take-up for shares should fail to account for the entire issue of the shares or securities as defined above, the Board may, as it chooses, and in the order it decides, use one or more of the options granted under Article L. 225-134 of the French Commercial Code, including the one restricting the amount of the issuance to the subscriptions received, provided that these amount to not less than three quarters of the initial intended issuance;
- + to cancel shareholders' preferential subscription rights to shares and other securities giving access to the capital of the Company under this resolution. The Board may nevertheless grant the shareholders, pursuant to Article L. 22-10-51 of the French Commercial Code, a priority subscription period for a time period and according to procedure that it will establish in accordance with applicable laws and regulations and for all or part of the issue. This priority subscription period shall not result in the creation of negotiable rights and must be exercised in proportion to the number of shares owned by each shareholder;
- + that 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 representing a right to debt securities, whether or not governed by Articles L. 228-91 *et seq.* 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. These debt securities may or may not be for an unlimited term, may or may not be subordinate, and may be issued in France or abroad, either in euros or in another currency, or in any other monetary units established by reference to several currencies. The maximal nominal amount of debt securities thereby issued may not exceed one hundred forty-three million seven hundred fifty thousand euros (€143,750,000) or the equivalent value at the exchange rate prevailing on the date of the issue decision, but will be independent of the amount of any debt securities referred to in Articles L. 228-38, L. 228-92 (3rd paragraph), L. 228-93 (6th paragraph) and L. 228-94 (3rd paragraph) of the French Commercial Code, for which the issue may otherwise be authorized or decided, in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code and the Company's Articles of Association. They may be subject to a fixed or variable interest rate, with or without capitalization, and be the subject of redemption, with or without a premium, or amortization, of any kind, with the possibility for the securities to be bought on the stock market or offered for sale or exchange by the Company;
- + that 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 13 of this General Meeting.

The issue price of new shares that may be issued under this delegation of authority will be determined by the Board, with the option of subdelegation, under the conditions laid down by law, *i.e.*:

- i. 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 dividend eligibility (or currently the volume-weighted average price for the last three (3) trading days on the Euronext Paris regulated market 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. 22-10-52 and Article R. 22-10-32 of the French Commercial Code); and

- ii. the issue price of the 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 paragraph "i." above, after adjustment, if applicable, in order to take into account the difference in the date of dividend eligibility.

6.3. Grant of authority to the Board of Directors 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 of the shareholders, through a public offering referred to in Article L. 411-2, 1° of the French Monetary and Financial Code (Resolution 15)

This delegation of authority would allow the Board of Directors to decide to carry out one or more immediate or future increases in capital by issuing, in France or abroad, any of the following:

- ordinary shares of the Company, and/or
- any capital securities of the Company giving access by any means, immediately or in the future, to other existing or future capital securities of the Company or giving the right to receive debt instruments from the Company, and/or
- any securities, whether hybrid or not, giving access by any means, immediately or in the future, to capital securities to be issued by the Company, and possibly giving access to existing capital securities and/or giving the right to receive debt instruments from the Company,

through a public offering referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, it being specified that these shares and securities may be subscribed for in cash or by offsetting due and payable debts.

We propose that you decide, in particular:

- + that the total amount of capital increases that may be carried out under this resolution, immediately and/or in the future, may not exceed the maximum amount provided for by applicable regulation, *i.e.* currently twenty percent (20%) of the share capital per year on the date of implementation of the delegation, it being specified that to this maximum amount will be added, as applicable, the additional nominal amount of shares to be issued in accordance with the provisions of the law and contractual provisions to preserve the rights of holders of securities giving access to the capital;
- + to cancel shareholders' preferential right to subscribe for shares and securities giving access to the capital of the Company to which the present resolution relates;
- + that 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 representing a right to debt securities, whether or not governed by Articles L. 228-91 *et seq.* 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. These debt securities may or may not be for an unlimited term, may or may not be subordinate, and may be issued in France or abroad, either in euros or in another currency, or in any other monetary units established by reference to several currencies. The maximal nominal amount of debt securities thereby issued may not exceed one hundred forty-three million seven hundred fifty thousand euros (€143,750,000) or the equivalent



value at the exchange rate prevailing on the date of the issue decision, but will be independent of the amount of any debt securities referred to in Articles L. 228-38, L. 228-92 (3rd paragraph), L. 228-93 (6th paragraph) and L. 228-94 (3rd paragraph) of the French Commercial Code, for which the issue may otherwise be authorized or decided, in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code and the Company's Articles of Association. They may be subject to a fixed or variable interest rate, with or without capitalization, and be the subject of redemption, with or without a premium, or amortization, of any kind, with the possibility for the securities to be bought on the stock market or offered for sale or exchange by the Company;

- + that 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 13 submitted to this General Meeting;
- + that the issue price of new shares that may be issued under this delegation, in accordance with Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code, will be set by the Board under the following conditions:
 - i. 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.e.* on this date, the volume-weighted average price of the share on the Euronext Paris regulated market 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%)); and
 - ii. 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 paragraph "i." above.

6.4. Grant of authority to the Board of Directors in the event of an issue of the Company's ordinary shares and/or securities giving immediate and/or future access to the Company's share capital, with cancellation of preferential subscription rights of the shareholders, to set the issue price, up to a limit of 10% of the share capital per year (Resolution 16)

We ask you to authorize the Board of Directors, for each of the issues decided pursuant to the authorizations granted under resolutions 14 and/or 15 submitted for your approval, and up to a limit of ten percent (10%) of the Company's share capital (this limit being assessed as of the date of implementation of this delegation, it being specified that to this limit shall be added, where applicable, the additional nominal amount of the shares to be issued to preserve, in accordance with the law and, where applicable, to contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to a portion of the Company's share capital) 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:

- i. the issue price may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board, by a maximum discount of fifteen percent (15%); and
- ii. the issue price of the securities will be such that the amount immediately received by the Company, plus, if applicable, the amount that may be subsequently received by the Company, will be for each ordinary share issued as a consequence of the



issuance of these securities at least equal to the amount referred to in paragraph “i.” above, after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility.

We ask you to decide, in particular:

- + that the maximum nominal amount of the capital increases that may be carried out, immediately or at a later time, pursuant to this authorization, may not exceed ten percent (10%) of the Company's share capital (this limit being assessed as of the date of implementation of this delegation, it being specified that to this limit shall be added, where applicable, the additional nominal amount of the shares to be issued to preserve, in accordance with the law and, as the case may be, with the contractual stipulations providing for other cases of adjustments, the rights of holders of securities giving access to a portion of the Company's share capital), within the limit of the capital increase ceiling provided for in resolution 14, or, as the case may be, resolution 15 submitted to this General Meeting, and the general limit provided for in resolution 21;
- + that 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 13 submitted to this General Meeting.

This authorization would allow the Board of Directors to have increased flexibility in terms of setting prices based on market opportunities.

6.5. Grant of authority to the Board of Directors 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 of the shareholders for the benefit of certain categories of persons meeting specified characteristics (Resolution 17)

This delegation of authority would allow the Board of Directors to decide to carry out one or more immediate or future increases in capital, by issuing, with cancellation of preferential subscription rights of the shareholders for the benefit of certain categories of persons meeting specified characteristics, in France or abroad, either in euros, or in any other currency, or in any monetary unit established by reference to several currencies, ordinary shares of the Company and/or securities giving access, immediately and/or in the future, to the capital of the Company, it being specified that these shares and/or securities giving access, immediately or in the future, to the capital of the Company, may be subscribed for in cash or by set-off against certain, due and payable claims.

We therefore propose that you decide, in particular:

- + that the total maximum nominal amount of increases in share capital which can be carried out, may not under any circumstances exceed a maximum overall amount of four million six hundred thousand euros (€4,600,000) or the equivalent value in a foreign currency, to which amount will be added, if applicable, the additional nominal amount of shares or securities to be issued for the purposes of any adjustments to be made in accordance with applicable laws and regulations and, if applicable, with contractual provisions providing for other forms of adjustment, in order to preserve the rights of the holders of securities giving access to the capital;
- + to cancel shareholders' preferential subscription rights to shares under this resolution, and accord the right to subscribe to:
 - (i) natural persons and legal entities, including companies, trusts or investment funds, organized under French or foreign law, that routinely invest in the pharmaceutical, biotechnological or medical technology sector; and/or
 - (ii) companies, institutions or entities of any type, French or foreign, that do a significant part of their business in the pharmaceutical, cosmetic, chemical or medical devices and/or technologies or research in these sectors; and/or



- (iii) French or foreign investment services companies, or any foreign establishment with an equivalent status, that could guarantee to carry out an issue to be placed with the persons described in (i) and/or (ii) above, in this context, to subscribe for securities that are issued; and/or
 - (iv) credit institutions, service providers, investment funds or companies undertaking to subscribe for or guarantee the completion of the share capital increase or of any issue of securities likely to result in a capital increase (including, in particular, through the exercise of share subscription warrants) that could be carried out by virtue of this delegation in the context of the implementation of an equity or bond financing agreement, including in particular any "At-the-market (ATM)" financing program.
- + that the issue price of the shares that may be issued under this delegation will be set by the Board, with the option of subdelegation, under the following conditions: the issue price for the shares may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board, by a maximum discount of fifteen percent (15%).

This delegation of authority would allow the Board of Directors to have greater flexibility both in the choice of investors likely to invest in the Company and in the conditions for setting the issue price, depending on market conditions but also in the context of the implementation of agreements (strategic, financial, commercial, partnership or others) which could be concluded by the Company with persons falling into the above-mentioned categories of persons.

6.6. Grant of authority to the Board of Directors to increase the number of shares to be issued in the case of a capital increase, with or without preferential subscription rights for existing shareholders, within the limit of 15% of the initial issue amount (Resolution 18)

We propose that you decide to delegate to the Board of Directors, in accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, for a maximum period of twenty-six (26) months as from this General Meeting (except in respect of resolution 17 for which the delegation is granted for eighteen (18) months), your authority to increase the number of shares to be issued, for each issue carried out under the terms of the above resolutions 13, 14, 15 and 17 submitted for your approval, within thirty (30) days before the end of the close of the subscription period, within the limit of fifteen percent (15%) of the initial issue, and at the same price as for the initial issue, it being specified that the nominal amount of capital increases that may be carried out under this delegation shall be deducted from the ceiling provided for in the resolution pursuant to which the issue is decided, as well as from the overall nominal ceiling for share capital increases provided for in resolution 21 of this General Meeting, it being specified that to this amount will be added, if applicable, the additional nominal amount of shares to be issued, in accordance with applicable laws and contractual provisions, for the purposes of preserving the rights of the holders of securities giving access to the capital.

This delegation of authority would allow to meet demand in the event of oversubscription in respect of the issues decided under the aforementioned resolutions.

6.7. Grant of authority to the Board of Directors in order to increase the share capital through the capitalization of reserves, earnings or premium (Resolution 19)

This delegation of authority would allow the Board of Directors to proceed with one or more capital increases, by simultaneously or successively capitalizing all or part of the Company's reserves, earnings, additional paid-in capital or other eligible amounts, whether in the form of the grant of new free shares to be issued or by increasing the par value of existing shares, or a combination thereof.

We therefore propose that you decide, in particular:



- + that the total nominal amount of increases in share capital carried out immediately or in the future pursuant to this resolution may not under any circumstances exceed a total of five million one hundred seventy-five thousand euros (€5,175,000). In accordance with applicable law and possible contractual requirements, this maximum amount will not include the par value of any ordinary shares to be issued in accordance with the provisions of the law and contractual provisions to preserve the rights of the holders of securities giving access to the Company's share capital;
- + that, as applicable, in accordance with the provisions of Article L. 225-130 and L. 22-10-50 of the French Commercial Code, the resulting fractional rights shall not be negotiable and the corresponding securities shall be sold. The proceeds from the sale will be allocated to rights holders within the time frame imposed by applicable regulations.

6.8. Grant of authority to the Board of Directors 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 of the shareholders, in consideration for contributions in kind for equity securities or other securities giving access to the capital (Resolution 20)

This delegation of authority would allow the Board of Directors to proceed with the issuance of the instruments set out below, on the Board's sole decision, in one or several steps, when the Board so decides and pursuant to the report of the Contribution Auditors:

- o shares of the Company, and/or
- o any capital securities of the Company giving access by any means, immediately or in the future, to other existing or future capital securities of the Company or giving the right to receive debt instruments from the Company, and/or
- o any securities, whether hybrid or not, giving access by any means, immediately or in the future, to capital securities to be issued by the Company, and possibly giving access to existing capital securities and/or giving the right to receive debt instruments from the Company,

as consideration for contributions in kind granted to the Company and consisting of equity securities or other securities giving access to the share capital of other companies, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable.

In this regard, we ask you to decide, in particular:

- + to cancel, as necessary, in favor of the holders of the shares or securities that are the subject of the contributions in kind, the shareholders' preferential subscription rights to the shares or securities that may be issued pursuant to this delegation, and notes that in the event of an issue by the Company of securities giving access to new shares of the Company, this authorization will entail a waiver by the shareholders, in favor of the holders of these securities, of their preferential subscription rights to the shares to which these securities will give immediate or future entitlement;
- + that 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 *et seq.* 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;
- + that the maximum nominal amount of capital increases which may be carried out immediately or in the future, under this delegation may not exceed ten percent (10%) of the Company's share



capital at any time, as this share capital may have been adjusted after this General Meeting, it being specified that to this maximum amount will be added, as applicable, the additional nominal amount of shares to be issued to preserve (in accordance with the law and, as applicable, contractual provisions providing for other cases for adjustments), the rights of holders of securities or other rights giving access to the Company's share capital;

- + that 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 13 submitted to the General Meeting.

7. Grant of authority to the Board of Directors regarding incentive programs for its employees and corporate officers (Resolutions 22 and 23)

In order to allow the Company to continue implementing incentive programs for employees and corporate officers of the Company and its affiliates, we propose that you grant the Board of Directors new authorizations in order to allocate stock options and free shares.

The authorizations that would be granted under resolutions 22 and 23 submitted for your approval are subject to adoption of resolution 11 submitted for your approval and relating to the change in the Company's governance model.

The Board of Directors would have all powers to implement these delegations of authority within the limits and under the terms described in the resolutions submitted for your approval.

If the Board of Directors were to use the authorizations thus granted, it would report to the next Ordinary General Meeting in accordance with applicable laws and regulations.

We propose that you review each of the authorizations that we ask you to grant to the Board of Directors.

7.1. Grant of authority to the Board of Directors 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 to shares that will be issued as options are exercised (Resolution 22)

Under the terms of this authorization, we propose in particular that you:

- + authorize the Board of Directors, with the option of subdelegation to any empowered person, to grant through one or more issues employees and/or officers of the Company and/or 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, in accordance with the statutory and regulatory provisions in effect at the time the options are granted, in particular Articles L. 225-129 *et seq.* and Articles L. 225-177 to L. 225-186 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code;
- + decide that 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, it being specified that this maximum amount does not include possible adjustments to protect the rights of stock option holders in accordance with applicable statutory and regulatory provisions. This maximum amount is an independent maximum for all options granted under this resolution;
- + decide that the strike price of the shares will be the higher of (i) one hundred percent (100%) of the volume-weighted average price quoted for the Company's shares during the last twenty (20) trading days on the Euronext Paris regulated market preceding the day the options are granted, and (ii) one hundred percent (100%) of the average of the last prices quoted for the Company's shares on the Euronext Paris regulated market during the last twenty (20) trading days



- preceding the day the options are granted. The strike price may not be modified unless the Company, in the option period, makes any of the financial transactions that require decisions to protect the rights of stock option holders pursuant to applicable legislation;
- + decide that the exercise period(s) as well as the duration of the exercise of the Company's stock options will be set by the Board, but may not exceed a maximum duration of ten (10) years;
 - + note that this authorization entails the express waiver in favour of the recipients of the options by the shareholders of their preferential subscription rights to shares that will be issued as options are exercised;
 - + decide that the Board shall establish the stock option plan included notably the conditions according to which options may be granted, that may include restrictions prohibiting their immediate resale applicable to all or part of the shares, the subscription price of shares and the criteria for qualifying for the plan; thus the Shareholders grant the Board, with the ability to subdelegate pursuant to the law and the Company's Articles of Association, all powers to (i) determine the terms and conditions for allocating and exercising stock options, (ii) designate the beneficiaries, by name or category, and determine the number of shares that may be subscribed for or purchased by each of them, (iii) set the date on which stock options may be exercised and the periods for exercising options and selling the resulting shares, (iv) decide that the options granted to the persons referred to in Article L. 225-180 I., subparagraph 3 of the French Commercial Code should not be exercised prior to the end of their duties, or alternatively set the amount of ordinary shares resulting from exercise of the options which these persons have to keep until the end of their duties, (v) allow possible suspension of option exercise in case of financial transactions involving the use of share-related rights, for the maximum period set out by applicable statutory and regulatory provisions, and (vi) adjust, as necessary, the price, the number of options or the number of shares resulting from option exercise, as needed to protect the rights of option holders and in accordance with applicable law, depending on any financial transactions involving the Company's shareholders equity or share capital;
 - + also decide that the Board will have all authority, with the option of subdelegation on the conditions laid down by the law and the Company's Articles of Association, to (i) increase the Company's share capital as a result of the new shares subscribed for by exercising options, (ii) change the Company's Articles of Association accordingly and, if it considers it appropriate, credit the amount of capital increase expenses against any premiums arising from these transactions and take from this amount all monies that need to be put into statutory reserves, (iii) carry out all formalities necessary to issue the securities created under this resolution and to get the same listed and traded, and file all required statements and declarations with all relevant organizations, do whatever will be needed or useful to implement this resolution.

This authorization will be granted for a period of thirty-eight (38) months, and would be deprived of effect and replaced, for the unused portion and for the unexpired period, by the authorization granted under resolution 27 of the Combined General Meeting dated June 21, 2023.

7.2. Grant of authority to the Board of Directors for the purpose of granting free Company shares, in accordance with the provisions of Articles L. 225-197-1 *et seq.* of the French Commercial Code, entailing waiver by shareholders of their preferential subscription right (Resolution 23)

Under the terms of this authorization, we propose in particular that you:

- resolve, in accordance with the provisions of Articles L. 225-197-1 *et seq.* and L.22-10-59 *et seq.* of the French Commercial Code, that the Board of Directors may grant free existing or future Company shares on one or more occasions to categories of beneficiaries, the identity of which will be determined by the Board, including:
 - + natural persons who are not employees, hold the position of an executive corporate officer and meet the requirements set out in Article L. 225-197-1, II of the French



Commercial Code; and

- + salaried employees of the Company or of related companies;
- set the vesting period, at the end of which the attribution of ordinary shares to the beneficiaries will become definitive, subject to any conditions determined by the Board, at a minimum of two years from the date of initial attribution (subject to the beneficiary's invalidity being recognized in accordance with Article L. 225-197-1, I of the French Commercial Code).

The total number of ordinary shares granted free of charge under this authorization may not represent more than three percent (3%) of the Company's share capital at the date of the attribution of the free shares, nor may it exceed any legal ceiling applicable at the date of attribution.

In accordance with Article L. 225-132 of the French Commercial Code, this decision automatically entails the waiver by the shareholders, in favor of the beneficiaries of the free shares, of their preferential right to the attribution of the ordinary shares issued as and when the capital is increased by incorporation of reserves, profits or share premium, decided by the Board, by virtue of the present authorization, and to any right to the fraction of the reserves, profits or share premium thus incorporated into the capital, subject to the definitive attribution of the said shares to the beneficiaries at the end of the vesting period.

All powers would be granted to the Board of Directors, within the limits set above, to:

- + set the dates on which the attributions are to be made, in accordance with the conditions and limits set by law;
- + determine the identity of the beneficiaries, the number of ordinary shares attributed to each of them, the terms of attribution of the shares and the conditions of the final attribution;
- + decide on the conditions under which the number of ordinary shares attributed free of charge will be adjusted in the event of a transaction affecting the Company's capital (in particular a public offer, merger, demerger, split, regrouping or contribution of shares), in order to preserve the rights of the beneficiaries;
- + record, in accordance with the law, the amount of the resulting capital increase and make the corresponding amendments to the Company's Articles of Association;
- + generally do whatever is necessary to implement this authorization, in accordance with applicable laws and regulations.

This authorization would be granted to the Board for a maximum period of twenty-six (26) months and would supersede the unexpired and unused part of any prior authorization or delegation having the same purpose, and notably resolution 28 of the Combined General Meeting of June 21, 2023.

8. Grant of authority to the Board of Directors for the purpose of deciding to carry out a capital increase reserved for employees (Resolution 24)

We note for the record that Article L.225-129-6 of the French Commercial Code requires the shareholders present at the Extraordinary General Meeting, deciding on any capital increase, to settle on a draft resolution aiming to carry out capital increase in accordance with the conditions provided under Articles L. 3332-18 *et seq.* of the French Labor Code.

In order to comply with these legal requirements, we submit you a draft resolution to:

- + delegate all powers to the Board of Directors to proceed, if it deems appropriate, within a maximum period of twenty-six (26) months from the date of the General Meeting, with a capital increase for a maximum nominal amount of one hundred thousand euros (€100,000), in one or more tranches, through the issue of cash shares reserved for employees participating in a company savings plan to be established by the Company, such capital increase being carried out in accordance with the provisions of Articles L. 3332-18 *et seq.* of the French Labor Code;
- + resolve that the above-mentioned maximum amount is independent of, and will not be credited



- against, the maximum amount of capital increases set out in resolution 21 of this General Meeting. To this amount will be added, as applicable, the additional nominal amount of ordinary shares to be issued for the purposes of any adjustments to be made in accordance with applicable legal or regulatory provisions and, if applicable, with contractual provisions in order to preserve the rights of holders of securities giving access to the Company's share capital;
- + resolve to cancel shareholders' preferential subscription rights to such new shares to be issued, in favor of employees of the Company or companies and groups affiliated thereto, within the meaning of Article L. 225-180 of the French Commercial Code;
 - + resolve that the Board shall determine the shares' issue price in accordance with Article L. 3332-19 of the French Labor Code;
 - + resolve that, except subject to prior authorization by the Shareholders, 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;
 - + grant all powers to the Board to implement this authorization and carry out the capital increase, and to that end, to establish the list of beneficiaries and the number of shares to be awarded to each employee, set the number of new shares to be issued and their date of dividend eligibility, set, within the legal limits, the conditions for issuing the new shares and the periods given to employees to exercise their rights and the periods and terms for paying up the new shares, record the capital increase based on the number of shares subscribed and amend the Articles of Association accordingly, and take all steps and carry out all formalities necessary to complete the capital increase; and
 - + duly note that, if the Board uses this power of authority, it will report to the next Ordinary General Meeting, as required by law and regulations, on the uses made of authorizations granted under this resolution.

As the Company gives its employees the opportunity to acquire shares through another type of capital increase (allocation of stock options and free shares), we invite you to vote against this resolution 24.

9. Powers for formalities (Resolution 25)

Finally, we propose that you grant all powers to the holder of an original copy, an excerpt or a copy of the minutes of the General Meeting certified as authentic to carry out all necessary processes, filings and formalities or as required by operation of law.

We remain at your disposal to provide you with any further details and additional information that you might require.

THE MANAGEMENT BOARD



APPENDIX 1

Proposal of new Articles of Association

VALNEVA SE

**European company with a Board of Directors
with a share capital of 20,836,821.30 Euros
Registered office: 6 rue Alain Bombard, 44800 Saint-Herblain
Identification N° 422 497 560 RCS Nantes
(the *Company*)**

ARTICLES OF ASSOCIATION

As amended on December 20, 2023

TITLE I

FORM - COMPANY NAME - COMPANY OBJECT -

REGISTERED OFFICE - DURATION

Article 1. Form

The Company was incorporated in the form of a limited liability company with a Board of Directors under the terms of a private deed of 24 March 1999.

The shareholders of the Company modified the form of management and governance, adopting the formula of a Management Board and Supervisory Board, by decision of the Extraordinary General Meeting of 29 November 2002.

On May 28 2013, the Company was transformed into a European Company (Societas Europaea or SE) with a management board and supervisory board through a cross-border merger between Intercell AG, a company governed by Austrian law, with a share capital of 55,183,961 Euros, with registered office at Campus Vienna Biocenter 3, 1030 Vienna, Austria, formerly entered in the Trade and Companies Register of Vienna under number FN 166438m and Vivalis SA, a limited liability company governed by French law with a share capital of 3,224,379.30 Euros, with registered office at La Corbière - 49450 Roussay, and with the unique identification number 422 497 560 RCS Angers.

The shareholders of the Company modified the form of management and governance, adopting the formula of a Board of Directors, by decision of the Combined General Meeting of December 20, 2023.

The Company is governed by the European Community and national regulations in effect, as well as by these Articles of Association.

Article 2. Name

The company name is: Valneva.

In all of the instruments and documents deriving from the Company and intended for third parties, the name must be immediately preceded or followed by the words "European company" or the initials "SE" and a statement of the amount of the share capital.

Article 3. Object

The Company has as its object, within France and in every country:

- research and development within the field of biomedicine and pharmacology;
- the commercial exploitation of patents and know-how;
- trading in products of all kinds and the provision of services in the field of data processing and information technology;
- the production, monitoring and marketing of all products, services and research programs with applications to human and animal health, using the technologies of molecular and cellular biology and all of the associated techniques;
- the participation of the Company by all means, direct or indirect, in all operations which may be associated with its company object, through the creation of new companies, contributions, subscription or purchase of securities or company rights, mergers or otherwise, the creation, acquisition, leasing, lease management of all operating assets or facilities;

- the acquisition, exploitation or sale of all procedures and patents regarding these activities, within France and abroad;
- and more generally, all industrial, commercial or financial, securities or property operations, which may be directly or indirectly associated with its business object or likely to favour its exploitation, realisation or development.

Article 4. Registered office

The registered office of the Company is located at 6 rue Alain Bombard, 44800 Saint-Herblain.

The registered office may be transferred to any location within France, upon simple decision by the Board of Directors and subject to ratification by the shareholders at their next Ordinary General Meeting or by a decision of the Extraordinary General Meeting in accordance with applicable statutory provisions. The transfer of the registered office to another member State of the European Community is subject to ratification of the Special Meeting of the shareholders in accordance with L. 229-2 of the French commercial code. In the case of a transfer decided in accordance with the law by the Board of Directors, the latter is authorized to modify the Articles of Association in consequence.

Article 5. Duration - Financial year

The duration of the Company shall be ninety-nine (99) years from its first registration in the Trade and Companies Register, except in cases of extension or early dissolution.

The financial year shall begin on January 1 and shall end on December 31.

TITLE II

SHARE CAPITAL – SHARES

Article 6. Share capital

The share capital is set at 20,836,821.30 Euros. It is divided into 138,912,142 fully subscribed and paid-up ordinary shares of EUR 0.15 par value each.

Article 7. Change in the share capital

The share capital shall be increased by any means and by all procedures provided by law. The Extraordinary General Meeting, on the report of the Board of Directors, has sole competence for deciding on the share capital increase and may delegate such competence as provided by law.

The shareholders shall have a preferential subscription right, in proportion to their shares, for subscribing to shares in the context of a share capital increase. Shareholders may waive their preferential subscription right in an individual capacity.

The right to the allocation of new shares to the shareholders, following the capitalisation of reserves, profits or issuance premiums, shall belong to the bare owner, subject to the rights of the usufructuary.

Article 8. Paying up of the shares

Shares subscribed in cash shall mandatorily be paid up for at least a quarter of their nominal value on subscription and, if necessary, for the entire issuance premium.

The paying in of the surplus shall take place, on one or several occasions, at the decision of the Board of Directors, within five years of the date on which the share capital increase has become final.

Calls for funds shall be brought to the attention of subscribers by registered letter with notice of receipt, sent at least fifteen (15) days before the date set for each payment. Payments shall be made either to the registered office or to any other place indicated for this purpose.

Any delay in the payment of amounts due on the unpaid amount of the shares shall entail, *ipso jure* and without any formality being necessary, the payment of interest at the legal rate, starting from the due date, without prejudice to the personal action that the Company may take against the defaulting shareholder and the enforcement measures provided by law.

Article 9. Reduction - amortisation of the share capital

The reduction of the share capital shall be authorised or decided by the Extraordinary General Meeting, which may delegate all of the powers to the Board of Directors for the execution of the same. In no case may it infringe the equal standing of shareholders.

The reduction of the share capital to an amount less than the legal minimum may only be decided under the condition precedent of a share capital increase intended to bring it to an amount at least equal to this minimum, unless the Company is transformed into a company of another form.

In the event of failure to comply with these provisions, any interested party may apply to a court for the dissolution of the Company.

At the same time, the court cannot pronounce the dissolution if the adjustment has taken place on the day on which it rules on the merits.

The share capital may be amortised in accordance with the law.

Article 10. Form of the shares

1. The fully paid up shares may take nominative or bearer form, at the choice of the shareholder, subject to the legal and regulatory provisions in effect.

The shares are recorded in the shareholders' accounts under the conditions and pursuant to the procedures provided by law. The securities recorded in the account are transferred by transfer from account to account. Records in the accounts, payments and transfers are carried out in accordance with legal and regulatory requirements.

2. For the purposes of identifying the holders of bearer shares, the Company is entitled, according to legal and regulatory requirements, to ask at its own expense the central depository responsible for maintaining the securities issuance account (the **Central Depository**), as per the case, for the name or company name, nationality, year of birth or year of incorporation and the addresses of the holders of securities conferring immediate or future voting rights at its meetings and the number of shares held by each of them, as well as, if applicable, the restrictions which may affect the securities.

With regard to the list provided to the Company by the Central Depository, the Company has the right to request either from the Central Depository, or directly from the persons on this list and which the Company believes may be registered as an intermediary and on behalf of third party owners of securities, the information provided in the preceding paragraph regarding the owners of the securities.

These persons shall be required, if they have the capacity of intermediary, to disclose the identity of the owners of these securities. The information shall be provided directly to the authorised financial intermediary which holds the account, with the obligation of this latter party to notify it, as appropriate, to the Issuer or to the Central Depository.

The Company is also entitled, with regard to the securities in the nominative form, to ask, at any time, the intermediary registered on behalf of third party owners of the securities to disclose the identity of the owners of these securities.

For as long as the Company considers that certain holders of securities, in bearer or nominative form, whose identity has been disclosed to it are acting as holders on behalf of third party owners of the shares, it shall be entitled to ask these owners to reveal the identity of the owners of the securities, under the conditions provided above.

Following the requests for information cited above, the Company shall be entitled to request that any legal person owning shares of the Company representing more than 2% of its share capital or voting rights reveals the identity of persons holding directly or indirectly more than one third of the share capital of this legal person or of the voting rights which are exercised at the general meetings of the same person.

When the person forming the object of a request pursuant to the stipulations of this Article has not submitted the information so requested within the legal and regulatory deadlines or has transmitted incomplete or erroneous information regarding either its capacity or the owners of the securities, the shares or the securities giving immediate or future access to the share capital for which the person has been entered in the account shall be deprived of voting rights for all General Meetings to be held until the date of regularisation of identification, with the payment of dividends deferred until that date.

Article 11. Indivisibility of shares

Shares are indivisible with respect to the Company. The undivided joint owners of shares shall be represented at General Meetings by one of their number or by a joint representative of their choice. In the absence of agreement among them on the choice of a representative, the latter shall be designated by order of the President of the Commercial Court ruling in summary proceedings at the request of the first joint owner to take action.

The bare owner and the usufructuary have the right to participate in collective decisions. The voting right attached to the share belongs to the usufructuary for the Ordinary General Meetings and to the bare owner for the Extraordinary General Meetings. Shareholders may nevertheless agree among themselves on any other allocation for the exercise of the voting right at General Meetings. In this event, they shall bring their agreement to the attention of the Company by registered letter addressed to the registered office, with the Company obliged to observe this agreement for any General Meeting to be convened after the expiry of a one-month deadline after sending the registered letter, with the postmark serving as evidence of the date of dispatch.

The right of the shareholder to obtain notification of the company documents or to consult them may also be exercised by each of the joint owners of the undivided shares, by the usufructuary and the bare owner of shares.

Article 12. Transfer and Transmission of shares - Crossing of Threshold

The transfer of shares shall be made by transfer from account to account, pursuant to the law.

In the event of a share capital increase, the shares shall be negotiable as of its final conclusion.

Movements of securities for which due payments have not been made shall not be authorised.

In addition to the legal obligation to inform the Company of holdings of certain fractions of the share capital and to make any resulting declaration of intent, each natural or legal person, acting alone or in concert, who comes to hold or ceases to hold, directly or indirectly, a fraction equal to 2% of the share capital or voting rights, or any multiple of this percentage, shall be obliged to notify the Company of the same within four (4) stock exchange trading days, as soon as one of these thresholds is crossed, by registered letter with notice of receipt, addressed to the registered office of the Company, specifying the number of shares, corresponding voting rights and securities giving access to the share capital that it holds alone or in concert.

In order to determine the stipulated thresholds, account shall also be taken of the shares held indirectly and of shares regarded as owned shares, as defined by the provisions of

Articles L. 233-7 *et seq.* of the French Commercial Code.

In each of the declarations cited above, the declaring party shall certify that the declaration made includes all shares held or possessed pursuant to the provisions of Articles L. 233-7 *et seq.* of the French Commercial Code. It shall also indicate the date or dates of acquisition.

This disclosure obligation applies in all cases of crossing thresholds stipulated above, including the thresholds prescribed by law.

Failure to observe the notification obligation cited above shall be sanctioned, at the demand (recorded in the minutes of the Meeting) of one or several shareholders who together hold a fraction of at least 2% of the share capital or voting rights of the Company, by suspension of voting rights attached to the shares which exceed the fraction that has not been regularly declared for each General Meeting of shareholders held until the date of regularisation of the notification.

Furthermore, in the event that the registered shareholder knowingly disregards the notification obligation for threshold crossing with regard to the Company, the Commercial Court within the jurisdiction of which the Company has its registered office may, at the request of the Company or of a shareholder, pronounce the complete or partial suspension of voting rights, for a total period not exceeding five years, against any shareholder who has not made the declarations cited above or who has not observed the content of the declaration of intent provided in Article L. 233-7 VII of the French Commercial Code within six (6) months of the publication of the said declaration.

Article 13. Rights and obligations attached to the shares

1. Each share gives the right to participate in collective decisions, as well as the right to be informed of the progress of the Company and to receive certain documents at times and under the conditions provided by law and these Articles of Association.
2. Shareholders shall only bear losses up to the limit of their contributions.

Subject to the provisions of the law and of these Articles of Association, no majority may impose an increase in their commitments. The rights and obligations attached to the share shall follow the security regardless of its holder.

3. The ownership of a share shall entail the *ipso jure* adhesion to the decisions of the General Meeting and to these Articles of Association.

The assignment shall include all dividends fallen due and falling due, as well as any portion of the reserve fund, unless otherwise notified to the Company.

The heirs, creditors, assignees or other representatives of a shareholder may not, under any pretext, require the sealing of the property and company documents, demand the division or the sale by auction of these assets or interfere in the administration of the Company. In order to exercise their rights, they shall refer to the company inventories and to the decisions of the General Meeting.

4. Whenever it is necessary to possess a certain number of shares in order to exercise any right, in the event of an exchange, consolidation or attribution of securities or for an increase or reduction in the share capital, a merger or any other transaction, shareholders holding a number of shares less than that required shall only be able to exercise these rights provided that they personally ensure that they obtain the required number of shares.
5. Each share confers a right of ownership of the Company's assets, to profit-sharing and to the liquidation surplus, to a share proportional to the stake in the share capital which it represents, taking into account, where appropriate, amortised and unamortised, paid up and unpaid share capital, for the nominal amount of the shares and the rights of the

different classes of shares.

6. Except in cases where the law provides otherwise and with the exception of the double voting right provided below, each shareholder shall have as many voting rights and express as many votes at Meetings as he has shares fully paid up for all of the due payments. For the same nominal value, each capital or participating share shall confer one vote.
7. A double voting right, considering the proportion of the share capital which they represent, shall be attributed to all fully paid up shares, which shall be documented by a registration in the nominative form for at least two years, starting from the registration of the Company in the form of a European company, in the name of the same shareholder. This right is also granted on issuance, in the event of a share capital increase through incorporation of reserves, profits or issue premiums, to the shares attributed as a bonus to a shareholder by virtue of former shares for which it has already benefited from this right.

TITLE III

ADMINISTRATION OF THE COMPANY

Article 14. Composition of the Board of Directors

The Board of Directors consists of at least three (3) members and at most eighteen (18) members, appointed by the Ordinary General Meeting of shareholders, subject to legal exemptions.

Subject to the stipulations of Articles 15 and 21 below, the members of the Board of Directors (including the Chair) who are natural persons must be aged less than eighty (80), it being specified, however, that the Board of Directors shall continuously comprise a minimum of 80% of members aged less than seventy-five (75).

A legal person may be appointed as member of the Board of Directors but must, under the conditions provided by the law, designate a natural person who shall be its permanent representative on the Board of Directors. The age limits set forth in respect of the members of the Board of Directors who are natural persons shall equally apply to such permanent representatives, subject to the stipulations of Article 15 below.

Article 15. Duration of duties – Renewal – Co-opting

The term of office of the members of the Board of Directors is set at three (3) years (with one year understood as the interval between two consecutive Ordinary General Meetings), subject to the following stipulations.

By way of exception, the General Meeting may, in order to implement a staggered renewal of Directors' terms of office, appoint any Director for a term of less than three (3) years. The term of office of any such Director will expire at the close of the General Meeting called to approve the financial statements for the year ended and held in the year in which the Director's term of office expires.

The term of office of any member of the Board of Directors shall be limited to the remaining period until the annual Ordinary General Meeting to be held in the year during which the member of the Board of Directors in question reaches the age limit applicable to him or her in accordance with the provisions of Article 14 of these Articles of Association.

A member of the Board of Directors put under guardianship shall be deemed to have resigned automatically. Such compulsory resignation shall not invalidate the discussions and decisions in which the member of the Board of Directors deemed to have resigned automatically took part.

The members of the Board of Directors shall be re-elected on one or several occasions, subject to the above stipulations concerning the age limit. They may be dismissed at any time by decision of the Ordinary General Meeting, under the conditions and pursuant to the procedures provided by law.

In the event of a vacancy, due to death or resignation, of one or several positions on the Board of Directors, the Board of Directors may make appointments in a provisional capacity between two General Meetings. These appointments shall be submitted for the ratification of the following Ordinary General Meeting. In the absence of ratification, the decisions taken and the acts previously carried out by the Board shall nevertheless remain valid.

When the number of members of the Board of Directors has fallen below the legal minimum, the Board of Directors shall call the Ordinary General Meeting within the shortest possible period, with a view to establishing a full board.

The member appointed as a replacement for another whose mandate has not expired, shall only remain in office during the remaining time of the mandate of his predecessor.

Furthermore, the Board of Directors may include elected members representing employees, pursuant to the provisions of Article L. 225-27-1 and, as appropriate, L. 225-23 and L. 22-10-5 of the French Commercial Code.

Article 16. Bureau and resolutions of the Board

1. The Board shall, among its members, appoint a Chair upon the terms set out in Article 20.

The Board may also appoint a Vice-Chair from among its members if it deems it appropriate. The Vice-Chair's term of office shall be set by the Board and shall not exceed his/her term as Board member. The Vice-Chair, if he/she is independent, may be appointed as Lead Independent Member with the duties specified in the Board's internal rules.

The Board may appoint a Secretary who may not be a shareholder. The Secretary, the Chair and the Vice-Chair (if any) make up the Board committee ("*bureau du conseil*")

The Chair, the Lead Independent Member and the Vice-Chair (if any) shall be natural persons. They shall be appointed for the duration of their office as Directors and shall always be re-electable.

In the event of absence or impediment of the Chair, the session of the Board of Directors shall be chaired by the Vice-Chair (if any), or in the absence of the Vice-Chair, by a Director specifically appointed for this purpose by the Board members attending that meeting.

2. The Board of Directors shall meet as often as the interests of the Company require and at least once per quarter, at the request of the Chair, the Vice-Chair (if any), or the Lead Independent Member, made by any written means, including by email or even verbally.

However, Directors representing at least one third of the total number of Directors may request the Chair to call a Board meeting, if there has been no Board meeting for more than two (2) months, provided that they should specify the meeting agenda in such a request. The *Directeur Général*, if he is not the Chair, may also request the Chair to call a Board meeting, based on a specified agenda. Beyond these cases, and unless the meeting is called by the Vice-Chair, the agenda shall be set by the Chair and may be set only at the time of the meeting.

Board of Directors meetings may also be held (i) by videoconference or any other electronic means of telecommunication, or (ii) by written decision on the conditions and within the limits provided for by law.

In-person meetings shall take place at the registered office or at any other location indicated in the convening notice.

For decisions to be valid, at least half of the Directors must be present or represented. Decisions shall be taken by a majority of votes of present or represented members; in the event of a tie vote, the chair of the session shall have the deciding vote.

In addition, the Board of Directors shall establish internal rules which may provide that, with the exception of the approval of the annual financial statements, and, where applicable, the consolidated financial statements, as well as the management report (including, if applicable, the Group management report), for the purposes of calculating the quorum and majority, the Directors shall be considered to be present who attend the meeting via videoconference or telecommunications media which permit their identification and guarantee their effective participation, the nature and conditions of application of which are determined by the current legal and regulatory provisions.

The members of the Board of Directors may be represented at each session by another Director, but a Director may represent only one other. These powers shall only be valid for a single session and must be granted in writing (including, for example, a simple letter or e-mail).

An attendance register shall be kept at the registered office, which shall be signed by the members of the Board of Directors who take part in the board meeting. The attendance register may be kept in electronic format, in accordance with applicable laws and regulations.

The production of an extract or copy of the minutes shall serve as sufficient evidence for the number of members in office and their attendance or representation.

The decisions of the Board shall be noted in the minutes drawn up in a special register or on numbered and initialled loose sheets, possibly in electronic format, pursuant to the conditions set by the current legislation.

These minutes shall be signed by the chair of the session and by another director who effectively attended the relevant meeting(s), possibly in electronic format, in accordance with applicable laws and regulations.

In the event of impediment of the chair of the session, the minutes shall be signed by at least two Directors, who effectively attended the relevant meeting(s).

Copies or excerpts of these minutes shall be validly certified by the Chair or Vice-Chair (if any), the *Directeur Général*, a *Directeur Général Délégué* (if any) or a Director temporarily acting as meeting Chair, or by a proxy authorised for this purpose, possibly in electronic format, in accordance with applicable laws and regulations.

The members of the Board of Directors, as well as any person taking part in the meetings of the Board of Directors, shall be bound by a confidentiality obligation with regard to the resolutions of the Board of Directors, as well as to the information of a confidential nature or presented as such by the Chair of the Board of Directors or the *Directeur Général*.

The Statutory Auditors shall be convened to all of the meetings of the Board of Directors which examine or draw up the annual or interim financial statements.

Article 17. Powers and attributions of the Board of Directors

The Board of Directors determines the direction of the Company's business activities and oversees their implementation in accordance with its corporate interests, taking into account the social, environmental, cultural and sporting challenges of its activity. Subject to the powers expressly granted to shareholders' meetings, and within the limits of the corporate purpose, the

Board deals with all matters concerning the proper operation of the Company and settles all matters concerning the Company through its deliberations.

In dealings with third parties, the Company shall even be committed by the actions of the Board of Directors which do not relate to the Company object, unless it demonstrates that the third party was aware that this action exceeded this object or could not have been unaware of the same in view of the circumstances, mere publication of the Articles not being sufficient to constitute such proof.

The Company shall carry out the verifications and inspections which it considers appropriate at any time of the year and may order the forwarding of documents which it considers necessary for carrying out its mission.

Without prejudice to the foregoing and to the powers vested in it by law, the Board of Directors, acting by a majority of its members present or represented, and in accordance with the legal and regulatory provisions in force, authorizes the following agreements and transactions prior to their conclusion:

- i. approval of the annual budget;
- ii. approval of the business plan;
- iii. approval of any significant change in the Company's activities;
- iv. approval of material changes in accounting policies;
- v. any share capital reductions and share buy back programs;
- vi. acquisition and disposal of business branches, equity interests or assets for an amount exceeding 7 million Euros as well as any lease management (*location-gérance*) of all or part of the *fonds de commerce*, except for the transactions previously approved as part of the annual budget or business plan;
- vii. creation, sale, dissolution, or liquidation of a subsidiary or joint venture;
- viii. acquisition, assignment, or licensing of product rights (including all intellectual property rights, but excluding commercial distribution rights) in excess of 7 million Euros;
- ix. any capital expenditure for an amount exceeding 7 million Euros not previously approved as part of the annual budget;
- x. any operation or contract involving an operating expense for an amount exceeding 7 million Euros not previously approved as part of the annual budget;
- xi. any implementation, refinancing or amendment to the terms of any borrowings (including any bonds) for an amount exceeding 7 million Euros, and not previously approved as part of the annual budget;
- xii. any merger, demerger, asset contribution, dissolution, liquidation, or other restructurings operation in which the assets or liabilities involved represent a value in excess of 7 million Euros;
- xiii. any settlement or compromise relating to any litigation of an amount exceeding 7 million Euros;
- xiv. any decision to initiate litigation against a third party in which the Company's claim(s) would represent an amount exceeding 7 million Euros;
- xv. any decision to delist all or part of the Company's shares from one of the markets on which they are admitted to trading, or to admit them to trading on a new market; and

xvi. any agreement or undertaking to do any of the foregoing.

Any decision to transfer out of France the registered office and/or the research & development centre(s) operated by the Company in France shall be subject, as from the date hereof, to the prior authorisation of the Board of Directors resolving unanimously.

Each Director receives all the information necessary for the performance of their duties, and may obtain from the Chair or *Directeur Général* all the documents necessary for the performance of their duties.

Members of the Board of Directors must not divulge, even after they no longer hold office, any information in their possession concerning the Company, the disclosure of which could prejudice the Company's interests, with the exception of cases where such disclosure is required or permitted by the legal or regulatory provisions in force or in the public interest.

The Board of Directors may grant all of the special mandates or specific missions to one or several of its members, or to third parties, whether shareholders or not, for one or several given objects.

The Board of Directors may also appoint, from among its members, one or several specialised committees, the composition and attributions of which it shall set and which shall carry out their activities at its liability, without the said attributions having the object of delegating to the committees the powers exclusively attributed to the Board of Directors by the law or these Articles of Association, or the effect of reducing limiting the powers of the Board of Directors.

Article 18. Remuneration of the Board of Directors

The members of the Board of Directors may receive by way of remuneration of their activity a fixed annual amount, the amount of which, determined by the Ordinary General Meeting of shareholders, shall be maintained until a decision to the contrary and shall be charged to the general expenses of the Company.

The Board shall share these benefits among its members in a manner which it considers appropriate.

The Board of Directors may also allocate exceptional remuneration to certain of its members for missions or mandates entrusted to them in the cases and under the conditions provided by law.

Article 19. Observers

The Board of Directors may appoint one or several observers who take part in meetings of the Board of Directors.

The observer or observers are called to attend the meetings of the Board of Directors in their observational capacity, without voting rights. The observer or observers must receive the same information as the members of the Board of Directors.

The observers may be consulted by members of the Board of Directors, as necessary, on all questions within their competences and for which they can deliver an opinion or an advice.

Observers may not be remunerated and, like Directors, are subject to the obligations set out in the Board of Directors' internal rules, including, in particular, the confidentiality obligations set out in the internal rules and these Articles of Association.

Article 20. Chairmanship of the Board of Directors

The Board of Directors elects a Chair from among its members, who must be a natural person. The Board determines the term of office, which may not exceed the Director's term of office, and may dismiss the director at any time. The Board sets any remuneration.

The Chair of the Board of Directors organises and directs the Board's work, and reports to the General Meeting. The Chair ensures that the Company's governing bodies operate smoothly, and in particular that the Directors can fulfil their duties.

Article 21. General Management

1. The general management of the Company is the responsibility either of the Chair of the Board of Directors, or of another natural person, who may or may not be a Director of the Company, appointed by the Board of Directors and titled *Directeur Général*. When the Chair of the Board of Directors assumes responsibility for the Company's general management, the provisions applicable to the *Directeur Général* apply.

The *Directeur Général* represents the Company in dealings with third parties. They are vested with the broadest powers to act on the Company's behalf in all circumstances. They exercise their powers within the limits of the corporate purpose and subject to those powers expressly assigned by law to shareholders' meetings and the Board of Directors. The Company shall even be committed by the actions of the *Directeur Général* which do not relate to the Company's provided object or attributions, unless the Company demonstrates that the third party was aware that this action exceeded these limits or could not have been unaware of the same in view of the circumstances, mere publication of the Articles not being sufficient to constitute such proof.

The *Directeur Général* may not be older than 70. The *Directeur Général* is deemed to have resigned automatically on turning 70. Nonetheless, their term would extend until the next Board meeting, where the new *Directeur Général* is appointed.

The term of office of the *Directeur Général* is set by decision of the Board of Directors without exceeding their term as Director if the *Directeur Général* is also a director.

The Board of Directors may dismiss the *Directeur Général* at any time.

2. On simple deliberation by a majority of the votes of the Directors present or represented, the Board of Directors chooses between the two methods of exercising general management referred to in the first paragraph of section 21.1.

Shareholders and third parties are informed of this choice in accordance with legal and regulatory requirements.

The Board's choice remains in force until a contrary decision by the Board or, at the Board's discretion, for the duration of the *Directeur Général's* term of office.

3. On the recommendation of the *Directeur Général*, the Board of Directors may appoint one or more individuals to assist the *Directeur Général* as *Directeur Général Délégué*.

In agreement with the *Directeur Général*, the Board of Directors determines the scope and duration of the powers granted to the *Directeurs Généraux Délégués*. The Board of Directors sets their remuneration. Their term of office is set in the Board decision that appoints them and may not exceed their term as Director (if applicable), subject to the provisions of Article L. 225-55 of the French Commercial Code.

With respect to third parties, the *Directeurs Généraux Délégués* have the same powers as the *Directeur Général*; in particular, the *Directeurs Généraux Délégués* have the power to commence legal proceedings.

The number of *Directeurs Généraux Délégués* may not exceed five (5).

The *Directeurs Généraux Délégués* may be dismissed at any time by the Board of Directors, on recommendation of the *Directeur Général*.

A *Directeur Général* may not be older than 70. A *Directeur Général Délégué* is deemed

to have resigned automatically if they turn 70 while in office.

If the *Directeur Général* ceases to hold office or is prevented from carrying out their duties, the *Directeurs Généraux Délégués* shall retain their functions and powers until a new *Directeur Général* is appointed, unless the Board of Directors decides otherwise.

Article 22. Agreements between the Company, its *Directeur Général*, one of its *Directeurs Généraux Délégués*, one of its Directors or a shareholder

All agreements entered into directly, or through an intermediary, between the Company and its *Directeur Général*, one of its *Directeurs Généraux Délégués*, one of its Director or one of its shareholders holding more than 10% of the voting rights or in the case of an entity shareholder, its controlling company within the meaning of Article L. 233-3 of the French Commercial Code, shall be subject to the prior authorisation of the Board of Directors.

The same applies to agreements in which one of the persons mentioned in the preceding paragraph has an indirect interest as well as agreements which take place between the Company and an entity, if the *Directeur Général*, one of the *Directeurs Généraux Délégués* or one of the Directors of the Company is the owner, general partner having unlimited liability, manager, Director, member of the supervisory board or, generally, an executive officer of such entity.

The prior authorisation of the Board of Directors is motivated by giving reasons indicating the interest of the agreement for the Company, in particular, by specifying the financial conditions attached to it.

The party directly or indirectly interested shall inform the Board of Directors as soon as he or she is aware of an agreement subject to authorisation. If this party serves on the Board of Directors, they shall not have the right to take part in the discussions and the vote on the requested authorisation.

The Chair of the Board of Directors shall inform the Statutory Auditors of all authorised agreements entered into and shall submit them for approval to the General Meeting. The Statutory Auditors submit a report on these agreements to the meeting of shareholders which must vote on this report. The party directly or indirectly interested in the agreement shall not have the right to take part in the vote and its shares shall not be taken into account for the calculation of the majority.

The agreements approved by the shareholders' Meeting, together with those not approved, shall be effective with respect to third parties except when declared null and void in cases of fraud. However, and even in the absence of fraud, any prejudicial consequences for the Company of agreements that have not been approved may be borne by the interested party.

Regardless of the liability of the interested party, all agreements for which the prior authorisation by the Board of Directors is required, which are concluded without such prior authorisation by the Board of Directors may be declared null and void if the consequences thereof were prejudicial to the Company. An action to render the agreement null and void shall be time barred after three years as of the date of the agreement. However, if such agreement has been hidden, this period shall be calculated as of the date on which its existence was revealed. The nullity can be remedied by a vote by the General Meeting held on a special report by the Statutory Auditors' stating the circumstances under which the authorisation procedure was not followed. In such case, the interested party may not take part in the vote and his or her shares shall not be taken into account for the calculations of quorum and majority.

The foregoing provisions do not apply to agreements concerning current operations and entered under normal conditions or agreements entered into between two companies, one of which holds, directly or indirectly, all of the share capital of the other, if applicable, less the minimum number of shares required to satisfy the requirements of article 1832 of the French Civil Code, or articles L. 225-1 and L. 22-10-2 of the French Commercial Code.

The Board of Directors must set up a procedure to periodically assess whether agreements relating to current operations and entered into on customary terms meet these criteria. The persons directly or indirectly interested in one of these agreements shall not take part in this assessment.

Article 23. Statutory auditors

One or several Statutory Auditors shall be appointed and shall carry out their monitoring mission pursuant to the law.

They shall have the permanent mission, to the exclusion of any interference in the management, of verifying the books and values of the Company and of monitoring the regularity and fairness of the Company accounts.

TITLE IV

SHAREHOLDERS' MEETINGS

Article 24. Nature of the Meetings

The decisions of the shareholders shall be taken at a General Meeting.

The Ordinary General Meetings shall be those which are convened on to take all of the decisions which do not modify the Articles of Association.

The Extraordinary General Meetings shall be those convened on to decide or authorise direct or indirect modifications of the Articles of Association.

The Special Meetings shall bring together the holders of shares of a given category to rule on a modification of the rights of the shares of this category and all other decisions provided by law or by these Articles of Association.

The resolutions of the General Meetings shall oblige all of the shareholders, even if absent, dissenting or incapable.

Article 25. Calling and convening of the General Meetings

The General Meetings shall be convened either by the Board of Directors or failing this, by the Statutory Auditors or by a representative designated by the court, at the demand, either of any interested party or the Social and Economic Committee in the event of an emergency or by several shareholders representing at least 5% of the share capital.

During the liquidation period, the Meetings shall be convened by the liquidator(s).

The General Meetings shall be convened at the registered office or at any other location indicated in the notice of calling.

The Company shall be obliged, within the time limits set out in applicable laws, to publish a notice of meeting in the *Bulletin des Annonces Légales Obligatoires* (BALO) (Bulletin of Obligatory Legal Announcements containing the mentions provided by the laws in effect.

The convening of the General Meetings shall be realised by the inclusion in a newspaper authorised to receive legal announcements in the Department of the registered office and in addition, in the *Bulletin des Annonces Légales Obligatoires* (BALO), within the time limits set out in applicable laws.

When a Meeting has been unable to deliberate in regular fashion, due to failure to reach the necessary quorum, the second Meeting and as per the case, the second extended Meeting, shall be convened, in the same forms as the first, within the time limits set out in applicable

laws and the notice of calling shall recall the date of the first calling and reproduce its agenda.

Article 26. Agenda

1. The agenda of the Meetings shall be drawn up by the author of the calling.
2. One or several shareholders, representing at least the required proportion of the share capital and acting under the conditions and pursuant to the deadlines set by the law, shall be entitled to request the inclusion of draft resolutions in the agenda of the Meeting by registered letter with a request for notice of receipt.
3. If a Social and Economic Committee exists, it may request the entering of draft resolutions on the agenda of a Meeting.

These draft resolutions must be notified to the shareholders and be entered in the agenda and submitted to the vote of the Meeting.

4. The Meeting may not deliberate on an issue which is not entered on the agenda, which may not be modified at a second calling. It may nevertheless dismiss one or several members of the Board of Directors under any circumstances and replace them.

Article 27. Admissions to Meetings - Powers

All of the shareholders shall be entitled to take part in the Meetings on providing proof of their identity, though subject to compliance with the following provisions:

- for holders of registered shares, their registration in the registered share account maintained by the Company before the second business day preceding the Meeting date;
- for holders of ordinary bearer shares, issuance of a certificate of participation (attestation de participation) by an authorised intermediary confirming they are registered in a securities account before the second business day preceding the Meeting date.

Any shareholder may vote by post through a form, the details of which are set forth by a decree of the *Conseil d'État*, and a copy of which may further be obtained under the conditions indicated by the notice of calling of the Meeting.

A shareholder may also vote by proxy, in accordance with the provisions of Articles L. 225-106 and L. 22-10-39 of the French Commercial Code, and thus be represented either by another shareholder who provides evidence of a power of attorney, by his/her spouse or partner with whom he/she has concluded a civil solidarity pact, or by any other natural or legal person of his/her choice (and this under the conditions provided in Articles L. 22-10-40, R. 225-79 and R. 22-10-24 of the French Commercial Code).

In the event of existence of a Social and Economic Committee within the Company, two of its members designated by the counsel, of which one belongs to the category of technical staff and supervisors and the other to the category of employees and workers, or where appropriate, the persons mentioned in Articles L. 2312-74 and L. 2312-75 of the Labour Code, may attend the General Meetings. They shall be heard at their request for all of the resolutions which require the unanimity of shareholders.

Shareholders may, upon decision of the Board of Directors, take part in the General Meetings by videoconference or by any other means of telecommunication, including the Internet, which allow their identification in accordance with the conditions and procedures set forth by the applicable regulations in force. Where applicable, this decision shall be communicated in the convening notice of the General Meeting.

Upon decision of the Board of Directors, the shareholders may access and use the proxy form

or voting form in electronic format, under the conditions and in accordance with the conditions and procedures set forth by the applicable regulations in force.

Article 28. Holding of the Meeting - Bureau - Minutes

An attendance sheet shall be signed by the attending shareholders and representatives, to which shall be attached the powers granted to each representative and, as appropriate, the postal voting forms. It shall be certified as accurate by the bureau of the Meeting.

The Meetings shall be chaired by the Chair of the Board of Directors or, in his absence, by the Vice-Chair (if any) or by a member of the Board especially appointed for this purpose. Failing this, the Meeting shall itself elect its chair. In the event of convening by a Statutory Auditor or court-appointed agent, the Meeting shall be chaired by the author of the convening notice.

The two present and accepting shareholders, representing the largest number of votes, both as themselves and as representatives, shall serve as scrutineers. The bureau so established shall designate a secretary, who may be selected from outside the members of the Meeting.

The deliberations of the meetings shall be recorded in minutes signed by the members of the bureau and drawn up in a special register, possibly in electronic format, in accordance with the applicable laws and regulations. Copies and extracts of these minutes shall be certified under the conditions set by applicable laws and regulations, possibly in electronic format.

Article 29. Quorum - Vote

1. The quorum shall be calculated on all of the shares comprising the share capital, except in the Special Meetings, where it shall be calculated on all of the shares for the category in question, all of which minus the shares deprived of the voting rights by virtue of the provisions of the law. In the event of a postal vote or a proxy form sent by mail or, as the case may be, by email, only those forms duly completed and received by the Company at least three (3) days before the date of the Meeting, *i.e.* no later than the fourth day before the date of the Meeting, shall be considered for the calculation of the quorum. However, in the event of a postal or proxy vote via Internet pursuant to Article R. 225-61 of the French Commercial Code, only those electronic forms received by the Company no later than 3 p.m., Paris time, on the day immediately preceding the Meeting, shall be taken into account for quorum purposes.
2. Subject to the double voting right cited in Article 13 of these Articles of Association, the voting rights attached to shares shall be proportional to the stake in the share capital which they represent.
3. The vote shall be expressed by a show of hands, by a roll-call or by a secret ballot, pursuant to what the bureau of the Meeting or the shareholders decide. The shareholders may also vote by post, or by proxy under the conditions of Article 27 of these Articles of association, including, upon decision of the Board of Directors, by videoconference or by any other means of telecommunication, including the Internet, which allow their identification in accordance with the conditions and procedures set forth by the applicable regulations in force.
4. For the purposes of calculating the quorum and majority, shareholders shall be considered to be present who take part in the Meeting via videoconference or telecommunications media, including the Internet, which permit their identification and guarantee their effective participation, the nature and conditions of application of which are determined by legislative and regulatory provisions in effect.

Article 30. Ordinary General Meeting

The Ordinary General Meeting shall take all of the decisions exceeding the powers of the Board of Directors, which do not have the object of modifying the Articles of Association.

The Ordinary General Meeting shall meet at least once a year, within six months of the end of the financial year, to rule on the financial statements for the financial year, subject to the extension of the deadline by a court decision.

It shall only deliberate validly, on a first convening, if the present and represented shareholders, or those voting by postal vote, hold at least the number of shares set out in applicable laws. No quorum shall be required for the second convening.

It shall rule with a majority of the votes validly cast by the present or represented shareholders or shareholders voting by post. Abstention and votes blank or void shall not be considered as votes cast.

For the purposes of calculating the quorum and majority, shareholders shall be considered to be present who take part in the General Meetings via videoconference or any telecommunications media as detailed in the Article 29, 4th paragraph, of these Articles of Association.

Article 31. Extraordinary General Meeting

The Extraordinary General Meeting may amend the Articles of Association in all of their provisions and notably decide on the conversion of the Company into a limited liability company. It may nevertheless increase the commitments of the shareholders, subject to the operations resulting from a consolidation of shares effected in regular fashion.

The Extraordinary General Meeting may only deliberate validly if the present or represented shareholders or shareholders voting by postal vote possess on the first convening or on the second convening the number of shares set out by applicable laws. In the absence of this latter quorum, the second Meeting may be extended until a date two months later than the one on which it had been convened.

The Extraordinary General Meeting shall rule with a majority of two thirds of the votes validly cast by the present or represented shareholders, or voting by postal vote, unless there is a legal exemption. Abstention and votes blank or void shall not be considered as votes cast.

In constituent Extraordinary General Meetings, i.e. those convened to deliberate on the approval of a contribution in kind or the granting of a particular benefit, the grantor or beneficiary shall not have a vote, either for itself or as a representative.

For the purposes of calculating the quorum and majority, shareholders shall be regarded as present who take part in the General Meetings via videoconference or any telecommunications media as detailed in the Article 29, 4th paragraph, of these Articles of Association.

Article 32. Special Meetings

If there are several categories of share, no modification may be made to the rights of the shares in one of these categories, without a requisite vote of an Extraordinary General Meeting, open to all of the shareholders and furthermore, without an equally requisite vote of a Special Meeting, open only to the owners of shares of the category in question.

The special Meetings may only deliberate validly if the present or represented shareholders hold on the first convening or on the second convening the number of shares of the relevant category set out by applicable laws.

Other meetings shall be convened and shall deliberate under the same conditions as the Extraordinary General Meetings, subject to the particular provisions applicable to Meetings of holders of shares with a priority dividend, but without voting rights.

For the purposes of calculating the quorum and majority, shareholders shall be regarded as present who take part in the Meeting via videoconference or telecommunications media as detailed in the Article 29, 4th paragraph, of these Articles of Association.

Article 33. Right of notification of the shareholders

Every shareholder has the right to receive, under the conditions and at times set by law, the documents required for it to be able to pronounce knowledgeably and draw up a ruling on the management and control of the Company.

The nature of these documents and the conditions of their dispatch or provision shall be determined by the law and regulations.

TITLE V

COMPANY ACCOUNTS -

ALLOCATION AND DISTRIBUTION OF PROFITS

Article 34. Inventory - Annual Financial Statements

The Company shall maintain regular accounts of its operations, pursuant to the law and commercial practice.

At the end of each financial year, the Board of Directors shall draw up an inventory of the various elements of the assets and liabilities. It shall also draw up the annual reports and as appropriate, the consolidated financial statements, pursuant to the provisions of the French Commercial Code.

It shall attach a statement of guarantee deposits, endorsements and guarantees given by the Company to the balance sheet, together with a statement of sureties granted by it.

It shall draw up a management report containing the indications set by law.

The management report shall include, as per the case, the report on the management of the group, when the Company must draw up and publish consolidated accounts under the conditions provided by law.

As appropriate, the Board of Directors shall draw up provisional accounting documents under the conditions provided by law.

All of these documents shall be made available to the Statutory Auditors under the appropriate legal and regulatory conditions.

Article 35. Allocation and distribution of profits

First of all, amounts to be provisioned in legal reserves shall be deducted from the net profit for each financial year minus previous losses, if any. In this way, 5% shall be deducted to establish the legal reserve fund; this deduction shall cease to be obligatory when the said fund has reached one tenth of the share capital; it shall resume if, for any reason, the legal reserve has fallen below this fraction.

The distributable profits shall then consist of the net profit for the financial year minus previous losses and the amounts provisioned to reserves by way of application of the law and the Articles of Association plus retained earnings.

For this profit, the General Meeting shall then deduct the amounts which it considers appropriate to allocate to optional, ordinary or extraordinary reserves or as retained earnings.

The balance, if any, may be allocated among all of the shares in proportion to their paid-up and unamortised amount and their respective pecuniary rights.

At the same time, except in the case of a capital reduction, no distribution may be made to the

shareholders when the shareholders' equity is or becomes, following this distribution, less than the amount of the share capital plus the reserves for which distribution is prohibited, pursuant to the law or the Articles of Association.

The General Meeting may decide to distribute the amounts deducted from the optional reserves, either to provide or supplement a dividend, or by way of an exceptional distribution; in this event, the decisions shall expressly indicate the reserve items from which the deductions shall be made. At the same time, the dividends shall be distributed as a priority from the distributable profit for the financial year.

The losses, if any, shall be attributed, after the approval of the financial statements by the General Meeting, to a special account, for attribution to profits for future financial years, until they are extinguished.

Article 36. Payment of dividends

Ruling on the annual financial statements, the General Meeting has the right to grant an option to each shareholder for all or part of the distributed dividend or interim dividends, for payment of the dividend or interim dividends in cash or in shares.

The procedures for payment of dividends in cash shall be set by the General Meeting or failing this, by the Board of Directors.

However, the payment of dividends must take place within at most nine months of the end of the financial year, unless this deadline is extended by a judicial authorisation.

When financial statements drawn up during or at the end of the financial year and certified by a Statutory Auditor reveal that the Company has generated a profit, after the end of the preceding financial year, after establishing the necessary depreciation and provisions and deducting previous losses, if any, as well as amounts to be attributed to reserves by way of application of the law or Articles of Association and taking account of retained earnings, interim dividends may be distributed before approval of the annual financial statements. The amount of these interim dividend payments may not exceed the amount of the profit so defined.

The Company may only demand a repeat of the dividend from the shareholders if the distribution has been carried out in violation of the legal provisions and if the Company establishes that the beneficiaries were aware of the regular character of this distribution when it was made or could not have been unaware of the same in view of the circumstances. Actions for the return of undue payments shall be prescribed five years after the payment of these dividends. Dividends unclaimed within five years of their payment falling due shall be prescribed.

TITLE VI

SHAREHOLDERS' EQUITY - PURCHASE BY THE COMPANY

CONVERSION - EXTENSION - DISSOLUTION - LIQUIDATION

Article 37. Shareholders' equity less than half of the share capital

If, on account of the losses observed in the accounting documents, the shareholders' equity of the Company falls below half of the share capital, the Board of Directors shall be obliged, within four months following the approval of the accounts which have revealed these losses, to convene the Extraordinary General Meeting for the purpose of deciding whether there are grounds for the advance dissolution of the Company.

If the dissolution is not pronounced, subject to the legal provisions relating to the minimum capital and within the legal deadline, the share capital shall be reduced by an amount equal to that of the losses which could not be attributed to the reserves if, within this deadline, the

shareholders' equity could not be restored to a value equal to at least half of the share capital.

In any event, the decision of the General Meeting must form the object of notification formalities required by the applicable regulatory provisions.

In the event of failure to observe these prescriptions, any concerned party may apply to a court for the dissolution of the Company. The same shall apply if the shareholders are unable to deliberate in valid fashion.

At the same time, the court cannot pronounce the dissolution if the adjustment has taken place on the day on which it rules on the merits.

Article 38. Conversion

Pursuant to Article L. 229-10 of the French Commercial Code, the Company may be transformed into a limited liability Company, if, at the time of conversion, it has been in existence for at least two years and if it has drawn up financial statements for the last two financial years and these have been approved by its shareholders.

The conversion decision shall be taken on the basis of a report by one or several conversion auditors designated by a decision of the court, which attests that the shareholders' equity is at least equal to the share capital.

Article 39. Extension

At least one year before the expiry date of the Company, the Board of Directors must convene the Extraordinary General Meeting of shareholders for the purpose of deciding, under the conditions required for the amendment of the articles of Association, whether the Company must be extended.

The shareholders who oppose the said extension shall be obliged to assign their shares to the other shareholders within three (3) months, starting from the resolution of the General Meeting which has decided on the extension, at the express demand of these latter parties by registered letter with notice of receipt. The assignment price of the shares shall be determined by an expert under the conditions provided in Article 1843-4 of the Civil Code. In the event that the purchase requests exceed the number of shares to be assigned, the allocation shall be made pro rata to the number of shares already held by the acquirers and within the limits of the shares to be assigned.

Article 40. Dissolution - Liquidation

Except in the cases of judicial dissolution provided by the law, and unless the Company is extended in regular fashion, it shall be dissolved on expiry of a deadline set by the Articles of Association or following a decision of an Extraordinary General Meeting of the shareholders.

One or several liquidators shall then be appointed by this Extraordinary General Meeting under the conditions of a quorum and majority provided for the Ordinary General Meetings.

The liquidator shall represent the Company. The entire company assets shall be realized, and the liabilities discharged, by the liquidator, who shall be vested with the broadest powers. He shall then allocate the available balance between the shares, pro rata to their participation in the share capital.

The General Meeting of shareholders may authorise it to continue with current business transactions or to undertake new ones for the purposes of the liquidation.

In the event that all of the shares are acquired by a single shareholder, any dissolution decision, whether voluntary or judicial, shall entail the transmission of the Company's assets, to the sole shareholder, under the conditions provided by law, without a liquidation being necessary.

TITLE VII

DISPUTES

Article 41. Disputes

Any disputes which may arise regarding the business of the company or the execution of the provisions of the Articles of Association, during the life of the Company or during its liquidation, whether between the shareholders, the management or controlling bodies of the Company or the Statutory Auditors, or between the shareholders themselves, shall be submitted to the competent courts with jurisdiction over the registered office.

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