



COMBINED GENERAL MEETING JUNE 26, 2024

Agenda



VALNEVA

A European company (*Societas Europaea* or SE) with a Board of Directors

Share capital: €20,891,535.15

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

Nantes Companies Register (RCS) No. 422 497 560

AGENDA

Ladies and gentlemen, the Shareholders of Valneva SE (“**the Company**”) are called to the Combined General Meeting of June 26, 2024, at 2 p.m. CEST, at the Sofitel Lyon Bellecour Hotel, 20 quai du Docteur Gailleton, 69002 Lyon (France).

As required by law and regulations, the following reports are made available to the Shareholders:

- + Board of Directors’ Report to the Combined General Meeting on the proposed resolutions;
- + Annual Management Report of the Board of Directors on the Company’s operations, on the parent entity and consolidated financial statements for the fiscal year ended December 31, 2023, drawn up in accordance with Article L. 225-100, I, paragraph 2 of the French Commercial Code (Report included in the Company’s 2023 Universal Registration Document - see the cross-reference table in Section 6.4.2 of said Document);
- + Report by the Board of Directors on Corporate Governance, drawn up in accordance with the provisions of Articles L. 225-37 of the French Commercial Code, and including in particular disclosures required by Articles L. 22-10-9 to L. 22-10-11 and L. 225-37-4 of said Code (Report included in Section 2 of the Company’s 2023 Universal Registration Document);
- + Amendment to the Board of Directors’ Report on Corporate Governance;
- + Special Report of the Board of Directors on transactions undertaken in fiscal year ended December 31, 2023, in accordance with the provisions of Articles L. 225-177 to L. 225-186 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code;
- + Special Report of the Board of Directors on transactions undertaken in fiscal year ended December 31, 2023, in accordance with the provisions of Articles L.225-197-1 to L.225-197-4 and L. 22-10-59 to L. 22-10-60 of the French Commercial Code;
- + Supplemental Report of the Management Board on the use of authorizations to increase the share capital, in accordance with Articles L. 225-129-5 and R. 225-116 of the French Commercial Code;
- + Report of the Joint Statutory Auditors on the performance of their engagement and the parent entity financial statements for the fiscal year ended December 31, 2023;
- + Report of the Joint Statutory Auditors on the performance of their engagement and the consolidated financial statements for the fiscal year ended December 31, 2023;
- + Report of the Joint Statutory Auditors on regulated agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code;
- + Report by the Joint Statutory Auditors relating to the Report by the Board of Directors on Corporate Governance attached to the Annual Management Report (references included in the Report of the Joint Statutory Auditors on the parent entity financial statements for the fiscal year ended December 31, 2023);
- + Report by the Joint Statutory Auditors on the reduction of share capital by cancellation of purchased shares;
- + Report by the Joint Statutory Auditors on the capital increase by issuance of ordinary shares and securities giving access to the share capital with and/or without preferential subscription rights; and
- + Report by the Joint Statutory Auditors on the capital increase reserved for participants in a company savings plan.



After a reading has been given of the aforementioned reports, the following resolutions will be submitted for the Shareholders' approval:

Ordinary resolutions

- + Approval of the parent entity financial statements for the fiscal year ended December 31, 2023 (Resolution 1);
- + Approval of the consolidated financial statements for the fiscal year ended December 31, 2023 (Resolution 2);
- + Appropriation of earnings for the fiscal year ended December 31, 2023 (Resolution 3);
- + Approval of Management Agreements entered into in the year ended December 31, 2023, pursuant to Articles L. 225-38 *et seq.* of the French Commercial Code (Resolution 4);
- + Approval of the Sale and Purchase Agreement entered into between Blink Biomedical SAS and Valneva SE in the year ended December 31, 2023, pursuant to Articles L. 225-38 *et seq.* of the French Commercial Code (Resolution 5);
- + Approval of the Amended and Restated Agreement between Vital Meat SAS and Valneva SE for the year ending December 31, 2023, pursuant to Articles L. 225-38 *et seq.* of the French Commercial Code (Resolution 6);
- + Approval of indemnification agreements entered into in favor of corporate officers in the year ended December 31, 2023, pursuant to Articles L. 225-38 *et seq.* of the French Commercial Code (Resolution 7);
- + Appointment of Ms. Danièle Guyot-Caparros as Director (Resolution 8);
- + Appointment of Deloitte & Associés as Statutory Auditors in charge of certifying sustainability information (Resolution 9);
- + Appointment of PricewaterhouseCoopers Audit as Statutory Auditors in charge of certifying sustainability information (Resolution 10);
- + Approval of the compensation policy applicable to Mr. Thomas Lingelbach, CEO, for the fiscal year 2024 (Resolution 11);
- + Approval of the compensation policy applicable to Mr. Franck Grimaud, Associate Managing Officer, for the fiscal year 2024 (Resolution 12);
- + Approval of the compensation policy applicable to Mr. Frédéric Jacotot, Associate Managing Officer, for the fiscal year 2024 (Resolution 13);
- + Approval of the compensation policy applicable to Mr. Juan Carlos Jaramillo, Associate Managing Officer, for the fiscal year 2024 (Resolution 14);
- + Approval of the compensation policy applicable to Mr. Peter Bühler, Associate Managing Officer, for the fiscal year 2024 (Resolution 15);
- + Approval of the compensation policy applicable to Ms. Dipal Patel, Associate Managing Officer, for the fiscal year 2024 (Resolution 16);
- + Approval of the compensation policy applicable to the members of the Board of Directors for the fiscal year 2024 (Resolution 17);
- + Approval of the information referred to in Article L. 22-10-9, I of the French Commercial Code, pursuant to Article L. 22-10-34, I of the French Commercial Code (Resolution 18);
- + Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2023, to Ms. Anne-Marie Graffin, Chair of the Board of Directors (Resolution 19);
- + Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2023,



- to Mr. Thomas Lingelbach, CEO and former Chair of the Management Board (Resolution 20);
- + Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2023, to Mr. Franck Grimaud, Associate Managing Officer and former Management Board member (Resolution 21);
 - + Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2023, to Mr. Frédéric Jacotot, Associate Managing Officer and former Management Board member (Resolution 22);
 - + Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2023, to Mr. Juan Carlos Jaramillo, Associate Managing Officer and former Management Board member (Resolution 23);
 - + Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2023, to Mr. Peter Bühler, Associate Managing Officer and former Management Board member (Resolution 24);
 - + Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2023, to Ms. Dipal Patel, Associate Managing Officer and former Management Board member (Resolution 25);
 - + Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2023, to Mr. Frédéric Grimaud, former Chair of the Supervisory Board (Resolution 26);
 - + 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 27);

Extraordinary resolutions

- + Authorization granted to the Board of Directors to cancel treasury shares (Resolution 28);
- + 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 29);
- + 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 30);
- + 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 31);
- + 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 32);
- + 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 33);



- + 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 34);
- + Grant of authority to the Board of Directors in order to increase the share capital through the capitalization of reserves, earnings or premium (Resolution 35);
- + 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 36);
- + Maximum aggregate amount of capital increases (Resolution 37);
- + Grant of authority to the Board of Directors for the purpose of deciding to carry out a capital increase reserved for employees (Resolution 38);
- + Amendment to Article 16.2 of the Articles of Association, to delete the reference to the impossibility for Directors to take part in deliberations relating to the approval of accounts by videoconference or other means of telecommunication (Resolution 39);
- + Amendment to Article 37 of the Articles of Association, entitled "Shareholders' equity less than half the share capital", to bring it into line with statutory provisions (Resolution 40);

Ordinary resolution

- + Powers for formalities (Resolution 41).