



**COMBINED GENERAL MEETING  
JUNE 25, 2026**

**Consolidated financial statements  
for the fiscal year 2025**

*Excerpt from the Form 20-F*



# Evolving with Purpose, Transforming the Future

**2025**

CONSOLIDATED  
FINANCIAL STATEMENTS

 valneva

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# 1 CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 1.1 Consolidated Statement of Profit or Loss

		Year ended December 31,		
<i>in € thousand</i>	Note	2025	2024	2023
Product sales	5.5	157,908	163,253	144,624
Other revenues	5.5	16,750	6,325	9,088
<b>REVENUES</b>		<b>174,659</b>	<b>169,579</b>	<b>153,713</b>
Cost of goods and services	5.6	(107,139)	(98,538)	(100,875)
Research and development expenses	5.6	(85,303)	(74,143)	(59,894)
Marketing and distribution expenses	5.6	(37,356)	(52,356)	(48,752)
General and administrative expenses	5.6	(37,322)	(42,750)	(47,799)
Gain from sale of Priority Review Voucher, net	5.8	—	90,833	—
Other income and expenses, net	5.8	10,400	20,706	21,520
<b>OPERATING PROFIT/(LOSS)</b>		<b>(82,060)</b>	<b>13,330</b>	<b>(82,087)</b>
Finance income	5.9	2,644	2,362	1,210
Finance expenses	5.9	(41,898)	(23,984)	(23,325)
Foreign exchange gain/(loss), net	5.9	7,196	(3,193)	5,574
<b>PROFIT/(LOSS) BEFORE INCOME TAX</b>		<b>(114,119)</b>	<b>(11,486)</b>	<b>(98,629)</b>
Income tax benefit/(expense)	5.10	(1,073)	(761)	(2,800)
<b>PROFIT/(LOSS) FOR THE PERIOD</b>		<b>(115,192)</b>	<b>(12,247)</b>	<b>(101,429)</b>
<b>EARNINGS/(LOSSES) PER SHARE</b>				
for profit/(loss) for the period attributable to the equity holders of the Company ( <i>expressed in € per share</i> )				
Basic	5.11	(0.68)	(0.08)	(0.73)
Diluted	5.11	(0.68)	(0.08)	(0.73)

The accompanying Notes form an integral part of these financial statements.

## 1.2 Consolidated Statement of Comprehensive Income

		Year ended December 31,		
<i>in € thousand</i>	Note	2025	2024	2023
<b>PROFIT/(LOSS) FOR THE PERIOD</b>		<b>(115,192)</b>	<b>(12,247)</b>	<b>(101,429)</b>
<b>OTHER COMPREHENSIVE INCOME/(LOSS)</b>				
<b>Items that may be reclassified to profit or loss</b>				
Currency translation differences	5.22.2	520	(1,329)	3,300
<b>Items that will not be reclassified to profit or loss</b>				
Defined benefit plan actuarial gains/(losses)	5.30.1	68	49	(130)
<b>Other comprehensive income/(loss) for the period, net of tax</b>		<b>588</b>	<b>(1,281)</b>	<b>3,170</b>
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD</b>		<b>(114,604)</b>	<b>(13,527)</b>	<b>(98,258)</b>

The accompanying Notes form an integral part of these financial statements.



## 2 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

<i>in € thousand</i>	Note	December 31	
		2025	2024
<b>ASSETS</b>			
<b>Non-current assets</b>		<b>176,296</b>	<b>201,020</b>
Intangible assets	5.12	22,349	25,258
Right of use assets	5.13	18,558	19,232
Property, plant and equipment	5.14	119,474	138,883
Deferred tax assets	5.10.2	8,326	9,605
Other non-current assets	5.19	7,590	8,041
<b>Current assets</b>		<b>222,540</b>	<b>299,012</b>
Inventories	5.17	50,232	53,663
Trade receivables	5.18	27,813	35,205
Other current assets	5.19	34,846	41,874
Cash and cash equivalents	5.20	109,650	168,271
<b>TOTAL ASSETS</b>		<b>398,836</b>	<b>500,032</b>
<b>EQUITY</b>			
Share capital	5.22	26,031	24,378
Share premium	5.22	675,940	647,600
Other reserves	5.22.2	83,318	73,203
Retained earnings/(Accumulated deficit)		(563,928)	(551,682)
Profit/(Loss) for the period		(115,192)	(12,247)
<b>TOTAL EQUITY</b>		<b>106,168</b>	<b>181,253</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>		<b>199,334</b>	<b>204,199</b>
Borrowings	5.24	161,261	166,521
Lease liabilities	5.27	25,343	26,432
Refund liabilities	5.29	6,684	6,491
Provisions	5.30	1,392	546
Deferred tax liabilities	5.10.2	4,409	4,162
Other non-current liabilities	5.31	246	46
<b>Current liabilities</b>		<b>93,334</b>	<b>114,580</b>
Borrowings	5.24	17,905	20,852
Trade payables and accruals	5.25	24,540	35,522
Income tax liability		1	1,742
Tax and Employee-related liabilities	5.26	19,555	19,458
Lease liabilities	5.27	2,739	2,508
Contract liabilities	5.28	432	3,010
Refund liabilities	5.29	10,814	19,650
Provisions	5.30	11,659	6,686
Other current liabilities	5.31	5,689	5,152
<b>TOTAL LIABILITIES</b>		<b>292,668</b>	<b>318,779</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>398,836</b>	<b>500,032</b>

The accompanying Notes form an integral part of these financial statements.



### 3 CONSOLIDATED STATEMENT OF CASH FLOWS

in € thousand	Note	Year ended December 31,		
		2025	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit/(Loss) for the period		(115,192)	(12,247)	(101,429)
Gain from sale of Priority Review Voucher, net	5.8	—	(90,833)	—
Adjustments to reconcile profit/(loss) for the period to cash generated from/(used in) operations	5.32.1	64,649	48,979	44,984
Changes in non-current operating assets and liabilities	5.32.1	1,323	(180)	514
Changes in working capital	5.32.1	(1,471)	(11,394)	(145,578)
<b>Cash used in operations</b>	5.32.1	<b>(50,691)</b>	<b>(65,674)</b>	<b>(201,509)</b>
Income tax paid		(2,203)	(1,545)	(1,236)
<b>NET CASH GENERATED FROM/(USED IN) OPERATING ACTIVITIES</b>		<b>(52,894)</b>	<b>(67,218)</b>	<b>(202,744)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Acquisition of subsidiaries, net of cash acquired	5.1.2	—	—	(10,951)
Purchases of property, plant and equipment		(4,420)	(13,865)	(14,231)
Proceeds from sale of property, plant and equipment		128	165	111
Purchases of intangible assets		(61)	(2,579)	(81)
Proceeds from assets classified as held for sale	5.32.1	—	—	3,358
Proceeds from sale of Priority Review Voucher		—	90,833	—
Proceeds from sale and purchase of MMF investments		841	—	—
Interest received		1,803	2,362	1,210
<b>NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES</b>		<b>(1,709)</b>	<b>76,916</b>	<b>(20,585)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds/(payments) from issuance of common stock, net of costs of equity transactions	5.2.2	30,003	57,139	(240)
Proceeds from borrowings, net of transaction costs	5.2.4	174,401	(34)	81,111
Repayment of borrowings	5.2.4	(171,632)	(3,734)	(2,097)
Payment of lease liabilities	5.2.7	(2,708)	(2,719)	(3,127)
Interest paid <sup>(1)</sup>		(30,686)	(19,969)	(12,567)
<b>NET CASH GENERATED FROM FROM/(USED IN) FINANCING ACTIVITIES</b>		<b>(621)</b>	<b>30,682</b>	<b>63,081</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>				
Cash and cash equivalents at beginning of the year	5.2.0	168,271	126,080	286,532
Exchange gains/(losses) on cash		(3,397)	1,811	(204)
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>		<b>109,650</b>	<b>168,271</b>	<b>126,080</b>

(1) Cash flows relating to the interest on the lease liabilities amounted to €0.8 million as at December 31, 2025 (2024: €0.8 million and 2023: €1.2 million)

The accompanying Notes form an integral part of these financial statements.



## 4 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

<i>in € thousand</i>	Note	Share capital	Share premium	Other reserves	Retained earnings/ (Accumulated deficit)	Profit/ (loss) for the period	Total equity
<b>BALANCE AS AT JANUARY 1, 2025</b>		<b>24,378</b>	<b>647,600</b>	<b>73,203</b>	<b>(551,682)</b>	<b>(12,247)</b>	<b>181,253</b>
Total comprehensive income/(loss)		—	—	588	—	(115,192)	(114,604)
Income appropriation		—	—	—	(12,247)	12,247	—
Share-based compensation expense:							
Value of services	5.23	—	—	9,527	—	—	9,527
Exercises	5.23	253	3,543	—	—	—	3,796
Capital Increase	5.22	1,400	26,035	—	—	—	27,435
Cost of equity transaction, net of tax	5.22	—	(1,239)	—	—	—	(1,239)
<b>BALANCE AS AT DECEMBER 31, 2025</b>		<b>26,031</b>	<b>675,940</b>	<b>83,318</b>	<b>(563,928)</b>	<b>(115,192)</b>	<b>106,168</b>

<i>in € thousand</i>	Note	Share capital	Share premium	Other reserves	Retained earnings/ (Accumulated deficit)	Profit/ (loss) for the period	Total equity
<b>BALANCE AS AT JANUARY 1, 2024</b>		<b>20,837</b>	<b>594,003</b>	<b>65,088</b>	<b>(450,253)</b>	<b>(101,429)</b>	<b>128,247</b>
Total comprehensive income/(loss)		—	—	(1,281)	—	(12,247)	(13,527)
Income appropriation		—	—	—	(101,429)	101,429	—
Share-based compensation expense:							
Value of services	5.23	—	—	9,395	—	—	9,395
Exercises	5.23	91	(91)	—	—	—	—
Capital Increase	5.22	3,450	57,730	—	—	—	61,180
Cost of equity transaction, net of tax	5.22	—	(4,041)	—	—	—	(4,041)
<b>BALANCE AS AT DECEMBER 31, 2024</b>		<b>24,378</b>	<b>647,600</b>	<b>73,203</b>	<b>(551,682)</b>	<b>(12,247)</b>	<b>181,253</b>

<i>in € thousand</i>	Note	Share capital	Share premium	Other reserves	Retained earnings/ (Accumulated deficit)	Profit/ (loss) for the period	Total equity
<b>BALANCE AS AT JANUARY 1, 2023</b>		<b>20,755</b>	<b>594,043</b>	<b>55,252</b>	<b>(306,974)</b>	<b>(143,279)</b>	<b>219,797</b>
Total comprehensive income/(loss)		—	—	3,170	—	(101,429)	(98,258)
Income appropriation		—	—	—	(143,279)	143,279	—
Share-based compensation expense:							
Value of services	5.23	—	—	6,666	—	—	6,666
Exercises	5.23	82	(39)	—	—	—	42
<b>BALANCE AS AT DECEMBER 31, 2023</b>		<b>20,837</b>	<b>594,003</b>	<b>65,088</b>	<b>(450,253)</b>	<b>(101,429)</b>	<b>128,247</b>

The accompanying Notes form an integral part of these financial statements.



## 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 5.1 General information

#### 5.1.1 Corporate Information

Valneva SE (the Company) together with its subsidiaries (the Group or Valneva) is a company focused on the development and commercialization of prophylactic vaccines for infectious diseases with significant unmet medical needs. The Company takes a highly specialized and targeted approach, applying deep expertise across multiple vaccine modalities, focused on providing either first-, best- or only-in-class vaccine solutions. Valneva has a strong track record, having advanced multiple vaccines from early R&D to approvals, and currently markets three proprietary travel vaccines as well as certain third-party vaccines leveraging the Group's established commercial infrastructure. Revenues from the growing commercial business help fuel the continued advancement of the vaccine pipeline. This includes the only Lyme disease vaccine candidate in advanced clinical development, which is partnered with Pfizer, the world's most clinically advanced Shigella vaccine candidate, as well as vaccine candidates against other global public health threats.

As at December 31, 2025, the Group's portfolio includes three commercial vaccines:

- IXIARO, (or JESPECT in Australia and New Zealand), is an inactivated Vero cell culture-derived Japanese encephalitis vaccine;
- DUKORAL is an oral vaccine containing four inactivated strains of the bacterium *Vibrio cholerae* serotype O1, and part of a toxin from one of these strains as active substances; and
- IXCHIQ is the world's first licensed chikungunya vaccine available to address this unmet medical need and the third vaccine we brought from early R&D to approval.

The Company is registered at Îlot Saint-Joseph, Bureaux Convergence, Bât. A, 12 ter Quai Perrache, 69002 Lyon (France). Valneva has operations in Austria, Sweden, the United Kingdom, France, Canada, and the United States and had an average of 694 employees in the year ended December 31, 2025

Valneva SE is a public company listed on the Euronext Paris (symbol: VLA) and on the Nasdaq Global Select Market (symbol: VALN) since May 2021.

#### Significant events of the period and significant agreements

##### ***IXCHIQ - Regulatory Updates***

In 2025 and early 2026, Valneva reported several regulatory updates regarding its chikungunya vaccine, IXCHIQ. The impact of all the IXCHIQ related events have been reflected on the financial statements. For more information please see Note 5.15 Impairment testing and 5.17 Inventories.

##### ***European Medicines Agency (EMA)***

EMA granted a marketing authorization for IXCHIQ for the prevention of chikungunya virus disease in individuals aged 12 years and older in the European Union in April 2025. This approval expanded the vaccine's prior authorization for adult use and was supported by data demonstrating sustained antibody responses in 97% of participants for up to 24 months, with consistent immune durability across age groups.

In May 2025, EMA's safety committee (PRAC) initiated a review of IXCHIQ following reports of serious adverse events (SAEs), mainly in individuals 65 years of age and older with several underlying medical conditions, during an outbreak vaccination campaign on the French island of La Réunion. EMA suspended the use of the vaccine for individuals over 65 years old while the review was ongoing.

In November 2025, EMA announced the lifting of the temporary restriction after concluding its review.

##### ***United States Food & Drug Administration (FDA)***

In August 2025, the FDA suspended the license for IXCHIQ following additional reports of SAEs, requiring the Company to cease shipments and sales of the vaccine in the United States.

In January 2026, the Company decided to voluntarily withdraw the biologics license application (BLA) and investigational new drug (IND) application for IXCHIQ in the United States. The Company had been awaiting further information with respect to its formal response to the license suspension and was informed in January 2026 of the FDA's decision to place the IND on clinical hold pending an investigation of a newly reported SAE in a patient who had received three concomitant vaccines, including IXCHIQ.

##### ***United Kingdom Medicines and Healthcare products Regulatory Agency (MHRA)***

On February 5, 2025, the MHRA granted marketing authorization for IXCHIQ for the prevention of chikungunya virus disease in adults aged 18 and older.

In June 2025, the UK MHRA implemented a temporary suspension on the use of IXCHIQ in elderly adults and in February 2026 updated its recommendation for the use of IXCHIQ in the UK by including a restriction for individuals 60 years of age and older, for people with specified health conditions as well as timing of vaccination prior to travel. The MHRA



confirmed that the benefit-risk profile of IXCHIQ remains favorable for individuals aged 18 to 59 years who are at risk of chikungunya infection and do not have the contraindicated underlying medical conditions.

### **Brazilian National Health Surveillance Agency (ANVISA)**

In April 2025, Brazil's health regulator, ANVISA, granted marketing authorization for IXCHIQ, representing the first approval of a chikungunya vaccine in an endemic country and supporting Valneva's strategy to expand access to the vaccine with support from the Coalition for Epidemic Preparedness Innovations and the European Union.

### **Health Canada**

In August 2025, Health Canada granted marketing authorization for IXCHIQ for the prevention of chikungunya virus disease in individuals aged 12 years and older. This approval expanded the vaccine's prior authorization for adult use and aligned with the adolescent label extension approved in Europe in April 2025.

### **Commercial Agreements and Market Access**

During 2025, Valneva strengthened its commercial partnerships to support the distribution and supply of its commercial vaccines.

In January 2025, Valneva USA, Inc. signed a new \$32.8 million supply contract with the United States Department of Defense (DoD) for the supply of Valneva's Japanese encephalitis vaccine, IXIARO. Under the one-year contract, the DoD committed to purchase a minimum of \$32.8 million worth of IXIARO vaccines.

In June 2025, Valneva, through its subsidiaries Valneva Austria GmbH and Valneva Sweden AB, entered into exclusive marketing and distribution agreements with CSL Seqirus for the commercialization of Valneva's vaccines in Germany. In July 2025, CSL Seqirus started to commercialize IXCHIQ, followed by IXIARO and the cholera vaccine DUKORAL in 2026. The agreement has a term of three years and replaces the previous partnership with Bavarian Nordic.

### **Research and Clinical Development**

Valneva continued to advance its vaccine development pipeline during the period.

In April 2025, Valneva and LimmaTech Biologics announced the vaccination of the first participant in a Phase 2 study evaluating S4V2, the most clinically advanced tetravalent bioconjugate vaccine candidate against shigellosis. The study is assessing the safety and immunogenicity of S4V2 in approximately 110 nine-month-old infants in Kenya and aims to identify the optimal dose for a future Phase 3 trial.

Shigellosis remains a major global health concern, particularly among children under five years of age. The study is funded by the Gates Foundation, with results expected in the year 2026.

### **Financing Activities**

During 2025, Valneva also strengthened its financial position through capital markets activities and debt refinancing. The Company issued 9.3 million shares under the ATM program, raising €27.4 million, offset by €1.2 million in transaction costs.

In March 2025, Valneva filed a prospectus supplement with the U.S. Securities and Exchange Commission as part of the renewal of its registration statement on Form F-3 related to its existing At-the-Market (ATM) offering program. Originally established in August 2022, the ATM program allows the Company to offer and sell up to \$75 million in American Depositary Shares (ADS), each representing two ordinary shares. The Company is not obligated to sell any ADS under the program, and the renewed agreement retains terms similar to the original arrangement.

In October 2025, Valneva entered into a non-dilutive debt refinancing agreement with funds managed by Pharmakon Advisors providing a facility of up to \$500 million. The initial tranche of \$215.0 million (€183.0 million equivalent as at December 31, 2025) was used to fully repay the existing debt with Deerfield Management and OrbiMed, including related fees and expenses. The remaining \$285.0 million may be drawn in the future to support business development opportunities.

The new facility extends Valneva's debt maturity from Q1 2026 to Q4 2030, lowers the interest rate and enhances financial flexibility.

### **Strategic and Operational Updates**

As part of the Group's ongoing efforts to improve operational efficiency, Valneva announced a strategic initiative in November 2025 to optimize its organizational footprint in France. Valneva decided to consolidate its French operations at its Lyon site and close the facility in Saint-Herblain, Nantes, which included operational activities as well as certain pre-clinical research and development functions.

This consolidation is expected to streamline operations in France while centralizing all research and development activities at the Group's site in Vienna.

In December 2025, Valneva and Serum Institute of India mutually agreed to discontinue the license agreement for Valneva's chikungunya vaccine, IXCHIQ. For more information please see Note 5.5 Revenues and 5.28 Contract liabilities.



## 5.1.2 Group information

The following list shows all subsidiaries held by the Company directly or indirectly:

Name	Country of incorporation	Consolidation Method	Interest held as at	
			December 31, 2025	December 31, 2024
Vaccines Holdings Sweden AB	SE	Full Consolidation	100 %	100 %
Valneva Austria GmbH	AT	Full Consolidation	100 %	100 %
Valneva Canada Inc.	CA	Full Consolidation	100 %	100 %
Valneva France SAS	FR	Full Consolidation	100 %	100 %
Valneva Scotland Ltd.	UK	Full Consolidation	100 %	100 %
Valneva Sweden AB	SE	Full Consolidation	100 %	100 %
Valneva UK Ltd.	UK	Full Consolidation	100 %	100 %
Valneva USA, Inc.	US	Full Consolidation	100 %	100 %
VBC 3 Errichtungs GmbH	AT	Full Consolidation	100 %	100 %

The closing date for the consolidated financial statements is December 31 of each year.

The Company previously maintained a site in Saint-Herblain, Nantes (France) with general and administrative functions as well as research and development facilities with a site in Lyon. During the first part of 2026, the Company will consolidate its French operations at its Lyon location, which serves as a base for commercial activities, and close the Saint-Herblain, Nantes (France) site. This consolidation is intended to streamline operations and improve efficiency in France, while all research and development activities are centralized at the Group's site in Vienna.

Vaccines Holdings Sweden AB, located in Solna, Sweden, is the holding company of Valneva Sweden AB, also located in Solna, which manufactures DUKORAL and commercializes DUKORAL, IXIARO, and IXCHIQ in the Nordic countries.

Valneva Austria GmbH, located in Vienna, Austria, focuses on pre-clinical and clinical development activities of vaccines. The facilities accommodate departments for pre-clinical R&D, technical/clinical product development, quality and regulatory affairs, general and administrative as well as commercial functions. In addition to using its latest-stage laboratory facilities for R&D activities, the site holds a certificate of Good Manufacturing Practice from the Austrian Agency for Health and Food Safety (AGES) for its Quality Control laboratories, and was licensed by the U.S. Food and Drug Administration (FDA). Valneva Austria GmbH commercializes IXIARO, DUKORAL, and IXCHIQ and third-party products such as Rabipur/RabAvert and Encepur. Additionally, Valneva Austria GmbH is involved in external manufacturing steps of IXCHIQ.

Valneva Canada Inc., located in Kirkland, Canada, focuses on commercializing IXIARO, DUKORAL, IXCHIQ, and third-party products such as KAMRAB.

Valneva France SAS, located in Lyon, France, focuses on commercializing IXIARO, DUKORAL, IXCHIQ, and previously also commercialized third-party products such as Rabipur/RabAvert and Encepur.

Valneva Scotland Ltd., located in Livingston, Scotland (United Kingdom) is primarily involved in the production of IXIARO and IXCHIQ and provides R&D support to the business as and when required.

Valneva UK Ltd., located in Fleet, England (United Kingdom), focuses on commercializing DUKORAL, IXIARO, and IXCHIQ in the United Kingdom.

Valneva USA, Inc., located in Bethesda, Maryland (USA), focuses on the commercialization of IXIARO to the U.S. military and the U.S. private market and previously also commercialized IXCHIQ in the U.S.

VBC 3 Errichtungs GmbH (Vienna, Austria), owns the Laboratory and Office building used by Valneva Austria GmbH.



## 5.2 Summary of significant accounting policies

The principal accounting policies applied in preparing these consolidated financial statements are outlined below. These policies have been consistently applied to all years presented.

### 5.2.1 Basis of preparation

These 2025 Consolidated Financial Statements have been prepared in accordance with the International financial reporting standards, which comprise IFRS (International Financial Reporting Standards), IAS (International Accounting Standard) and their interpretations, and IFRIC (International Financial Reporting Interpretations Committee), as issued by the International Accounting Standards Board (IASB).

The preparation of financial statements in conformity with IFRS as issued by the IASB requires the use of certain critical accounting estimates. It also requires the Group's management to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.3.

The accounting policies are disclosed in Note 5.1 General information to Note 5.35 Events after the reporting period. The accounting policies that management considered critical are disclosed in Note 5.5.2 Other revenues.

For ease of presentation, numbers have been rounded and, where indicated, are presented in thousands of Euros. Calculations, however, are based on exact figures. Therefore, the sum of the numbers in a column of a table may not conform to the total figure displayed in the column.

These consolidated financial statements were approved and authorized for issuance by the Board of Directors on March 17, 2026.

### 5.2.2 Impact of new, revised or amended Standards and Interpretations

#### Standards, amendments to existing standards and interpretations issued by IASB whose application has been mandatory since January 1, 2025

New standards, Interpretations and amendments adopted by the Group		Effective date	Effects
IAS 21	Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability	January 1, 2025	none
Editorial Corrections (various)	Periodically issued IASB Editorial Corrections and changes to IFRSs and other pronouncements.	March 31, 2025	none
Disclosures about Uncertainties in the Financial Statements (Illustrative Examples)	A set of examples that illustrate the reporting of the effects of uncertainties in financial statements through climate-related fact patterns	November 28, 2025	none

The amendments listed above did not have any material impact on the amounts recognized in prior periods and are not expected to affect the current or future periods.

#### Standards, amendments to existing standards and interpretations whose application is not yet mandatory.

The Group did not elect to apply early the following new standards, amendments, and interpretations which were issued but not mandatory as at January 1, 2025.



New standards, Interpretations and amendments		Effective date	Effects
IFRS 18	New standard, IFRS 18 Presentation and Disclosures in Financial Statements	January 1, 2027	under assessment
IFRS 19	New standard, IFRS 19 Subsidiaries without Public Accountability: Disclosures	January 1, 2027	none
IFRS 7 & IFRS 9	Amendments IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments	January 1, 2026	none
Annual improvements to IFRS - Volume 11	Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards: Hedge accounting by a first-time adopter	January 1, 2026	none
	Amendments to IFRS 7 Financial Instruments: Disclosures: Gain or loss on derecognition, Disclosure of deferred difference between fair value and transaction price, Introduction and credit risk disclosures	January 1, 2026	none
	Amendments to IFRS 9 Financial Instruments: Lessee derecognition of lease liabilities, Transaction price	January 1, 2026	none
	Amendments to IFRS 10 Consolidated Financial Statements: Determination of a 'de facto agent'	January 1, 2026	none
	Amendments to IAS 7 Statement of Cash Flows: Cost method	January 1, 2026	none
IFRS 7 & IFRS 9	Amendments IFRS 9 and IFRS 7 regarding the application of the 'own use' exemption to Power Purchase Agreements (PPAs)	January 1, 2026	none
IFRS 19	The amendments cover new or amended IFRS Accounting Standards issued between 28 February 2021 and 1 May 2024 that were not considered when IFRS 19 Subsidiaries without Public Accountability: Disclosures was first issued.	January 1, 2027	none
IAS 21	The amendments clarify how companies should translate financial statements from a non-hyperinflationary currency into a hyperinflationary one.	January 1, 2027	none

These standards and amendments are not expected to have a material impact on the entity in the current reporting periods and on foreseeable future transactions, except IFRS 18 which is currently under assessment.

## 5.2.3 Consolidation

### Subsidiaries

Subsidiaries are entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method of accounting for all business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of assets transferred, the liabilities incurred, and the equity interests issued by the Company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs, other than those associated with the issue of debt or equity securities, are expensed as incurred. Identifiable assets acquired, liabilities, and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the consideration transferred over the fair value of the Company's share of the identifiable net assets acquired is recorded as goodwill. If the fair value of the net assets of the acquired subsidiary exceeds the consideration, the difference is recognized directly in the income statement as a bargain purchase gain. Intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated.

### 5.2.4 Foreign currency translation

#### Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Euros, which is Valneva SE's functional and presentation currency.

#### Transactions and balances

Foreign currency transactions are converted into the functional currency using exchange rates applicable on the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are recognized in the income statement.

#### Subsidiaries

The results and financial position of all subsidiaries (none of which have the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are converted into the presentation currency as follows:

- assets and liabilities presented for each balance sheet are converted according to the exchange rate valid on the balance sheet date;



- income and expenses for each income statement are converted at monthly average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are converted on the dates of the transactions); and
- all resulting exchange differences are recognized as other comprehensive income and are shown as other reserves.

When a foreign operation is partially disposed of or sold, exchange differences that had been recorded in equity are recognized in the income statement as part of the gain or loss on sale.

## 5.2.5 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk, and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

Financial risk management is carried out under the responsibility of the CFO. The Group's risk management systems identify, evaluate, and manage financial risks. The Audit Committee of the Group's Board of Directors receives regular reports on the Group's risk management systems, including the management of financial risks.

### Market risk

#### Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risks arising from various currencies, primarily with respect to the British Pound (GBP), the Canadian Dollar (CAD), the Swedish Krona (SEK), and the U.S. Dollar (USD). The foreign exchange risks from the exposure to other currencies are relatively limited. Foreign exchange risks arise from future commercial transactions, recognized assets and liabilities, and net investments in foreign operations.

The objective of the Group is to limit the potential negative impact of the foreign exchange rate changes, for example by currency conversion of cash and cash equivalents denominated in foreign currency and by balancing foreign currency assets and liabilities to the extent possible. The Group has certain investments in foreign operations, the net assets of which are exposed to foreign currency translation risk. Please refer to Note 5.16.3 for an analysis of the impact from changes in exchange rates on the pre-tax result.

#### Interest rate risk

The Group analyzes its interest rate exposure on a dynamic basis. Based on this analysis, the Group calculates the impact on profit and loss of a defined interest rate change. The same interest rate change is used for all currencies. The calculation only includes investments in financial instruments and cash in banks that represent major interest-bearing positions. As at December 31, 2025 and December 31, 2024, no material interest risk was identified. In case of increasing interest rates the positive effect from cash in banks will be higher than the negative effect from variable interest-bearing liabilities; in case of decreasing interest rates there will be no material negative impact.

### Credit risk

The Group is exposed to credit risk which is the risk of financial loss if customers or counterparties to a financial instrument fail to meet their contractual obligations.

Valneva holds bank accounts, cash balances, and securities at sound financial institutions with high credit ratings. To monitor the credit quality of its counterparts, the Group relies on credit ratings as published by specialized rating agencies such as Standard & Poor's, Moody's, and Fitch. The Group has policies that limit the amount of credit exposure to any single financial institution. The Group is also exposed to credit risks from its trade debtors, as its income from product sales, collaborations, licensing, and services arises from a small number of transactions. The Group has policies in place to enter into such transactions only with highly reputable, financially sound counterparts. If customers are independently rated, these ratings are used. Otherwise, when there is no independent rating, a risk assessment of the credit quality of the customer is performed, taking into account its financial position, past payment experience and other relevant factors. Individual credit limits are set based on internal or external ratings in accordance with signature authority limits. The credit quality of financial assets is described in Note 5.16.4.

### Liquidity risk

The Group is exposed to liquidity risk due to the maturity of its financial liabilities and the fluctuations of its operating cash flow, and the potential implementation of early repayment clauses in the grant agreements (see Note 5.8.1). Furthermore, fluctuations in the Group's operating cash flow during accounting periods also generate liquidity risks. Prudent liquidity risk management therefore implies maintaining sufficient cash resources, cash equivalents, and short-term deposits in order to satisfy ongoing operating requirements and the ability to close out market positions. Extraordinary conditions on the financial markets may, however, temporarily restrict the possibility to liquidate certain financial assets.

Although it is difficult to predict future liquidity requirements, the Group considers that the existing cash and cash equivalents as at December 31, 2025 will be sufficient to fund its operations for at least 12 months from the date of authorization for issuance of these consolidated financial statements. The Pharmakon Loan Agreement signed in 2025 does not include any financial covenants and this new facility extends repayment from Q1 2026 to Q4 2030, has a more favorable interest rate, and enhances financial flexibility. The previous loan agreement (the D&O Loan Agreement) with U.S. healthcare investment firms Deerfield Management Company and OrbiMed contained covenants related to minimum liquidity and minimum revenue (see Note 5.24.1). No adjustments were made to the D&O Loan Agreement covenants in 2024 or 2025. If the primary endpoint of the VLA 15 Phase 3 trial is not met, the Group will be required to undergo



restructuring and implement cost-containment measures that would allow the Group to meet its financial obligations for the foreseeable future but would significantly impact its operations and prospects. These restructuring measures would require alignment with Pharmakon to avoid an event of default. The Company cannot guarantee such measures would be sufficient in the long term and renegotiation of existing debt terms or alternative measures to refinance or repay the debt may be required.

The table below analyzes the Group's financial liabilities into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

#### Balance as at December 31, 2025

<i>in € thousand</i>	Less than 1 year	Between 1 and 3 years	Between 3 and 5 years	Over 5 years	Total
Borrowings	17,905	33,439	215,495	851	267,690
Lease liabilities	2,739	5,572	5,414	14,357	28,082
Refund liabilities	10,814	6,684	—	—	17,498
Trade payables and accruals	24,540	—	—	—	24,540
Tax and employee-related liabilities <sup>(1)</sup>	12,642	—	—	—	12,642
Other liabilities	7	—	—	—	7
<b>TOTAL</b>	<b>68,648</b>	<b>45,696</b>	<b>220,908</b>	<b>15,208</b>	<b>350,460</b>

(1) Social security and other tax payables are excluded from the tax and employee-related liabilities balance, as this analysis is required for financial instruments only.

#### Balance as at December 31, 2024

<i>in € thousand</i>	Less than 1 year	Between 1 and 3 years	Between 3 and 5 years	Over 5 years	Total
Borrowings	20,852	132,489	33,349	683	187,373
Lease liabilities	2,508	5,203	5,083	16,147	28,941
Refund liabilities	19,650	6,491	—	—	26,141
Trade payables and accruals	35,522	—	—	—	35,522
Tax and employee-related liabilities <sup>(1)</sup>	13,107	—	—	—	13,107
Other liabilities	79	—	—	—	79
<b>TOTAL</b>	<b>91,719</b>	<b>144,183</b>	<b>38,432</b>	<b>16,829</b>	<b>291,163</b>

(1) Social security and other tax payables are excluded from the tax and employee-related liabilities balance, as this analysis is required for financial instruments only.

The fair values as well as the book values of the Group's borrowings are disclosed in Note 5.24. To manage liquidity risk, the Group holds a combination of cash, cash equivalents and short-term deposit balances.

## 5.2.6 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide benefits for shareholders and for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group actively manages its funds to primarily ensure liquidity and principal preservation while seeking to maximize returns. The Group's cash and short-term deposits are located at several different banks. In order to maintain or adjust the capital structure, the Group may issue new shares or sell assets to reduce debt.

In order to pursue its business strategy to grow into a major, self-sustained vaccine company through organic growth and opportunistic mergers & acquisitions, the Group may rely on additional equity and debt financing. Capital consists of "Equity" as shown in the consolidated balance sheet.

## 5.2.7 Fair value estimation

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to the relatively short maturity of the respective instruments.



## 5.3 Critical accounting judgements and key sources of estimation uncertainty

In applying the Group's accounting policies, which are described in Note 5.2: Summary of significant accounting policies, management is required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### 5.3.1 Critical Accounting Policies, Practices, and Estimate

The following is the critical judgement, apart from those involving estimations (which are presented separately below), that management has made in the process of applying the Group's accounting policies and that has the most significant effect on the amounts recognized in financial statements:

- Note 5.5.2 Other revenues and Note 5.29 Refund liabilities: The recognition of other revenues and refund liabilities involves significant management judgement in estimating and updating the transaction price in accordance with IFRS 15. Management is required to assess the nature and amount of variable consideration and to determine whether such amounts are subject to the constraint on variable consideration. Variable consideration is included in the transaction price only to the extent that it is highly probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Management reassesses the estimated transaction price and the application of the constraint at each reporting date. Revenue is only recognized when it is highly likely that it will not reverse in future, and this is a judgement required from management. In particular, Note 5.5.2 underlines the judgements made in applying accounting policies, which are most relevant with respect to the Research Collaboration and License Agreement with Pfizer.

### 5.3.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty in the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- Note 5.15 Impairment testing: Impairment test of intangible and tangible assets and right of use assets: key assumptions underlying recoverable amounts. Budgets comprise forecasts of revenue, staff costs, and overheads based on current and anticipated market conditions that have been considered and approved by the Executive Committee and the Board of Directors. The revenue projections are inherently uncertain due to the short-term nature of the business and unstable market conditions. If the Group does not successfully develop vaccine candidates and receive regulatory approval, or if Valneva fails to successfully manufacture or commercialize approved vaccines, an impairment may be required. For the main estimates and sensitivities related to the impairment test regarding the CGU, see Note 5.15;
- Note 5.17 Inventories: Write-down analysis for inventories: For the assessment of write-down of raw material the current production plans have been taken into account. Raw material which will not be used before its expiry date is written down. For the assessment of write-downs of work in progress, finished goods, and purchased goods, the forecasted sales plans and a minimum shelf life at the time of the most current sales expectation are taken into account. In addition, inventories are assessed on the likelihood of the release of the relevant products. The Group manufactures inventories through a number of production sites and allocates production overheads to inventories on the basis of normal operating capacity, in line with IAS 2. Where actual production is below normal capacity, the related unallocated fixed overheads are recognised as an expense and excluded from inventory valuation. The assessment of what constitutes normal capacity, and whether under-absorption of overheads arises from below normal idle capacity rather than ordinary production variability, involves significant judgement. This assessment is based on expected production volumes, historical utilization levels, scheduled maintenance, temporary shutdowns, market conditions and other plant-specific factors.
- Note 5.23 Share-based compensation: Share-based payments and related expected employer contribution costs: assumption for fair value determination, including performance conditions, as well as the determination of accelerated vesting in the event of a change of control (as considered remote);
- Note 5.29 Refund liabilities: Recognition of the refund obligation related to the Pfizer Collaboration and License Agreement;
- Notes 5.30 Provisions and 5.33 Commitments and contingencies: Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources. In estimating the provision for onerous contracts, management makes assumptions regarding the likelihood of termination costs for certain agreements. In estimating the restructuring provisions management assesses the timing and amount of expected costs, including employee termination benefits, contract termination penalties, and other direct expenditures. In accordance with IAS 37, the Company recognizes contingent assets only when the inflow of economic benefits is virtually certain. Management applies significant judgment in evaluating whether claims for indemnities or reimbursements from Contract Manufacturing Organizations relating to the disposal of the Company's products during manufacturing activities meet this threshold; accordingly, receivables and related income for claims



associated with accidental disposal and spillage events are recognized only once formal acknowledgment of liability has been obtained.;

- Note 5.8.2 Research and development tax credits: The recognition of Research and development tax credits on other income integrated assumptions on the eligible expenses, reflecting the management's best estimate of the final submission to the tax authority.

### 5.3.3 Measurements of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following Notes:

- Note 5.16: Financial instruments and
- Note 5.23: Share-based compensation.

## 5.4 Segment information

The Executive Committee, as the Company's chief operating decision maker ("CDM"), considers Valneva's operating business in its entirety to allocate resources and assess performance. The Executive Committee evaluates all vaccine candidates and vaccine products together as a single operating segment, "development and commercialization of prophylactic vaccines". Therefore, the split used to allocate resources and assess performance is based on a functional view, thus correlating to the income statement.

## 5.5 Revenues

Revenues include both revenues from contracts with customers and other non-IFRS 15 revenues (mainly subleases) which are out of scope from IFRS 15:

<i>in € thousand</i>	Year ended December 31,		
	2025	2024	2023
Product sales	157,908	163,253	144,624
Other revenues from contracts with customers	16,097	5,622	8,075
Other non-IFRS 15 revenue	653	704	1,014
<b>REVENUES</b>	<b>174,659</b>	<b>169,579</b>	<b>153,713</b>

### 5.5.1 Product sales

The Group mostly generates product sales revenues from the sale of its commercialized travel vaccines and from the sale of third-party products.

The Group's product sales contracts generally include one type of performance obligation. Revenue is recognized at the point in time when the identified performance obligation is transferred to the customer, either when the customer obtains control over the goods at the time of shipment or when the product is received by the customer, which generally happens within a few days, depending on the terms of the agreement. Sales contracts with retailers and the U.S. Department of Defense (DoD) are shown as "direct product sales", whereas sales to the other distributors are reported as "indirect sales - sales through distributors".

Some of the Group's product sales agreements include retrospective rebates, charge-back clauses, discounts, and under certain conditions return rights, which give rise to variable consideration under IFRS 15. The constraints on variable consideration (expected rebates, discounts and considerations for product returns) are taken into account and



recognized on an accrual basis and reported as refund liabilities or as contract liabilities (for replacement doses) in the consolidated balance sheet.

In most cases, Valneva sells its products through distributors. Valneva is acting as principal given that it controls such products before transferring them to the final customer. More specifically, Valneva assumes the inventory risk before the goods are transferred to customers and has discretion in establishing prices for such goods. Revenue is recognized when the product is delivered to the end customers.

Valneva also sells products acquired from third parties. Valneva considers that it is acting as principal given that it controls such products before transferring them to the final customer. More specifically, Valneva assumes the inventory risk before the goods are transferred to customers and has discretion in establishing prices for such goods. Revenue is recognized when the product is delivered to the customers. Products purchased from third parties are recognized as "inventory" in the balance sheets and when sold as "cost of goods" in the statements of income.

## 5.5.2 Other revenues

The Group generates other revenues from its products, product candidates, and proprietary technologies. The contracts in place often include several different promised goods or services such as research licenses, commercial licenses, and further R&D services. The terms of such agreements include license fees received as initial fees, annual license maintenance fees, and fees to be paid upon achievement of milestones, as well as license option fees and fees for the performance of research services. In addition, the Group's licensing arrangements generally provide for royalties payable on the licensee's future sales of products developed within the scope of the license agreement. Furthermore, revenue recognized due to the termination of agreements is recognized in other revenues.

The Group's existing license contracts provide distinct right to use licenses, and therefore revenue is recognized at the point in time at which the licensee is able to direct the use of and benefit from the license. The consideration for licensing contracts may consist of fixed and variable parts. In case of right-to-use licenses, the fixed part of the consideration is recognized at the point in time when the licensee is able to direct the use and benefit from the license. For any variable consideration, revenue is recognized at the point in time when the variable consideration constraint is removed.

Revenue for research and development services within the Group's contracts currently in place is recognized over time. The progress is measured on an input basis (costs incurred related to total costs expected). This input method is considered an appropriate measure of the progress towards complete satisfaction of these performance obligations under IFRS 15.

Variable considerations are included in revenues only to the extent that it is highly probable that a significant reversal in the amount of the cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. At the end of each reporting period, the Group updates the estimated transaction price and its assessment of whether an estimate of variable consideration is constrained. Amounts allocated to a satisfied performance obligation are recognized as revenue, or as a reduction of revenue, in the period in which a change in estimate of variable consideration occurs. Revenues from license royalties are recognized when the underlying product sales occur.

### Lyme - Pfizer Collaboration and License Agreement

In April 2020, Valneva signed the Collaboration and License Agreement with Pfizer to co-develop and commercialize the Group's Lyme disease vaccine candidate (VLA15). This is classified as an agreement with a customer as defined by IFRS 15 guidance on revenue contracts with customers, and accordingly, amounts received by or payable to Valneva under the Collaboration and License Agreement are accounted for in the Group's revenues.

The considerations for this Agreement include a variable part. Variable considerations derive from upfront and milestone payments received and to be received from Pfizer, contributions from Valneva to Pfizer in shared development costs and circumstances that could potentially increase future payments to Pfizer. At the end of each reporting period, Valneva updates the estimated transaction price and its assessment of whether an estimate of variable consideration is constrained. Revenue is recognized when the variable consideration constraint is removed and it is highly probable that a significant revenue reversal will not occur.

In 2021 and 2022, several amendments were made to the Collaboration and License Agreement. This resulted in an increase in the expected payments to customer related to Valneva's contribution to Pfizer's future development costs. Therefore, for the year ended December 31, 2022, the accumulated revenue recognized since the inception of the agreement with Pfizer amounting to €45.9 million was reversed as other revenues from contracts with customers. In the years ended December 31, 2023 and December 31, 2024, no revenues were recognized as Valneva determined that entitlement to the consideration was not yet highly probable, due to the possibility of increased payments to customers while R&D activities (including the Phase 3 study) are progressing ahead of possible BLA licensure submission to the FDA.

As of December 31, 2025, Valneva reassessed its entitlement to the consideration and the related refund liability. The Phase 3 clinical trial is nearing completion, and the data readout is expected within the first half of 2026. Based on the updated development budget, Valneva determined the probability and magnitude of any further change in the payment to customer.

Due to project progress, Valneva concluded that a portion of the outstanding refund liability no longer represented an obligation to refund consideration to Pfizer and could therefore be released to revenue. For the year ended December 31, 2025, Valneva recognized revenues for R&D work and additional support services of €10.0 million, corresponding to the amount of the refund liability that the Group no longer expects to settle through future payments to Pfizer. As at



December 31, 2025, the remaining refund liability related to the Collaboration and License Agreement with Pfizer amounted to €9.0 million, representing Valneva's best estimate of the portion of consideration that may still need to be refunded through its ongoing contribution to Pfizer's development costs.

While license and equipment performance obligations were fulfilled in prior periods, the R&D activities and additional services were ongoing through 2025 and satisfy the performance obligation over time. During this period, Valneva funded 40% of the ongoing shared development costs.

Items not included in the transaction price as of December 31, 2025 are (i) \$143 million from early commercialization milestones, (ii) royalties, ranging from 14% to 22%, and (iii) \$100 million in sales based milestones, which will be recognized as and when they occur.

### 5.5.3 Disaggregated revenue information

The Group's revenues are disaggregated as follows:

#### Type of goods or service

<i>in € thousand</i>	Year ended December 31,		
	2025	2024	2023
IXIARO®	98,419	94,069	73,483
DUKORAL®	31,909	32,303	29,775
Third party products	19,159	33,185	35,675
IXCHIQ®	8,421	3,696	—
VLA2001	—	—	5,691
<b>PRODUCT SALES</b>	<b>157,908</b>	<b>163,253</b>	<b>144,624</b>
Royalties received	2,124	2,410	2,129
Revenues from shipping and handling	481	1,368	21
R&D work and additional support services	9,985	—	—
Milestone payment - licenses	3,421	712	3,637
Other services	87	1,133	2,288
thereof COVID-19	—	—	1,973
<b>OTHER REVENUES FROM CONTRACTS WITH CUSTOMERS</b>	<b>16,097</b>	<b>5,622</b>	<b>8,075</b>
Other non-IFRS 15 revenue	653	704	1,014
<b>REVENUES</b>	<b>174,659</b>	<b>169,579</b>	<b>153,713</b>

In the year ended December 31, 2025, product sales for all active products decreased by €5.3 million compared to the same period in 2024.

IXIARO sales showed a 5% increase, which was mainly driven by the increased order volume in the UK due to the limited supply in the prior year, as well as increased order volumes in France and other European markets as the result of the growth in the travel market.

DUKORAL sales in 2025 were 1% lower compared to 2024. This decrease resulted from lower market demand in Germany, which is partly offset by an increased demand due the cholera outbreak in Mayotte, France.

IXCHIQ sales were €8.4 million in 2025 compared to €3.7 million in 2024, as the vaccine was launched at the end of the first quarter of 2024. Sales in 2025 included all doses Valneva supplied to France's island La Réunion to respond to the chikungunya outbreak and were adversely impacted by the suspension of the license by the FDA in August 2025.

Third-party product sales in 2025 were 42% lower compared to 2024, which was mainly driven by discontinuation of distribution of Rabipur®/RabAvert® and Encepur® in UK and Canada as well the termination of the distribution agreement of FLUAD in Austria.

Revenues from shipping and handling decreased in 2025 to €0.5 million. In 2024, revenues included an additional one time revenue for freight costs due to a revised customer agreement.

Revenues from milestone payments and licenses increased by €2.7 million in 2025 compared to 2024, mainly related to the exclusive license agreement with Serum Institute of India for Valneva's single-shot chikungunya vaccine amounting to €2.5 million.

R&D work and additional support services shows revenues recognized under the Collaboration and License Agreement with Pfizer amounting to €10.0 million.

Other service revenues decreased by 92% to €0.1 million in 2025. This change is mainly due to fewer services being provided by the Group in 2025 compared to the prior year.



## Sales channels for product sales

Products are sold via the following sales channels:

in € thousand	Year ended December 31,		
	2025	2024	2023
Direct product sales	130,755	137,889	119,305
Indirect product sales	27,153	25,365	25,320
<b>TOTAL PRODUCT SALES</b>	<b>157,908</b>	<b>163,253</b>	<b>144,624</b>

## Geographical markets

In presenting information on the basis of geographical markets, revenue is based on the final location where Valneva's distribution partner sells the product or where the customer/partner is located.

in € thousand	Year ended December 31,		
	2025	2024	2023
United States	53,610	48,593	32,964
Canada	30,125	32,321	28,193
Germany	17,468	18,374	13,503
France	14,668	7,220	5,866
Nordics	13,898	13,937	12,695
Other Europe	13,877	9,056	9,335
United Kingdom	12,644	19,489	20,266
Austria	9,473	15,897	14,583
Rest of World	8,897	4,691	16,308
<b>REVENUE TOTAL</b>	<b>174,659</b>	<b>169,579</b>	<b>153,713</b>

*Nordics includes Finland, Denmark, Norway and Sweden and Rest of World includes India, Israel, Australia, Peru, Japan, Brazil and New Zealand.*

In the year ended December 31, 2025, total revenues increased by €5.1 million compared to the year ended December 31, 2024. Revenues from the U.S. market increased by €5.0 million, primarily due to the recognition of variable consideration relating to the research collaboration and licensing agreement with Pfizer for the Lyme disease program amounting to €10.0 million. This increase was partly offset by the decline in product sales to the U.S. military by 4%, which is primarily due to the timing of the DoD contract.

### Information about major customers

The concentration risk from the customer portfolio of the Group is limited. In 2025, there were three customers with a contribution exceeding 10% of the annual revenue.

Sales to customers representing more than 10% of the total revenues amounted to €77.9 million in 2025 (2024: €76.0 million, 2023: €67.1 million) and consisted solely of product sales.

## 5.5.4 Assets and liabilities related to contracts with customers

See Note 5.18 for details on trade receivables, Note 5.19 for details on costs to obtain a contract, Note 5.28 for details of contract liabilities and Note 5.29 for details of refund liabilities.

## 5.6 Expenses by nature

The consolidated income statement line items cost of goods and services, research and development expenses, marketing and distribution expenses, and general and administrative expenses include the following items by nature of cost:

<i>in € thousand</i>	<i>Note</i>	<b>Year ended December 31,</b>		
		<b>2025</b>	<b>2024</b>	<b>2023</b>
Consulting and other purchased services		68,638	65,783	80,988
Cost of services and change in inventory		15,001	13,681	11,417
Employee benefit expense other than share-based compensation	5.7	89,386	83,028	72,997
Share-based compensation expense	5.7	9,571	8,710	6,276
Raw materials and consumables used		15,253	21,982	14,113
Depreciation and amortization and impairment	5.12/13/14	22,645	19,586	16,853
Building and energy costs		15,662	13,908	13,088
Supply, office and IT costs		9,711	7,682	11,663
License fees and royalties		3,648	4,065	5,492
Advertising costs		9,040	16,781	13,361
Warehousing and distribution costs		4,595	5,790	3,939
Travel and transportation costs		1,634	3,197	2,700
Other expenses		2,337	3,593	4,432
<b>OPERATING EXPENSES</b>		<b>267,120</b>	<b>267,788</b>	<b>257,320</b>

Operating expenses in the year ended December 31, 2025 amounted to €267.1 million, which was a slight decrease compared to the €267.8 million in the year ended December 31, 2024. Operating expenses increased slightly by €10.5 million in the year ended December 31, 2024 from €257.3 million in the year ended December 31, 2023.

The increase in expenses for “consulting and other purchased services” in the year ended December 31, 2025 compared to 2024 comes from the increase in research and development primarily related to chikungunya Phase 4 and pediatric studies, as well for the Shigella vaccine candidate. During the comparison period of 2023, Valneva incurred higher service fees for clinical studies related to research and development of the Zika vaccine candidate and higher expenditures on the COVID-19 vaccine, VLA2001.

Expenses for “cost of services and change in inventory” increased in the year ended December 31, 2025 by €1.3 million compared to 2024, mainly driven by one-off expenses related to the transfer to the new manufacturing site Almeida in Scotland and higher inventory write-offs based on revised forecast market demand and sales expectations

Expenses for “Raw materials and consumables used” decreased in the year ended December 31, 2025 by €6.7 million, compared to 2024, mostly due to lower sales volumes across the commercial portfolio and to improvement in manufacturing performances.

“Employee benefit expenses other than share-based compensation” increased in the year ended December 31, 2025 compared to December 31, 2024 primarily related to the closure of the Nantes site in France (see Note 5.7). The increase in the year ended December 31, 2024 compared to December 31, 2023 was due to inflation-related higher salaries and social security contributions. During 2025, the Group had an average of 694 employees (in 2024: 695 employees).

“Share-based compensation expense” increased in the year ended December 31, 2025 compared to 2024 and 2023 due to the introduction of new plans. See Note 5.23 for more information on the share-based compensation plans.

The expense under “depreciation and amortization and impairment” increased in the year ended December 31, 2025 compared to 2024 by €3.1 million due to the fully deployed capacity of the Almeida facility in Livingston.

The decrease in “advertising costs” for the year ended December 31, 2025 compared to the years ended December 31, 2024 and 2023 reflects the higher advertising spend in those years, primarily related to the launch of IXCHIQ in the U.S. in early 2024.



## Principal Accountant Fees and Services

PricewaterhouseCoopers Audit and Deloitte & Associés served as independent auditors for the year ended December 31, 2025 and for all other reporting periods presented. The table below shows fees charged by those firms and member firms of their networks to Valneva and consolidated subsidiaries in the years ended December 31, 2025, 2024, and 2023.

<i>in € thousand</i>	Year ended December 31,						Year ended December 31,					
	PricewaterhouseCoopers			PricewaterhouseCoopers			Deloitte & Associés			Deloitte & Associés		
	2025	%	2024	%	2023	%	2025	%	2024	%	2023	%
<b>Audit fees</b>	<b>1,182</b>	<b>74%</b>	<b>1,710</b>	<b>89%</b>	<b>2,076</b>	<b>98%</b>	<b>1,029</b>	<b>100%</b>	<b>1,311</b>	<b>89%</b>	<b>1,902</b>	<b>99%</b>
provided by the statutory auditor	1,082	68%	1,272	66%	1,539	73%	939	91%	1,185	80%	1,622	84%
provided by the statutory auditor's network	100	6%	439	23%	537	25%	90	9%	126	9%	280	15%
<b>Audit-related Fees</b>	<b>—</b>	<b>%</b>	<b>—</b>	<b>%</b>	<b>—</b>	<b>%</b>	<b>—</b>	<b>%</b>	<b>—</b>	<b>%</b>	<b>—</b>	<b>%</b>
provided by the statutory auditor	—	%	—	%	—	%	—	%	—	%	—	%
provided by the statutory auditor's network	—	%	—	%	—	%	—	%	—	%	—	%
<b>Tax Services</b>	<b>122</b>	<b>8%</b>	<b>45</b>	<b>2%</b>	<b>40</b>	<b>2%</b>	<b>—</b>	<b>%</b>	<b>—</b>	<b>%</b>	<b>—</b>	<b>%</b>
provided by the statutory auditor's network	122	8%	45	2%	40	2%	—	%	—	%	—	%
<b>All Other Fees</b>	<b>292</b>	<b>18%</b>	<b>163</b>	<b>8%</b>	<b>—</b>	<b>%</b>	<b>—</b>	<b>%</b>	<b>163</b>	<b>11%</b>	<b>19</b>	<b>1%</b>
<b>Total</b>	<b>1,596</b>	<b>100%</b>	<b>1,918</b>	<b>100%</b>	<b>2,116</b>	<b>100%</b>	<b>1,029</b>	<b>100%</b>	<b>1,474</b>	<b>100%</b>	<b>1,921</b>	<b>100%</b>

Audit-related fees comprised mainly the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit and are not reported under Audit Fees. All other fees are the aggregate fees billed for the limited assurance review of sustainability reporting and verification of disclosure requirements set out in article 8 of Regulation (EU) 2020/852.

## 5.7 Employee benefit expense

Employee benefit expenses include the following:

<i>in € thousand</i>	Year ended December 31,		
	2025	2024	2023
Salaries	67,801	63,313	55,793
Social security contributions	19,319	16,300	14,359
Share-based compensation expense	9,571	8,710	6,276
Training and education	597	1,582	1,292
Other employee benefits	1,669	1,833	1,553
<b>TOTAL EMPLOYEE BENEFIT EXPENSE</b>	<b>98,957</b>	<b>91,739</b>	<b>79,273</b>

For the year ended December 31, 2025 employee benefit expenses increased by €7.2 million compared to the year ended December 31, 2024. This was primarily driven by leaving indemnity payments, which rose by €4.3 million and related to social contributions which increased by €2.8 million compared to prior year. These increases mainly resulted from the closure of the Nantes site in France. The overall rise in employee benefit expenses was partially offset by reduced costs for seminars and conferences, reflecting efficiencies achieved through the Company's improvement program, which delivered process optimizations and costs savings compared to the prior year.

In the year ended December 31, 2025, the social security contributions included an expense of €1.4 million (December 31, 2024: income of €1.6 million, December 31, 2023: income of €1.6 million) resulting from the increase of the provision of employer contribution charges on share-based payment programs due to the increase in the share price.

During 2025, the Group had an average of 694 employees (2024: 695 employees, 2023: 684 employees).

## 5.8 Other income/(expenses), net

### Gain from sale of Priority Review Voucher, net

The Company sold the PRV received from the FDA for \$103 million (€95 million) on February 2, 2024.



The Company was awarded a tropical disease PRV in November 2023 following the FDA's approval of IXCHIQ, Valneva's single-dose, live-attenuated vaccine indicated for the prevention of disease caused by chikungunya virus.

The net gain from the sale of the PRV amounted to €90.8 million, after deducting expenses in the amount of €4.2 million, which included transaction fees as well as expenses in connection with contractual payment obligations related to the PRV sale.

## Other income and expenses, net

Other income and expenses, net include the following:

<i>in € thousand</i>	Year ended December 31,		
	2025	2024	2023
Research and development tax credit	4,942	10,028	6,797
Grant income	5,957	10,194	11,350
Gain/(loss) on disposal of fixed assets and intangible assets, net	(432)	(445)	(21)
Gain/(loss) from revaluation of lease agreements	1	711	45
Taxes, duties, fees, charges, other than income tax	(373)	(346)	(475)
Miscellaneous income/(expenses), net	305	564	3,824
<b>OTHER INCOME AND EXPENSES, NET</b>	<b>10,400</b>	<b>20,706</b>	<b>21,520</b>

Other operating income and expenses decreased by €10.3 million, or 50%, to €10.4 million for the year ended December 31, 2025, from €20.7 million for the year ended December 31, 2024, primarily due to lower grant income and lower research and development tax credit.

Income from the research and development tax credit decreased significantly due to the decrease of the R&D tax credit in Valneva Scotland (see Note 5.8.2 Research and development tax credits).

Grant income decreased considerably due to the final installment of the Scottish Enterprise grant being paid at the beginning of 2025, as well as lower grant income recognized related to the CEPI agreement (see Note 5.8.1 Grants).

The slight decrease in the "miscellaneous income/(expenses), net" for the year ended December 31, 2025 mainly reflects the discontinuation of residual income following the 2023 divestment of the Clinical Trial Manufacturing unit in Solna, with final payments received in 2024.

### 5.8.1 Grants

Grants from governmental agencies and non-governmental organizations are recognized where there is reasonable assurance that the grant will be received and the Group will comply with all conditions.

Grants received as reimbursement of approved research and development expenses are recognized as other income when the related expenses have been incurred and there is reasonable assurance that funds will be received. Advance payments received under such grants are deferred and recognized when the relevant conditions are met. Advance payments received which need to be repaid are recognized as borrowings (see Note 5.24.1 Principal loan).

Government grants received to support the purchase of property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the income statement on a straight-line basis over the expected lives of the related assets.

During the year ended December 31, 2025 €0.1 million (€0.1 million) of grant income was recognized in connection with support received from Scottish Enterprise, Scotland's national economic development agency, to support research and development as well as manufacturing development activities on the Livingston site. This represents the final amount received from the original agreement spanning over 3 years and compared to €3.7 million (€3.1 million) recognized for the year ended December 31, 2024.

In 2019, the Group signed a funding agreement with CEPI. Valneva received \$24.6 million for vaccine manufacturing and late-stage clinical development of its single-dose, live attenuated vaccine against chikungunya. In line with CEPI's commitment to equitable access, the funding underwrote a partnership effort to accelerate regulatory approval of Valneva's chikungunya vaccine for use in regions where outbreaks occur and to support World Health Organization prequalification to facilitate broader access in low- and middle-income countries (LMICs). Valneva has to pay CEPI up to \$7.0 million as consideration, upon achievement of certain commercial and related milestones, of which \$3.0 million was paid in April 2024. The refundable consideration is accounted for as a loan and measured in accordance with IFRS 9 (see Note 5.24). The difference between the proceeds from CEPI and the carrying amount of the loan is treated under IAS 20 and presented as "Borrowings".

The partnership with CEPI was extended in July 2024 when the Group signed the second funding agreement, which was subsequently amended during 2025. CEPI now provides up to \$48.9 million additional funding in the next four years to support broader access to IXCHIQ, in LMICs, as well as post-marketing trials and potential label extensions in children, adolescents, and pregnant women. The proceeds from CEPI are treated under IAS 20 and presented as Grant income. In the year ended December 31, 2025, €5.8 million (December 31, 2024 €6.5 million) of grant income related to the second agreement with CEPI was recognized.



## 5.8.2 Research and development tax credits

Research and development tax credits granted by tax authorities are accounted for as grants under IAS 20. As a consequence, the portion of the research tax credit covering operating expenses is recognized in the income statement in “Other income and expenses, net” and the portion covering capitalized development expenditures under “Intangible assets” is recorded as deduction from the assets relating to fixed assets.

In December 31, 2025, the position included research and development tax credits mainly from Austria (€3.5 million) and France (€1.1 million) whereas in December 31, 2024 Valneva recognized tax credits primarily from Austria (€3.6 million) and from Scotland (€5.2 million).

## 5.9 Finance income/(expenses), net

Interest income is recognized on a time-proportion basis using the effective interest method.

<i>in € thousand</i>	Year ended December 31,		
	2025	2024	2023
<b>FINANCE INCOME</b>			
Interest income from other parties	1,803	2,362	1,210
Realized gains from cash and cash equivalents	841	—	—
<b>TOTAL FINANCE INCOME</b>	<b>2,644</b>	<b>2,362</b>	<b>1,210</b>
<b>FINANCE EXPENSES</b>			
Interest expense on loans	(40,903)	(22,808)	(13,681)
Interest expense on refund liabilities	(193)	(360)	(8,419)
Interest expenses on lease liabilities	(796)	(813)	(1,183)
Other interest expense	(6)	(3)	(42)
<b>TOTAL FINANCE EXPENSES</b>	<b>(41,898)</b>	<b>(23,984)</b>	<b>(23,325)</b>
<b>FOREIGN EXCHANGE GAIN/(LOSSES), NET</b>	<b>7,196</b>	<b>(3,193)</b>	<b>5,574</b>
<b>FINANCE INCOME/(EXPENSES), NET</b>	<b>(32,058)</b>	<b>(24,816)</b>	<b>(16,541)</b>

Interest income from other parties decreased primarily due to the change in cash management in France. Realized gains from cash and cash equivalents arise from investments in money market funds classified as cash equivalents, as they are highly liquid, readily convertible to a known amount of cash, and carry an insignificant risk of value change.

The interest expense on loans increased significantly in 2025 compared to 2024 due to the repayment of the D&O Loan Agreement and consist of interest expense and related fees amounting to €12.9 million. The D&O Loan Agreement is superseded by the Pharmakon Loan Agreement during 2025. For more details on the new loan see Note 5.24.1 Principal loan. The increase from 2023 to 2024 is attributable to the additional D&O loan draw-down executed in the second half of the year 2023.

The interest expense on refund liabilities remains on a low level for the year ended December 31, 2025 after a significant decrease in 2024 due to the significant payments made to Pfizer during the second half of 2023 and the fulfillment of all payment obligations during the first half of 2024. Please refer to Note 5.29 for more information on the refund liability balances.

The foreign exchange gain/(losses), net are primarily driven by non-cash revaluation results of USD denominated liabilities as the USD depreciated against the EUR by 13% in 2025. A contrary movement of the USD/EUR rate was observed in 2024.

## 5.10 Income tax income/(expense)

The tax expense for the period comprises current and deferred tax. Tax is recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, as the case may be. The current Income tax income/(expense) is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, based on amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.



Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not be reversed within the foreseeable future.

### 5.10.1 Current income tax

Income tax income/(expense) is comprised of current and deferred tax.

<i>in € thousand</i>	Year ended December 31,		
	2025	2024	2023
<b>CURRENT TAX</b>			
Current income tax charge	(502)	(2,595)	(931)
Adjustments in respect of current income tax of previous year	93	(119)	(175)
<b>DEFERRED TAX</b>			
Relating to origination and reversal of temporary differences	(664)	1,953	(1,695)
<b>INCOME TAX BENEFIT/(EXPENSE)</b>	<b>(1,073)</b>	<b>(761)</b>	<b>(2,800)</b>

The individual entities' reconciliations, which are prepared on the basis of the tax rates applicable in each country while taking consolidation procedures into account, have been summarized in the reconciliation below. The estimated tax charge is reconciled to the effective tax charge disclosed.

The tax on the Group's loss before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated companies as follows:

<i>in € thousand</i>	Year ended December 31,		
	2025	2024	2023
<b>PROFIT/(LOSS) BEFORE TAX</b>	<b>(114,119)</b>	<b>(11,486)</b>	<b>(98,629)</b>
Tax calculated at domestic tax rates applicable to profits in the respective countries	26,212	2,953	23,400
Income not subject to tax (mainly R&D tax credit)	1,517	3,630	190
Expenses not deductible for tax purposes	(4,417)	(3,391)	(1,902)
Deferred tax asset not recognized	(24,977)	(3,896)	(23,360)
Utilization of previously unrecognized tax losses	246	172	(1,593)
Income tax credit/withholding tax/other adjustments	258	168	553
Effect of change in applicable tax rate	(12)	(34)	(160)
Exchange differences	7	(244)	(25)
Income tax of prior years	93	(119)	98
Minimum income tax	(1)	—	(2)
<b>INCOME TAX BENEFIT/(EXPENSE)</b>	<b>(1,073)</b>	<b>(761)</b>	<b>(2,800)</b>
Effective income tax rate	—	—	—

In the year ended December 31, 2025, although the Group operated at a loss overall, there were profitable entities with revenues from the sale of commercialized travel vaccines and from the sale of third-party products.

### 5.10.2 Deferred tax

As at December 31, 2025, the deferred tax assets of €227.6 million (December 31, 2024: €201.4 million) were not recognized as there was not sufficient evidence that adequate taxable profit will be available against which the unused tax losses can be utilized in the foreseeable future. Deferred tax assets were only recognized for entities where sufficient evidence has been provided that adequate taxable profit will be available against which the unused tax losses can be utilized in the foreseeable future.

As at December 31, 2025, the Group had tax losses carried forward of €899.6 million (December 31, 2024: €843.6 million), of which €308.3 million related to Valneva SE (December 31, 2024: €307.3 million), €576.5 million related to Valneva Austria GmbH (December 31, 2024: €516.0 million), €11.6 million related to Valneva Sweden AB (December 31, 2024: €9.2 million), €0.9 million related to Vaccines Holdings Sweden AB (December 31, 2024: €0.8 million) and €2.3 million related to Valneva USA, Inc. (December 31, 2024: zero)

Tax losses carried forward in France, Austria, the United Kingdom, Sweden, and U.S. have no expiry date. The Group is assessing on a regular basis the effective capacity to use these tax losses carried forward. They may be used or maintained dependent on potential changes to the corporate footprint and future profitability.



The gross movement on the deferred income tax account was as follows:

<i>in € thousand</i>	Year ended December 31,		
	2025	2024	2023
<b>BEGINNING OF THE YEAR</b>	<b>5,443</b>	<b>2,954</b>	<b>4,943</b>
Exchange differences	(836)	536	(294)
Income statement charge / (credit)	(664)	1,953	(1,695)
<b>END OF THE YEAR</b>	<b>3,943</b>	<b>5,443</b>	<b>2,954</b>

The deferred tax assets and liabilities are allocable to the various balance sheet items as follows:

<i>in € thousand</i>	Year ended December 31,		
	2025	2024	2023
<b>DEFERRED TAX ASSET FROM</b>			
Tax losses carried forward	212,876	200,153	207,858
Fixed assets	1,339	1,444	1,765
Inventory	3,567	7,325	4,388
Borrowings and accrued interest	20,824	9,909	4,722
Provision	1,793	1,564	1,501
Other items	861	318	217
Non-recognition of deferred tax assets	(227,620)	(201,356)	(204,529)
<b>TOTAL DEFERRED TAX ASSETS</b>	<b>13,639</b>	<b>19,357</b>	<b>15,921</b>
<b>DEFERRED TAX LIABILITY FROM</b>			
Fixed assets	(4,522)	(6,963)	(6,364)
Intangible assets	(3,793)	(5,517)	(5,157)
Other items	(1,382)	(1,435)	(1,446)
<b>TOTAL DEFERRED TAX LIABILITY</b>	<b>(9,697)</b>	<b>(13,915)</b>	<b>(12,967)</b>
<b>DEFERRED TAX, NET</b>	<b>3,943</b>	<b>5,443</b>	<b>2,954</b>

The corporate income tax rates remained stable across jurisdictions, with the exception of in U.S., where the corporate income tax rate decreased from 27.72% in 2024 to 27.64% in 2025. The deferred tax assets and liabilities presented above as at December 31, 2025 and December 31, 2024 have been adjusted for this change in the tax rate.

## 5.11 Earnings (Losses) per share

### Basic

Basic earnings (losses) per share are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of outstanding shares during the year, excluding shares purchased by the Company and held as treasury shares (see Notes 5.22 and 5.23).

	Year ended December 31		
	2025	2024	2023
Net profit (loss) from continuing operations attributable to equity holders of the Company ( <i>in € thousand</i> )	(115,192)	(12,247)	(101,429)
Weighted average number of outstanding shares	168,179,263	145,705,876	138,624,381
<b>BASIC EARNINGS (LOSSES) FROM CONTINUING OPERATIONS PER SHARE (€ PER SHARE)</b>	<b>(0.68)</b>	<b>(0.08)</b>	<b>(0.73)</b>

### Diluted

Diluted earnings per share are calculated by adjusting the weighted average number of ordinary outstanding shares to assume conversion of all dilutive potential ordinary shares. The Company has share options as dilutive potential ordinary shares. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value



of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

	Year ended December 31		
	2025	2024	2023
Profit used to determine diluted earnings per share (in € thousand)	(115,192)	(12,247)	(101,429)
Weighted average number of outstanding shares for diluted earnings (losses) per share <sup>(1)</sup>	168,179,263	145,705,876	138,624,381
<b>DILUTED EARNINGS/(LOSSES) FROM CONTINUING OPERATIONS PER SHARE (€ PER SHARE)</b>	<b>(0.68)</b>	<b>(0.08)</b>	<b>(0.73)</b>

<sup>(1)</sup> Potentially dilutive securities (2025: 4,704,464 share options; 2024: 1,627,520 share options, 2023: 2,861,904) have been excluded from the computation of diluted weighted-average shares outstanding, because such securities had an antidilutive impact due to the losses reported.

## 5.12 Intangible assets

### Computer software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and implement the specific software. These costs are amortized on a straight-line basis over their estimated useful lives, which is generally between three to six years.

Costs associated with developing or maintaining computer software programs are recognized as expenses when they were incurred.

The costs of computer software subject to a software as a service agreement (SaaS) are recognized as expenses when they are incurred.

### Acquired research and development technology and projects

Acquired research and development technology projects are capitalized. In case of a purchase with variable payments for an intangible asset, Valneva applies the cost accumulation method. Each component of the agreement such as up-front payments, development milestone payments, and sales milestone payment are considered and assessed separately to determine if they meet the capitalization criteria. Valneva chooses to apply the cost accumulation approach for the capitalization of variable or contingent payments and does not estimate and record a liability at the acquisition date.

Amortization of the intangible asset over its useful life starts when the product has been fully developed and is ready for use. These costs are amortized on a straight-line basis over their useful lives. This useful life is determined on a case-by-case basis according to the nature and characteristics of the items included under this heading. The main current acquired research and development technology project is amortized over periods of 24 years, which is based on the patent life and technological replacement of a newer vaccine generation.

### Development costs

Research expenses are recognized as expenses when incurred. Development expenses incurred on clinical projects (related to the design and testing of new or significantly improved products) are recognized as intangible assets when the following criteria have been fulfilled:

- it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- management intends to complete the intangible asset and to utilize or sell it;
- there is an ability to utilize or sell the intangible asset;
- it can be demonstrated how the intangible asset will generate probable future economic benefits;
- adequate technical, financial, and/or other resources to complete the development and to utilize or sell the intangible asset are available; and
- the expenditure attributable to the intangible asset during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognized as expenses when they are incurred. Development costs previously recognized as an expense are not recognized as an asset in a subsequent period. Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is ready for use on a straight-line basis over its useful life, generally 10 - 15 years. In 2025 and 2024, no development costs were capitalized.

### Amortization

Amortization of intangible assets is calculated using the straight-line method to allocate their cost amounts to their residual values over their estimated useful lives, as follows:

- Software 3 - 6 years
- Acquired R&D technology and projects 1 - 24 years
- Development costs 1 - 15 years

The useful life is determined on a case-by-case basis according to the nature and characteristics of the items included under this heading. The main current acquired research and development technology project is amortized over periods



of 24 years (with a remaining useful life period of 7 years) which is based on estimated period where Valneva benefits from the patent.

<i>in € thousand</i>	Software	Acquired R&D technology and projects	Development costs	Intangible assets in the course of construction	Total
<b>YEAR ENDED DECEMBER 31, 2025</b>					
Opening net book value	205	23,948	1,104	—	25,258
Additions	61	—	—	—	61
Amortization charge	(82)	(2,685)	(137)	—	(2,904)
Impairment charge	(3)	—	—	—	(3)
Exchange rate differences	4	(58)	(10)	—	(64)
<b>CLOSING NET BOOK VALUE</b>	<b>186</b>	<b>21,206</b>	<b>957</b>	<b>—</b>	<b>22,349</b>
<b>AS AT DECEMBER 31, 2025</b>					
Cost	5,861	83,012	7,313	—	96,187
Accumulated amortization and impairment	(5,676)	(61,806)	(6,356)	—	(73,838)
<b>CLOSING NET BOOK VALUE</b>	<b>186</b>	<b>21,206</b>	<b>957</b>	<b>—</b>	<b>22,349</b>

<i>in € thousand</i>	Software	Acquired R&D technology and projects	Development costs	Intangible assets in the course of construction	Total
<b>YEAR ENDED DECEMBER 31, 2024</b>					
Opening net book value	255	24,073	1,239	—	25,567
Additions	79	2,500	—	—	2,579
Amortization charge	(126)	(2,687)	(145)	—	(2,958)
Impairment charge	—	—	—	—	—
Exchange rate differences	(2)	62	11	—	71
<b>CLOSING NET BOOK VALUE</b>	<b>205</b>	<b>23,948</b>	<b>1,104</b>	<b>—</b>	<b>25,258</b>
<b>AS AT DECEMBER 31, 2024</b>					
Cost	5,823	83,349	7,345	—	96,516
Accumulated amortization and impairment	(5,618)	(59,400)	(6,240)	—	(71,258)
<b>CLOSING NET BOOK VALUE</b>	<b>205</b>	<b>23,948</b>	<b>1,104</b>	<b>—</b>	<b>25,258</b>

As at December 31, 2025, significant intangible assets with finite useful lives (included in acquired R&D technology and projects as well as in development costs) consist primarily of the already commercialized vaccine against Japanese encephalitis (IXIARO) with acquisition costs amounting to €78.8 million (December 31, 2024: €79.1 million) and a net book value of €19.4 million (December 31, 2024: €22.3 million).

In 2024, acquired research and development increased by €2.5 million when the Group entered into a strategic partnership with LimmaTech Biologics to accelerate the development of the world's most clinically advanced Shigella vaccine candidate.

For impairment tests, please see Note 5.15.

### 5.13 Leases (right of use assets)

The Group leases various premises, equipment, and vehicles. Rental contracts are typically made for fixed periods ranging from a few months to five years. The rental contracts for the premises in Sweden (10 and 15 years) include a significantly longer fixed period. Generally, the rental contracts do not include an option for early termination or prolongation of the rental period. The rental contracts for the premises in Sweden include options to terminate the agreements earlier. The notice periods in these contracts are between one and six years. At the commencement date, it was not reasonably certain that these early termination options were to be exercised, so they were not included in the valuation of the lease liabilities and right of use assets. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, which is generally the case for leases in the Group, the Group uses its incremental borrowing rate. The incremental borrowing rate depends on the term, currency, and start date of the lease and is determined based on a series of inputs including: the risk-free rate



based on government bond rates, a country-specific risk adjustment, a credit risk adjustment based on bond yields, and an entity-specific adjustment when the risk profile of the entity that enters into the lease is different than that of the Group and the lease does not benefit from a guarantee from the Group. Valneva uses incremental borrowing rates between 1.046% and 7.000%, depending on the currency and the remaining term until maturity. For the rental contracts for the premises in Sweden interest rates of 2.493% and 3.401% were determined.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset. This includes also the major contracts for the premises in Sweden, which contain variable payments based on inflation rates or on published interest rates.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets (below €10,000) are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less and for which there is no option for the lessee to prolong the contract to more than 12 months or there is no reasonable certainty that such an option will be exercised. Low-value assets comprise mainly IT equipment and small items of office furniture.

The Group does not have residual value guarantees in the rental contracts.

### 5.13.1 Development of right-of-use assets

<i>in € thousand</i>	Land, buildings and leasehold improvements	Manufacturing and laboratory equipment	Furniture, fittings and other	Total assets
<b>YEAR ENDED DECEMBER 31, 2025</b>				
Opening net book value	18,932	—	300	19,232
Additions	12	78	280	369
Amortization	(1,725)	(8)	(186)	(1,919)
Impairment charge	—	—	—	—
Revaluation due to variable payments	58	—	(2)	56
Termination of contracts	—	(71)	(26)	(97)
Exchange rate differences	916	2	(2)	916
<b>CLOSING NET BOOK VALUE</b>	<b>18,193</b>	<b>—</b>	<b>365</b>	<b>18,558</b>

<i>in € thousand</i>	Land, buildings and leasehold improvements	Manufacturing and laboratory equipment	Furniture, fittings and other	Total assets
<b>YEAR ENDED DECEMBER 31, 2024</b>				
Opening net book value	20,141	—	251	20,392
Additions	38	—	199	237
Amortization	(1,788)	—	(135)	(1,923)
Impairment charge	980	—	—	980
Revaluation due to variable payments	1,404	—	—	1,404
Termination of contracts	(1,246)	—	(12)	(1,258)
Exchange rate differences	(596)	—	(3)	(599)
<b>CLOSING NET BOOK VALUE</b>	<b>18,932</b>	<b>—</b>	<b>300</b>	<b>19,232</b>

In the year ended December 31, 2025, right of use assets decreased from €19.2 million to €18.6 million, mainly due to amortizations.

The largest remaining active lease contract is for the building in Solna, Sweden, which has a book value of €14.8 million as at December 31, 2025 (December 31, 2024: €15.2 million).

For details on lease liabilities, see Note 5.27. For details on the impairment testing, see Note 5.15.



### 5.13.2 Other amounts recognized in the consolidated income statement

Expense relating to short-term leases and leases of low-value assets as well as expenses relating to termination of lease contracts have not been material in 2025 and 2024. There have been no substantive revaluations recognized to the income statement in 2025 and 2024.

## 5.14 Property, plant and equipment

Property, plant and equipment mainly comprise a manufacturing facility and leasehold improvements in rented office and laboratory space. All Property, plant and equipment are stated at historical cost less depreciation and less impairment losses when necessary. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or are recognized as a separate asset, only when it is probable that future economic benefits associated with the item will flow to the Group and that the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they incur.

Property, plant and equipment include machinery, for which validation is required to bring the asset to its working condition. The costs of such validation activities are capitalized together with the cost of the asset. Validation costs beyond the normal validation costs, which are usually required to bring an asset to its working condition, are expensed immediately. The usual validation costs are capitalized on the asset and depreciated over the remaining life of the asset or the shorter period until the next validation is usually required.

Depreciation of assets is calculated using the straight-line method to allocate their cost amounts to their residual values over their estimated useful lives, as follows:

- Buildings, leasehold improvements 5 - 40 years
- Machinery, laboratory equipment 1 - 15 years
- Furniture, fittings and office equipment 4 - 10 years
- Hardware 3 - 5 years

Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is immediately written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement "other income and expenses, net" (see Note 5.8).

<i>in € thousand</i>	Land, buildings and leasehold improvements	Manufacturing and laboratory equipment	Computer hardware	Furniture, fittings and other	Assets in the course of construction	Total
<b>YEAR ENDED DECEMBER 31, 2025</b>						
Opening net book value	104,678	29,056	1,155	477	3,518	138,883
Additions	1,897	2,489	317	56	(2,526)	2,232
Depreciation charge	(9,736)	(6,548)	(477)	(166)	—	(16,927)
Impairment charge/reversal	1,904	(629)	—	(16)	—	1,258
Disposals	(2,077)	(611)	(19)	(4)	—	(2,711)
Exchange rate differences	(3,296)	22	(10)	(19)	41	(3,262)
<b>CLOSING NET BOOK VALUE</b>	<b>93,369</b>	<b>23,778</b>	<b>966</b>	<b>328</b>	<b>1,032</b>	<b>119,474</b>
<b>AS AT DECEMBER 31, 2025</b>						
Cost	147,409	75,889	3,570	1,465	1,032	229,365
Accumulated depreciation and impairment	(54,040)	(52,111)	(2,604)	(1,137)	—	(109,891)
<b>CLOSING NET BOOK VALUE</b>	<b>93,369</b>	<b>23,778</b>	<b>966</b>	<b>328</b>	<b>1,032</b>	<b>119,474</b>



<i>in € thousand</i>	Land, buildings and leasehold improvements	Manufacturing and laboratory equipment	Computer hardware	Furniture, fittings and other	Assets in the course of construction	Total
<b>YEAR ENDED DECEMBER 31, 2024</b>						
Opening net book value	99,100	31,761	1,053	560	3,724	136,198
Additions	10,356	3,720	569	68	(292)	14,421
Depreciation charge	(7,828)	(6,248)	(467)	(161)	—	(14,705)
Impairment charge/reversal	—	322	—	—	—	322
Disposals	(102)	(800)	(20)	(11)	—	(932)
Exchange rate differences	3,151	302	20	21	86	3,579
<b>CLOSING NET BOOK VALUE</b>	<b>104,678</b>	<b>29,056</b>	<b>1,155</b>	<b>477</b>	<b>3,518</b>	<b>138,883</b>
<b>AS AT DECEMBER 31, 2024</b>						
Cost	151,034	74,445	3,542	1,512	3,518	234,051
Accumulated depreciation and impairment	(46,357)	(45,389)	(2,386)	(1,035)	—	(95,167)
<b>CLOSING NET BOOK VALUE</b>	<b>104,678</b>	<b>29,056</b>	<b>1,155</b>	<b>477</b>	<b>3,518</b>	<b>138,883</b>

The additions in 2025 were primarily from the manufacturing and laboratory equipment, for the sites in Austria and Sweden as well as from the Almeida facility in Livingston, in 2024 the additions were primarily related to the Almeida facility in Livingston.

The depreciation charges for the fiscal year were conducted in accordance with standard practices, and present a slight increase in 2025 compared to 2024, reflecting the investment patterns of prior years.

From the total of €22.6 million (2024: €19.6 million) of depreciation, amortization and impairment expenses, €17.3 million (2024: €12.0 million) were charged to cost of goods and services, €3.9 million (2024: €6.3 million) were charged to research and development expenses, €0.5 million (2024: €0.7 million) were charged to marketing and distribution expenses and €0.4 million (2024: €0.4 million) were charged to general and administrative expenses.

### Non-current operating assets by region

Non-current operating assets for this purpose consist of intangible assets, right of use assets and property, plant and equipment. The main non-current operating assets are allocated to sites where production and research and development activities take place. Sales activities by distribution sites do not require major non-current operating assets. Revenues by region (see Note 5.5) are structured according to the location of the final customer. In some countries there are customers, but no assets.

<i>in € thousand</i>	Year ended December 31,	
	2025	2024
United Kingdom	75,914	93,309
Austria	44,983	48,533
Nordics	35,741	36,264
France	3,106	4,350
United States	506	781
Canada	130	138
<b>NON-CURRENT ASSETS</b>	<b>160,380</b>	<b>183,373</b>

*Nordics includes Finland, Denmark, Norway and Sweden and Rest of World includes India, Israel, Australia, Peru, Japan, Brazil and New Zealand.*

## 5.15 Impairment testing

At the end of each reporting period Valneva assesses whether there is any indication that an asset may be impaired. Indicators for the necessity of an impairment test are, among others, actual or expected declines in sales or margins and significant changes in the economic environment with an adverse effect on Valneva's business. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less selling costs and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or CGUs). The cash-generating units correspond with the specific vaccine products and vaccine candidates. Non-financial assets, other than goodwill, that suffered impairment are reviewed for possible reversal of the impairment at each reporting date. Following the completion of the transfer of manufacturing activities for both IXIARO and IXCHIQ into the Almeida facility in Scotland, a re-assessment of Valneva's CGUs was performed, resulting in a combination of these two products into one CGU.

An assessment of impairment indicators performed for the year ended December 31, 2025 resulted in impairment indicators identified for the IXIARO / IXCHIQ CGU and no impairment indicators for DUKORAL and Shigella CGU's.



No material impairment reversal was booked in the years ended December 31, 2025 and December 31, 2024.

### IXIARO / IXCHIQ

For the first three quarters of 2025 IXIARO and IXCHIQ were considered separate CGUs. The completion of transfer activities for IXCHIQ into the new Almeida manufacturing facility in Scotland in the fourth quarter of 2025 triggered a re-assessment of the company's CGUs resulting in a combination of the previously separate CGU's into one combined CGU IXIARO / IXCHIQ.

Following the identification of impairment indicators for the combined IXIARO / IXCHIQ CGU, related to changes in the utilization of the Group's manufacturing assets as well as the termination of the drug substance supply agreement with Serum Institute of India (SII), an impairment test was performed as at December 31, 2025. Existing uncertainties were considered by assigning probabilities to different IXCHIQ revenue scenarios prepared. The impairment testing did not result in any impairment requirement as the recoverable amount for the CGU was considerably higher than the carrying value of its assets.

Further, the impairment test for the CGUs of IXIARO and IXCHIQ, which were for 2024 treated as separate CGUs, did not result in any impairment for the year ended December 31, 2024.

### DUKORAL

Following an increase in the risk-free rate that constituted an indicator of impairment, the Group conducted an impairment assessment of the DUKORAL CGU as at September 30, 2025. The analysis concluded that the CGU's recoverable amount exceeded the carrying amount of the underlying assets, and accordingly no impairment charge was recognised.

As at December 31, 2025, no further impairment indicators arose during the remainder of the reporting period; consequently, no additional impairment testing was required at year-end.

The impairment testing on DUKORAL for the year ended December 31, 2024 did not result in any impairment charges.

### Shigella

An assessment of impairment indicators was performed for the year ended December 31, 2025 resulting in no impairment indicators identified. An annual impairment test was performed, which did not result in any impairment requirements as the value in use for the CGU was considerably higher than the book value of its assets.

## Sensitivity to changes in assumptions

The net present value calculations are based upon assumptions regarding market size, expected sales volumes resulting in sales value expectations, expected royalty income or expected milestone payments. The net present value calculations are most sensitive to the following assumptions:

- discount rate
- reduction of expected revenues

The following table shows these parameters and their sensitivity to the overall result in case of described changes:

<i>in € thousand (except ratios)</i>	IXIARO	DUKORAL	IXCHIQ	Shigella	IXIARO / IXCHIQ
<b>WEIGHTED AVERAGE COST OF CAPITAL (WACC)</b>					
<b>2025</b>	— %	7.44 %	— %	13.00 %	8.12 %
<b>2024</b>	— %	— %	8.79 %	— %	— %
<b>BREAK-EVEN WACC</b>					
<b>2025</b>	— %	9.32 %	— %	16.59 %	21.14 %
<b>2024</b>	— %	— %	27.04 %	— %	— %
<b>IMPAIRMENT IF WACC INCREASES BY 1% (in € thousand)</b>					
<b>2025</b>	—	NO	—	NO	NO
<b>2024</b>	—	—	NO	—	—

As of December 31, 2025, the value in use of the DUKORAL and IXIARO/IXCHIQ CGUs would equal their carrying amount if the product revenues decrease by 1.50% and 13.00% respectively, compared to the Group's projections assuming all costs to remain unchanged.

## 5.16 Financial instruments

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at each balance sheet date.



The valuation techniques utilized for measuring the fair values of assets and liabilities are based on observable and unobservable inputs. Observable inputs reflect readily obtainable data from independent sources, while unobservable inputs reflect management's market assumptions.

The fair value of instruments that are quoted in active markets are determined using the quoted prices where they represent those at which regularly and recently occurring transactions take place. Furthermore, the Group uses valuation techniques to establish the fair value of instruments where prices, quoted in active markets, are not available.

### 5.16.1 Financial instruments by category

The Group has materially only short-term assets and all of the financial instruments are categorized as assets at amortized costs. Financial instruments can be found in the following positions within the assets:

in € thousand	Year ended December 31	
	2025	2024
<b>FINANCIAL INSTRUMENTS IN ASSETS</b>		
Trade receivables	27,813	35,205
Other assets <sup>(1)</sup>	356	1,256
Cash and cash equivalents	109,650	168,271
<b>TOTAL ASSETS</b>	<b>137,819</b>	<b>204,731</b>

(1) Prepayments and tax receivables and other non-financial assets are excluded from the other assets balance, as this analysis is required only for financial instruments.

The Group has only financial instruments which are categorized as liabilities at amortized costs. Financial instruments can be found in the following positions within the liabilities:

in € thousand	Year ended December 31	
	2025	2024
<b>FINANCIAL INSTRUMENTS IN LIABILITIES</b>		
Borrowings	179,167	187,373
Trade payables and accruals	24,540	35,522
Tax and employee-related liabilities <sup>(1)</sup>	12,642	13,107
Lease liabilities	28,082	28,941
Refund liabilities	17,498	26,141
Other liabilities <sup>(2)</sup>	7	79
<b>TOTAL LIABILITIES</b>	<b>261,936</b>	<b>291,163</b>

(1) Social security and other tax payables are excluded from the tax and employee-related liabilities balance, as this analysis is required only for financial instruments.

(2) Deferred income is excluded from the other liabilities balance, as this analysis is required only for financial instruments.

### 5.16.2 Fair value measurements

As at December 31, 2025 and December 31, 2024, the Group did not have assets and liabilities measured through profit and loss. In both periods, the Group also did not subscribe to any foreign currency options nor foreign currency forwards. Due to the short-term nature of its financial instruments fair valuation has no effect on the financial position.

### 5.16.3 Foreign currency sensitivity analysis

The following table details the Group's sensitivity of financial instruments to a 10% increase and decrease in currency units against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the currency of the lender or the borrower. A positive number below indicates an increase in pre-tax profit or a reduction in pre-tax loss.



With all other variables held constant, the impact from changes in exchange rates on the pre-tax result would be as follows:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
USD/EUR +10%	(15,084)	(16,973)
USD/EUR -10%	18,435	20,745
GBP/EUR +10%	5,549	8,525
GBP/EUR -10%	(6,782)	(10,420)
SEK/EUR +10%	(5,919)	(5,725)
SEK/EUR -10%	7,234	6,998
CAD/EUR +10%	4,344	3,178
CAD/EUR -10%	(5,309)	(3,884)

The effect in the USD/EUR relationship is mostly due to borrowings denominated in USD while the cash and working capital is predominantly on a EUR basis. The Group has not used any hedging instruments to reduce the impact of foreign exchange rate changes.

#### 5.16.4 Credit quality of financial assets

The credit quality of financial assets that are not impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates as follows:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
<b>TRADE RECEIVABLES</b>		
Receivables from governmental institutions (AAA-country)	377	–
Receivables from governmental institutions (AA-country)	7,025	5,202
Receivables from counterparties with credit rating A	13,203	3,184
Receivables from counterparties without external credit rating or rating below A	7,128	26,744
Contract assets from counterparties with credit rating A	–	–
Contract assets from counterparties without external credit rating or rating below A	80	75
<b>TRADE RECEIVABLES</b>	<b>27,813</b>	<b>35,205</b>
<b>OTHER ASSETS</b>		
Counterparties without external credit rating or rating below A	356	1,256
<b>OTHER ASSETS</b>	<b>356</b>	<b>1,256</b>
<b>CASH AND CASH EQUIVALENTS</b>		
Counterparties with external credit rating or rating AA	5,342	8,921
Counterparties with external credit rating or rating A	104,308	156,135
Counterparties without external credit rating or rating below A	–	3,214
<b>CASH AND CASH EQUIVALENTS</b>	<b>109,650</b>	<b>168,271</b>

The rating information refers to long-term credit ratings as published by Standard & Poor's or another rating organization (equivalent to the Standard & Poor's rating).

The maximum exposure to credit risk at the reporting date is the fair value of the financial assets.

#### 5.16.5 Impairment of financial assets

##### Trade receivables

According to IFRS 9.5.5.15, the simplified approach (measuring the loss allowance at an amount equal to lifetime expected credit losses) has to be used for trade receivables, which do not contain a significant financing component. This is the case for the Group, as all trade receivables are short-term with a maturity lasting less than 12 months.

Loss allowances have to be established for each trade receivable based on the expected credit losses. Accordingly, at the end of each reporting period, trade receivables were adjusted through a loss allowance in accordance with the revised expected outcome.

According to IFRS 9.5.5.17, default probabilities should be determined on the basis of historical data but must be adjusted on the balance sheet date on the basis of up-to-date information and forward looking information. The analysis of the historical data and forward looking information showed as at December 31, 2025 and December 31, 2024 that losses incurred were immaterial, taking further into account the limited number of customers as well as credit checks



mentioned in Note 5.2.5. Therefore, loss allowance was considered immaterial as at December 31, 2025 and December 31, 2024.

### Other assets and cash and cash equivalents

Historically, no losses have been incurred on other assets measured at amortized costs and on cash and cash equivalents. As at December 31, 2025 and December 31, 2024, the expected credit loss was calculated using the cumulative expected default rate based on the counterparties' ratings and was immaterial.

## 5.17 Inventories

Inventories are stated at the lower of cost and net realizable value. The cost of finished goods and work in progress comprises raw materials, direct labor, other direct costs, and related production overheads (based on normal operating capacity) at standard costs. The variances between the actual costs and the standard costs are calculated monthly and allocated to the inventory, so there is no difference between actual cost of manufacture and the value of inventory. Costs arising from idle capacity or abnormally low production levels are not included in inventory and are recognized in profit or loss as cost of goods in the period incurred. Inventories exclude borrowing costs. Provisions for batches which fail to meet quality requirements and may not be sold (failed batches) are deducted from the value of inventories.

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Raw materials	25,848	28,086
Work in progress	48,095	36,832
Finished goods	20,206	19,493
Purchased goods (third party products)	545	4,762
<b>GROSS AMOUNT OF INVENTORIES BEFORE WRITE-DOWN</b>	<b>94,693</b>	<b>89,173</b>
Less: write-down provision	(44,462)	(35,510)
<b>INVENTORIES</b>	<b>50,232</b>	<b>53,663</b>

As of December 31, 2025, the increase in gross amounts of inventories before write-down primarily related to an increase in the work in progress and finished goods, namely for, IXCHIQ and DUKORAL. The increase was partially offset by a decrease in raw materials and purchased goods from third parties. The total write-down provision on inventory amounted to €44.5 million as of December 31, 2025 (December 31, 2024: €35.5 million).

All raw materials and work in progress related to COVID-19 vaccine, VLA2001, that could not be repurposed and used for other products were written down during prior years. No change was recorded relating to the write-down provision of COVID-19 vaccine, in 2025.

Write-down provisions related to the inventory categories as follows:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Raw materials	18,855	21,728
Work in progress	21,478	12,600
Finished goods	4,089	591
Purchased goods (third party products)	40	591
<b>TOTAL WRITE-DOWN PROVISION</b>	<b>44,462</b>	<b>35,510</b>

As at December 31, 2025, €17.2 million in write-down provisions were attributable to raw-material related to the VLA2001 COVID vaccine (December 31, 2024: €17.2 million).

As at December 31, 2025, the remaining write-down provision of €23.2 million in raw materials and work in progress is based on factors including sales volumes and market demand, related to Valneva's commercialized vaccine IXCHIQ (December 31, 2024: €17.2 million).

As at December 31, 2025, the write-down provision for finished goods for Valneva's commercialized vaccines IXIARO IXCHIQ and DUKORAL vaccines based on sales expectations and shelf life of the products amounted to €4.1 million (December 31, 2024: €0.6 million). The increase is primarily driven by the IXCHIQ write-down following the FDA license suspension, as well as the write down of IXCHIQ inventory with a remaining shelf life of less than six months.

The provision for third-party products decreased from €0.6 million at December 31, 2024 to zero at December 31, 2025, mainly due to the decrease of the quantity linked to the Company's decision to discontinue sale of these products.

### IXCHIQ

The increase in the inventory write-down as of December 31, 2025 primarily relates to IXCHIQ. The termination of the license agreement with Serum Institute of India (SII) led to a reassessment of the inventory consumption. Furthermore the suspension of the license in the United States during 2025 resulted in lower sales and reduced expected short-term demand. Accordingly, the Group recorded a write-down based on revised forecast market demand and sales



expectations, taking into account the volume of work in progress, estimated dose yield, current shelf life, potential shelf-life extension by 12 months through the freezing process, expected orders from Butantan and other partners, and forecast sales over the next five years. These forecasts incorporate a significant expected increase in annual sales volumes compared to 2025. Any further write-downs relating to IXCHIQ will depend on future forecast developments and market conditions.

IXCHIQ related inventory only <i>in € thousand</i>	Year ended December 31	
	2025	2024
Raw materials	3,392	3,509
Work in progress	23,351	11,918
Finished goods	3,558	1,746
Purchased goods (third party products)	—	—
<b>GROSS AMOUNT OF INVENTORIES BEFORE WRITE-DOWN</b>	<b>30,301</b>	<b>17,173</b>
Less: write-down provision	(21,557)	(7,148)
<b>INVENTORIES IXCHIQ</b>	<b>8,744</b>	<b>10,024</b>

## 5.18 Trade receivables

Trade receivables are initially recognized at fair value. The carrying amount of trade receivables is reduced through an allowance for doubtful account. When a trade receivable is considered uncollectible, it is written off against this allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in the profit or loss.

Trade receivables include the following:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Trade receivables	27,785	35,182
Contract assets	80	75
Less: loss allowance of receivables	(52)	(52)
<b>TRADE RECEIVABLES, NET</b>	<b>27,813</b>	<b>35,205</b>

In 2025 and 2024, no material impairment losses were recognized. As at December 31, 2025, the amount of trade receivables and contract assets past due (which is defined as being more than 30 days late) reached €1.5 million (December 31, 2024: €2.0 million). As at December 31, 2025, trade receivables past due included €0.8 million from a distributor in Canada and an amount of €0.5 million from a distributor in France. As of December 31, 2024, an amount of €1.1 million came from a distributor in Canada and an amount of €0.3 million referred to a customer in Austria. Both were settled in the course of 2025 and led to the decrease in the outstanding amount.

As at December 31, 2025, trade receivables included €27.8 million (December 31, 2024: €35.2 million) of receivables from contracts with customers. The decrease by €7.4 million compared to December 31, 2024 is primarily due to the timing of sales and improved cash collections.

Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.



## 5.19 Other assets

Other assets include the following:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
R&D tax credit receivables	28,804	31,208
Advance payments	311	399
Tax receivables	3,417	3,686
Prepaid expenses	5,392	8,878
Contract costs	3,710	3,710
Consumables and supplies on stock	417	767
Miscellaneous current assets	28	11
<b>OTHER NON-FINANCIAL ASSETS</b>	<b>42,080</b>	<b>48,659</b>
Deposits	181	198
Miscellaneous financial assets	176	1,058
<b>OTHER FINANCIAL ASSETS</b>	<b>356</b>	<b>1,256</b>
<b>OTHER ASSETS</b>	<b>42,436</b>	<b>49,915</b>
Less non-current portion	7,590	8,041
<b>CURRENT PORTION</b>	<b>34,846</b>	<b>41,874</b>

Due to the short term nature of the financial instruments included in other assets, their carrying amount is considered to be the same as their fair value.

The "R&D tax credit receivables" mainly relate to the research and development tax credit in Austria, and France. The decrease is due to a €5.1 million payment received for the Scottish R&D tax credit in March 2025.

As at December 31, 2024 the miscellaneous financial assets mainly related to the grant awarded by Scottish Enterprise for which the payment was received in 2025. For more information see Note 5.8.1.

## 5.20 Cash and cash equivalents

Cash includes cash at bank, cash in hand, and deposits held at call with banks. Cash equivalents include short-term bank deposits and medium-term investments with a maximum maturity of three months that can be assigned or sold on very short notice and are subject to insignificant risk of changes in value in response to fluctuations in interest rates.

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Cash in hand	–	1
Cash at bank	109,650	168,269
<b>CASH AND CASH EQUIVALENTS</b>	<b>109,650</b>	<b>168,271</b>

As at December 31, 2025, and December 31, 2024, the Group had no restricted cash. In 2025, the decrease in cash and cash equivalents was due to usage for operative activities.

## 5.21 Assets classified as held for sale

As at December 31, 2025 and December 31, 2024, no assets were classified as held for sale and no transactions involving the reclassification of assets into this category occurred during the current financial year. This status reflects the fact that all assets continue to be used in the Group's operations and that, at the date of preparation of the financial statements, no disposal is anticipated that would meet the criteria for reclassification as held for sale.

## 5.22 Equity



### 5.22.1 Share capital and share premium

The ordinary shares and convertible preferred shares are classified as equity.

<i>Number of shares</i>	Year ended December 31	
	2025	2024
Ordinary shares issued (€0.15 par value per share)	173,539,745	162,521,524
<b>TOTAL SHARES ISSUED</b>	<b>173,539,745</b>	<b>162,521,524</b>
Less Treasury shares	(124,322)	(124,322)
<b>OUTSTANDING SHARES</b>	<b>173,415,423</b>	<b>162,397,202</b>

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, if any, from the proceeds.

When the Company purchases its own equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes, if any) is deducted from equity attributable to the Company's equity holders until the shares are cancelled, reissued or otherwise disposed of. In cases where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and related income tax effects is included in equity attributable to the Company's equity holders.

The profit or loss for the year is fully included in net result, while other comprehensive income solely affects retained earnings and other reserves.

The following table shows the development of the number of outstanding shares:

<i>Number of shares</i>	Year ended December 31	
	2025	2024
<b>OUTSTANDING AS AT JANUARY 1</b>	<b>162,397,202</b>	<b>138,787,820</b>
Share-based compensation exercises	1,684,889	609,382
Capital Increase	9,333,332	23,000,000
<b>OUTSTANDING AT YEAR END</b>	<b>173,415,423</b>	<b>162,397,202</b>

The Company has issued stock options to employees under various employee stock option plans (ESOPs) established in the last 10 years. For details, please refer to Note 5.23.

During 2025 the Company increased its capital by a total of 9,333,332 new ordinary shares having a nominal value of €0.15 each. 7,666,666 of the new ordinary shares were issued at a price of €2.74 and an additional 1,666,666 ordinary shares at a price of €3.86. Aggregate gross proceeds of the capital increase, before deducting underwriting commissions and expenses payable by the Company, were €27.4 million. The €1.2 million transaction costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax resulting in a net proceeds of €26.2 million.

#### Conditional and authorized capital

As at December 31, 2025, the Company had 16,002,496 (December 31, 2024: 14,003,064) shares of conditional capital in connection with (see Note 5.23):

- the possible exercise of existing stock options; and
- the possible final grant of existing Free Ordinary Shares.

The Company's shareholders set limits on the maximum aggregate amount of capital increases that may be carried out pursuant to specific resolutions presented to shareholders at the Company's annual Combined General Meeting. At this meeting on June 25, 2025, shareholders approved these limits in resolution 34, which specifies that the maximum aggregate amount of capital increases that may be carried out, with immediate effect or in the future under resolutions 26, 27, 28, 29, 32 and 33 may not exceed €5,018,145, and, for capital increases authorized by resolution 25, €5,175,000. 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.



## 5.22.2 Other reserves

<i>in € thousand</i>	Other regulated reserves	Other comprehensive income	Treasury shares	Capital from Share-based compensation	Other revenue reserves	Total
<b>BALANCE AS AT JANUARY 1, 2025</b>	<b>52,820</b>	<b>(3,151)</b>	<b>(645)</b>	<b>33,696</b>	<b>(9,517)</b>	<b>73,203</b>
Currency translation differences	—	520	—	—	—	520
Defined benefit plan actuarial losses	—	68	—	—	—	68
Share-based compensation expense	—	—	—	9,527	—	9,527
<b>BALANCE AS AT DECEMBER 31, 2025</b>	<b>52,820</b>	<b>(2,563)</b>	<b>(645)</b>	<b>43,224</b>	<b>(9,517)</b>	<b>83,318</b>

<i>in € thousand</i>	Other regulated reserves	Other comprehensive income	Treasury shares	Capital from Share-based compensation	Other revenue reserves	Total
<b>BALANCE AS AT JANUARY 1, 2024</b>	<b>52,820</b>	<b>(1,871)</b>	<b>(645)</b>	<b>24,301</b>	<b>(9,517)</b>	<b>65,088</b>
Currency translation differences	—	(1,329)	—	—	—	(1,329)
Defined benefit plan actuarial gains	—	49	—	—	—	49
Share-based compensation expense	—	—	—	9,395	—	9,395
<b>BALANCE AS AT DECEMBER 31, 2024</b>	<b>52,820</b>	<b>(3,151)</b>	<b>(645)</b>	<b>33,696</b>	<b>(9,517)</b>	<b>73,203</b>

As at December 31, 2025, the other regulated reserves of €52.82 million (December 31, 2024: €52.82 million) fully relate to a non-distributable mandatory legal reserve from the merger with Intercell AG.

The Company did not obtain a dividend from its subsidiaries or pay a dividend to its shareholders in 2025 and 2024.

## 5.23 Share-based compensation

The Company operates various share-based compensation plans, both equity-settled and cash-settled plans. The consolidated statement of profit or loss includes the following expenses arising from share-based payments:

<i>in € thousand</i>	Year ended December 31		
	2025	2024	2023
Stock option plans	7,054	7,894	5,152
Free ordinary shares program	2,473	1,501	1,514
Phantom shares	44	(685)	(390)
<b>SHARE-BASED COMPENSATION EXPENSE / (INCOME)</b>	<b>9,571</b>	<b>8,710</b>	<b>6,276</b>

### 5.23.1 Stock option plans

The fair value of such share-based compensation is recognized as an expense for employee services received in exchange for the grant of the options. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Annually, the Group revises its estimates of the number of options that are expected to become exercisable. It recognizes the impact of the revision of original estimates, if any, in the income statement and makes a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to nominal capital (nominal value) and share premium (amount exceeding nominal value) when the options are exercised.

Beginning in 2013, the Company granted stock options to employees and management pursuant to nine successive plans.

Stock options granted from 2013 to 2017 are exercisable in two equal portions after being held for two and for four years (the vesting periods), while stock options granted from 2019 onwards are exercisable in three equal portions after being held for one year, two years and three years. Stock options granted in 2019 are subject to performance conditions.

All options expire no later than ten years after being granted. Stock options are not transferable or negotiable and unvested options lapse without compensation upon termination of employment with the Group (forfeiture). Stock options granted from 2013 onwards vest with the effectiveness of the takeover of more than 50% of the outstanding voting rights of the Group. As this change of control event was considered remote, it has not been considered in the determination of the vesting period.



Changes in the number of stock options outstanding and their related weighted average exercise prices are as follows:

	2025			2024		
	Number of options	Number of shares available	Average exercise price (in € per share)	Number of options	Number of shares available	Average exercise price (in € per share)
<b>OUTSTANDING AS AT JANUARY 1</b>	<b>12,472,045</b>	<b>12,472,045</b>	<b>3.44</b>	<b>8,550,802</b>	<b>8,550,802</b>	<b>5.02</b>
Granted	1,857,360	1,857,360	2.49	4,957,716	4,957,716	2.62
Expired	(43,655)	(43,655)	3.92	—	—	N/A
Forfeited	(1,433,292)	(1,433,292)	4.14	(1,036,473)	(1,036,473)	4.47
Exercised	(1,326,252)	(1,326,252)	2.86	—	—	N/A
<b>OUTSTANDING AT YEAR END</b>	<b>11,526,206</b>	<b>11,526,206</b>	<b>3.92</b>	<b>12,472,045</b>	<b>12,472,045</b>	<b>3.44</b>
Exercisable at year end	5,950,015	5,950,015	4.79	4,766,957	4,766,957	4.61

In 2025 1,326,252 employee stock options were exercised of which 2,250 were granted from ESOP 2016, 293,956 from ESOP 2017, 589,016 from ESOP 2019 and 441,030 from ESOP 2024).

No employee stock options were exercised in 2024.

Stock options outstanding at the end of the period have the following expiry dates and exercise prices:

Expiry date	Exercise price (in € per share)	Number of options as at December 31, (presentation as number of convertible shares)	
		2025	2024
2025	3.92	0	43,655
2026	2.71	8,500	14,500
2027	2.85	202,375	551,475
2029	3.05	892,400	1,596,166
2032	6.47	2,040,211	2,339,974
2033	5.25	2,633,205	3,005,809
2034	2.62	3,991,655	4,920,466
2035	2.49	1,757,860	—
<b>OUTSTANDING AT YEAR END</b>		<b>11,526,206</b>	<b>12,472,045</b>

During 2025, 1,857,360 stock options were granted (2024: 4,957,716). The weighted average grant date fair value of options granted during 2025 was €1.57 (2024: €1.84). The fair value of the granted options was determined using the Black Scholes valuation model.

The significant inputs into the models were:

	As at Jul 7, 2025
Expected volatility (%), based on historical volatility	75.65 %
Expected vesting period (term in years)	5.50 – 6.50
Risk-free interest rate (%)	1.78% – 1.91%

### 5.23.2 Free ordinary shares

In 2025, the Board of Directors approved a grant of 3,537,321 free ordinary shares to members of the Executive Committee and senior management. These awards are subject to specified performance conditions, in addition to the applicable service conditions.

In 2024, the Company granted 991,643 free ordinary shares to the Executive Committee and senior management, subject solely to service conditions, with no associated performance conditions.

These free share plans are designed to align management interests with those of shareholders and to provide a long-term incentive program for the Company's senior leadership.

The number of free ordinary shares granted was as follows:

Number of free ordinary shares granted	Year ended December 31	
	2025	2024
Executive Committee	2,045,739	572,793
Senior Leadership Group	1,491,582	418,850
<b>FREE ORDINARY SHARES GRANTED</b>	<b>3,537,321</b>	<b>991,643</b>



In accordance with the foregoing, changes in the outstanding free ordinary shares are as follows:

Number of free shares	Year ended December 31	
	2025	2024
<b>OUTSTANDING AS AT JANUARY 1</b>	<b>1,485,019</b>	<b>1,368,630</b>
Granted	3,537,321	991,643
Forfeited	(188,663)	(265,872)
Exercised	(358,637)	(609,382)
<b>OUTSTANDING AT YEAR END</b>	<b>4,475,040</b>	<b>1,485,019</b>
Free ordinary shares subject to performance conditions	3,401,001	—
Free ordinary shares not subject to performance conditions	1,074,039	1,485,019

Subject to the applicable vesting conditions — service conditions for plans prior to 2025, and both service and performance conditions for the 2025 plan — the free shares granted to a participant will vest and be definitively delivered in three tranches. Each tranche will amount to one third of the total individual allocation. If one third is not a whole number, the number of free shares will be rounded down for the first two tranches and rounded up for the third tranche.

The first tranche for the performance based free shares granted in 2025 will vest on July 7, 2027, and the second and the third tranches will vest on July 7, 2028.

Following the vesting of the free shares, no compulsory holding period will apply to the vested shares.

The expense recognized for the free ordinary share plans is measured as the number of shares expected to vest multiplied by the grant-date fair value of those shares. For all plans issued prior to 2025, the grant-date fair value is determined using the grant-date share price. For the 2025 performance free shares plan, which includes market-based performance conditions, the grant-date fair value is determined using a Monte Carlo valuation model.

The 2025 and 2024 plans further provide for accelerated vesting of the free shares in the event of a Change of Control (as defined in the applicable terms & conditions) occurring no earlier than two years after the grant date. For the 2024 plan it is October 22, 2026, and for the 2025 performance free shares plan it is July 7, 2027. As management considered the chance of a Change of Control remote at the grant date, this was not included in the determination of the vesting period.

In addition, the plans provide for the possibility to remain entitled to a prorated number of shares, for any unvested tranche, in case of retirement of a beneficiary before complete vesting. Finally, the terms and conditions applicable to the free share plans state that if a Change of Control takes place before the specified date and section III of Article L. 225-197-1 of the French Commercial Code does not apply, the plan will be canceled and the Company will indemnify the participants for the loss of unvested free shares, subject however to all required shareholder approvals where corporate officers are concerned. The gross amount of this indemnity will be calculated as though such free shares had been vested upon the Change of Control. The conditions and limitations set forth in the applicable terms and conditions of the plan will apply to this calculation, mutatis mutandis.

In accordance with the decisions of the Board of Directors of June 25, 2024 and July 7, 2025, and by application of section II (5<sup>th</sup> paragraph) of Article L. 225-197-1 of the French Commercial Code when applicable, the beneficiaries that are corporate officers, *i.e.* the CEO (*Directeur Général*) and the Associate Managing Officers (*Directeurs Généraux Délégués*), and each of the other members of the Executive Committee should keep not less than 20% of the vested free shares of each tranche until termination of both their Executive Committee membership and (as applicable) their corporate office.

### 5.23.3 Phantom shares

No new phantom shares were granted in 2025 or in 2024.

In 2017, 2019 and 2020, phantom share plans were issued for employees who are U.S. citizens, with the same conditions as the stock option and free ordinary share programs (see Note 5.23.1 and 5.23.2) but which will not be settled in equity, but in cash. Therefore, it is considered as a cash settled plan. The liability for the phantom shares is measured (initially and at the end of each reporting period until settled) at the fair value of the share options rights, by applying an option pricing model taking into account the terms and conditions on which the phantom rights were granted and the extent to which the employees have rendered services to date.

In accordance with the foregoing, changes in the outstanding phantom shares are as follows:

Number of phantom shares	Year ended December 31	
	2025	2024
<b>OUTSTANDING AS AT JANUARY 1</b>	<b>39,500</b>	<b>410,500</b>
Granted	—	—
Forfeited	—	(161,000)
Exercised	(29,500)	(210,000)
<b>OUTSTANDING AT YEAR END</b>	<b>10,000</b>	<b>39,500</b>



The carrying amount of the liability relating to the phantom shares as at December 31, 2025 was €0.0 million (December 31, 2024: €0.0 million). The fair values of the granted options were determined on the balance sheet dates using the Black Scholes valuation model.

Phantom shares outstanding at the end of the period have the following expiry dates and exercise prices:

Expiry date	Exercise price (in € per share)	Number of phantom shares as at December 31	
		2025	2024
2027	2.85	—	6,250
2029	3.05	10,000	33,250
<b>OUTSTANDING AT YEAR END</b>		<b>10,000</b>	<b>39,500</b>

The significant inputs into the models were:

	Year ended December 31	
	2025	2024
Expected volatility (in %)	41.18 %	53.47 %
Expected vesting period (term in years)	—	—
Risk-free interest rate (in %)	2.00 %	2.31 %

## 5.24 Borrowings

Borrowings are initially recognized at fair value if determinable, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Borrowings of the Group at period-end include the following:

in € thousand	Year ended December 31	
	2025	2024
<b>NON-CURRENT</b>		
Borrowings and other loans	161,261	166,521
<b>CURRENT</b>		
Borrowings and other loans	17,905	20,852
<b>TOTAL BORROWINGS</b>	<b>179,167</b>	<b>187,373</b>

As at December 31, 2025, the carrying amount of bank borrowings and other loans was €179.2 million. Of this, €173.4 million related to the Pharmakon Loan Agreement. Other borrowings related to financing of research and development expenses included the CIR (research and development tax credit in France) of €3.1 million (December 31, 2024: €3.5 million) and the CEPI grant in the amount of €2.6 million (December 31, 2024: €3.0 million), which relates to advance payments that are expected to be paid back in the future.

The maturity of the borrowings is as follows:

in € thousand	Year ended December 31	
	2025	2024
Between 1 and 3 years	28,715	132,489
Between 3 and 5 years	131,953	33,349
Over 5 years	594	683
<b>NON-CURRENT BORROWINGS</b>	<b>161,261</b>	<b>166,521</b>
Current borrowings	17,905	20,852
<b>TOTAL BORROWINGS</b>	<b>179,167</b>	<b>187,373</b>



The carrying amounts of the Group's borrowings are denominated in the following currencies:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Borrowings denominated in EUR	3,144	3,540
Borrowings denominated in USD	176,022	183,833
<b>TOTAL BORROWINGS</b>	<b>179,167</b>	<b>187,373</b>

### 5.24.1 Principal loan

On October 6, 2025, Valneva announced a new non-dilutive debt facility of up to \$500.0 million with funds managed by Pharmakon Advisors, LP. This new loan supersedes and fully replaces the previous D&O Loan Agreement. The transaction is accounted for as a separate, new financing arrangement and does not meet the criteria for a modification of the existing agreement in accordance with IFRS. The initial \$215.0 million tranche was used to fully repay Valneva Austria's existing debt with D&O including related fees and expenses, while the remaining \$285.0 million may be drawn later for future business development opportunities subject to mutual agreement between the parties. The new facility extends Valneva's debt maturity from Q1 2026 to Q4 2030, lowers its interest rate, and enhances financial flexibility.

As at December 31, 2025, no further tranches have been drawn. The book value of the loan amounts to \$203.8 million (€173.4 million). The interest-only period on the initial tranche lasts until the fourth quarter of 2030, and the loan will mature in October 2030. The interest rate on the initial tranche is 9.00%, translating into an effective interest rate of 10.84% as of December 31, 2025. Transaction costs amounting to \$11.8 million (€10.1 million) have been deducted from the loan proceeds received in October 2025.

Similar to the D&O Loan Agreement, the loan with Pharmakon is secured by substantially all of Valneva's assets, including its intellectual property, and is guaranteed by Valneva SE and certain of its subsidiaries. There are no financial covenants attached to the Pharmakon Loan Agreement. The previous D&O Loan Agreement included liquidity and revenue-based covenants; which the Group complied with throughout the period. The Pharmakon Loan Agreement contains only customary affirmative and restrictive covenants.

As at December 31, 2024, a total of \$200.0 million was drawn under the D&O Loan Agreement. The book value of the loan amounted to €180.8 million.

The Pharmakon Loan Agreement is included in the balance sheet item "Borrowings". The Pharmakon Loan Agreement and the previous D&O Loan Agreement, which the Pharmakon Loan superseded and fully replaced during the fourth quarter of 2025, developed as follows:

<i>in € thousand</i>	2025	2024
<b>BALANCE AS AT JANUARY 1</b>	<b>180,841</b>	<b>167,520</b>
Proceeds of issue	182,979	–
Transaction costs	(10,130)	(944)
Principal repayment	(170,213)	–
Accrued interest	28,403	22,530
Payment of interest	(17,558)	(18,978)
Exchange rate difference	(20,916)	10,713
<b>BALANCE AS AT CLOSING DATE</b>	<b>173,407</b>	<b>180,841</b>
Less: non-current portion	(156,710)	(161,420)
<b>CURRENT PORTION</b>	<b>16,697</b>	<b>19,421</b>

### 5.24.2 Borrowings and other loans secured

As at December 31, 2025, €176.6 million (December 31, 2024: €184.4 million) of the outstanding borrowings and other loans were guaranteed, secured, or pledged. These borrowings and other loans related to financing of research and development expenses, fixed assets and CIR (R&D tax credit in France) have various conditions (interest rates) and terms (maturities).

### 5.24.3 Fair value of borrowings and other loans

The fair value of the borrowings and other loans are calculated by discounting the contractual cash flows with interest rates derived from relevant bond yields and swap rates and adjusted for any further potential risk and liquidity risks related to the nature of each loan. The relevant bond yields were determined by an internal analysis based on Moody's RiskCalc corporate rating methodology. As at December 31, 2025, and December 31, 2024, the resulting calculations revealed no material difference between the carrying amount and the fair value.



## 5.25 Trade payables and accruals

Trade payables and accruals include the following:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Trade payables	9,074	12,639
Accrued expenses	15,466	22,883
<b>TOTAL</b>	<b>24,540</b>	<b>35,522</b>
Less non-current portion	—	—
<b>CURRENT PORTION</b>	<b>24,540</b>	<b>35,522</b>

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature. All trade payables and accruals are current.

## 5.26 Tax and employee-related liabilities

Liabilities for tax and employee-related liabilities are generally measured at amortized costs. Liabilities related to employees comprise mainly accruals for bonuses and unconsumed vacations. The line social security and other taxes consists of amounts owed to tax authorities and social security institutions.

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Employee-related liabilities	12,642	13,107
Social security and other taxes	6,913	6,350
<b>BALANCE AS AT DECEMBER 31</b>	<b>19,555</b>	<b>19,458</b>
Less non-current portion	—	—
<b>CURRENT PORTION</b>	<b>19,555</b>	<b>19,458</b>

## 5.27 Lease liabilities

Lease liabilities are effectively secured as the rights to the leased assets revert to the lessor in the event of default.

<i>in € thousand</i>	Year ended December 31	
	2025	2024
<b>OPENING NET BOOK VALUE</b>	<b>28,941</b>	<b>31,969</b>
Additions	369	237
Revaluation due to variable payments	56	1,399
Termination of contracts	(27)	(1,100)
Lease payments	(3,504)	(3,425)
Interest expenses	796	813
Exchange rate differences	1,450	(952)
<b>CLOSING NET BOOK VALUE</b>	<b>28,082</b>	<b>28,941</b>

In 2025, lease liabilities decreased by €0.9 million, mainly due to redemption of lease liabilities in Sweden. In the fourth quarter of 2025, the Group remeasured the lease liability to reflect changes in index-linked lease payments in Sweden.

The maturity of non-current lease liabilities is as follows:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Between 1-3 years	5,572	5,203
Between 3-5 years	5,414	5,083
Over 5 years	14,357	16,147
<b>NON-CURRENT LEASE LIABILITIES</b>	<b>25,343</b>	<b>26,432</b>
Current lease liabilities	2,739	2,508
<b>TOTAL LEASE LIABILITIES</b>	<b>28,082</b>	<b>28,941</b>

The carrying amounts of the Group's lease liabilities are denominated in the following currencies:



<i>in € thousand</i>	Year ended December 31	
	2025	2024
EUR	891	1,078
SEK	26,466	26,870
Other	725	992
<b>TOTAL LEASE LIABILITIES</b>	<b>28,082</b>	<b>28,941</b>

## 5.28 Contract liabilities

A contract liability has to be recognized when the customer has already provided the consideration or part of the consideration before an entity has fulfilled its performance obligation (agreed goods or services which should be delivered or provided) resulting from the “contract”.

Development of contract liabilities is presented in the table below:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
<b>BALANCE AS AT JANUARY 1</b>	<b>3,010</b>	<b>5,697</b>
Revenue recognition	(3,320)	(462)
Redemption	—	(4,777)
Addition	720	2,500
Exchange rate differences	21	53
<b>BALANCE AS AT CLOSING DATE</b>	<b>432</b>	<b>3,010</b>
Less non-current portion	—	—
<b>CURRENT PORTION</b>	<b>432</b>	<b>3,010</b>

As at December 31, 2025, contract liability of €0.4 million related to upfront payments for analytical support and drug substance manufacturing on ongoing contracts.

In the year ended December 31, 2025, revenue of €2.5 million was recognized in connection with the license and technology transfer performance obligation under the master collaboration and license agreement with Serum Institute of India (SII) regarding IXCHIQ.

In the year ended December 31, 2024, the redemption in the amount of €4.8 million mainly related to the DoD distribution agreement for which the obligation to replace vaccine doses was fulfilled in 2024. An upfront payment of €2.5 million was shown under additions and referred to the master collaboration and license agreement with Serum Institute of India (SII) regarding IXCHIQ.

## 5.29 Refund liabilities

A refund liability has to be recognized when the customer has already provided a consideration which is expected to be refunded partially or totally. It is measured at the amount the Company has an obligation to repay or amounts which did not meet the criteria for revenue recognition in the past, but there are no remaining goods and services to be provided in future.

Development of refund liabilities during the period is presented below:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
<b>BALANCE AS AT JANUARY 1</b>	<b>26,141</b>	<b>39,941</b>
Additions	4,649	4,013
Payments	—	(979)
Other releases	(1,117)	(18,922)
Revenue recognition	(9,985)	—
Interest expense capitalized	193	360
Exchange rate difference	(2,383)	1,728
<b>BALANCE AS AT CLOSING DATE</b>	<b>17,498</b>	<b>26,141</b>
Less non-current portion	(6,684)	(6,491)
<b>CURRENT PORTION</b>	<b>10,814</b>	<b>19,650</b>

As at December 31, 2025, from the total refund liability of €17.5 million, an amount of €9.0 million - current portion only - (December 31, 2024: €18.6 million) is connected to the Collaboration and License Agreement with Pfizer. In the year ended December 31, 2025, additions of €3.5 million arose from the Pfizer Collaboration and License Agreement



(December 31, 2024: €2.6 million). In 2025, the recognized revenue of €10.0 million (December 31, 2024: nil) and other releases of €0.9 million (December 31, 2024: €18.9 million) were recorded in connection to the Collaboration and License Agreement with Pfizer as well.

Refund liabilities of €6.7 million (of which €6.7 million is non-current) (December 31, 2024: €6.5 million, of which €6.5 million was non-current) relate to the expected payment in 2027 to GlaxoSmithKline (GSK) due to the termination of the strategic alliance agreement (SAA) in 2019.

The remaining amount of €1.8 million is mainly due to statistical return provision and rebates as at December 31, 2025 (December 31, 2024: €1.1 million).

## 5.30 Provisions

### 5.30.1 Provisions for employee commitments

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Employer contribution costs on share-based compensation plans	1,497	81
Phantom shares	7	1
Retirement termination benefits	171	515
Leaving indemnities and restructurings	4,671	964
<b>BALANCE AS AT CLOSING DATE</b>	<b>6,346</b>	<b>1,561</b>
Less non-current portion	697	546
<b>CURRENT PORTION</b>	<b>5,649</b>	<b>1,015</b>

On September 16, 2025, Valneva's employee representatives and Valneva's teams based in Nantes were informed of the proposed closure of the Nantes site. In accordance with its legal obligations, Valneva initiated an information and consultation process with the Company's local work council to reorganize its activities. In the year ended December 31, 2025 the provision for leaving indemnities and restructuring mainly relates to the proposed closure of the Nantes site.

### Share-based provisions

Employer contribution costs on share-based compensation plans and phantom shares are calculated at the balance sheet date using the share price of Valneva as at December 31, 2025: €3.72 (December 31, 2024: €2.16). The increase in these provisions as at December 31, 2025 is mainly due to the share price movement.

### Retirement termination benefits

Some Group companies provide retirement termination benefits to their retirees.

For defined benefit plans, retirement costs are determined once a year:

- From December 31, 2021 onward, under the new calculation method proposed by the IFRS IC and according to the updated recommendation of the ANC n 2013-02 as at December 31, 2021: under this method, when the plan provides for the payment of an indemnity to the employee, if he or she is present at the date of retirement, the amount of which depends on seniority and is capped at a certain years of service, the commitment must be calculated solely on the basis of the years of service prior to the retirement date.

The final obligation is then discounted. These calculations mainly use the following assumptions:

- a discount rate;
- a salary increase rate;
- an employee turnover rate.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

For basic schemes and defined contribution plans, the Group recognizes the contributions as expenses when payable, as it has no obligations over and above the amount of contributions paid.



## Assumptions used

	Year ended December 31	
	2025	2024
Discount rate	3.90 %	3.40 %
Salary increase rate	2.00 %	2.50 %
Turnover rate	0%-21.35%	0%-21.35%
Social security rate	46.00 %	43.00%-47.00%
Average remaining lifespan of employees (in years)	17	20

## Changes in defined benefit obligation

Present value of obligation development:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
<b>BALANCE AS AT JANUARY 1</b>	<b>515</b>	<b>459</b>
Current service cost	128	105
Past service cost due to curtailment	(404)	—
Actuarial losses/(gains)	(68)	(49)
<b>BALANCE AS AT CLOSING DATE</b>	<b>171</b>	<b>515</b>

The proposed closure of the Nantes site leads to a significant reduction of the defined benefit obligation.

### 5.30.2 Other provisions

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Non-current	694	—
Current	6,010	5,671
<b>PROVISIONS</b>	<b>6,705</b>	<b>5,671</b>

The position mostly comprises €5.2 million from a provision for expected legal and settlement costs under a court proceeding related to the Intercell AG/Vivalis SA merger (December 31, 2024: €5.2 million) For further information on this court proceeding, please see Note 5.33.

Additionally to cover employee non-related cost related to the closure of the Nantes side, a restructuring provision of €0.4 million (December 31, 2024: nil) was recorded in 2025.

In the year ended December 31, 2025 the non-current provision relates to an onerous lease agreement.



## 5.31 Other liabilities

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Deferred income	5,794	5,028
Other financial liabilities	7	79
Miscellaneous liabilities	134	91
<b>OTHER LIABILITIES</b>	<b>5,935</b>	<b>5,198</b>
Less non-current portion	(246)	(46)
<b>CURRENT PORTION</b>	<b>5,689</b>	<b>5,152</b>

As at December 31, 2025 the other liabilities increased due to a received resilience grant of €0.9 million from the European Union. In both 2025 and 2024 other liabilities mainly comprised deferred income related to the second agreement signed with CEPI.



## 5.32 Cash flow information

### 5.32.1 Cash generated from operations

The following table shows the adjustments to reconcile net loss to net cash generated from operations:

<i>in € thousand</i>	Year ended December 31,		
	2025	2024	2023
<b>PROFIT/(LOSS) FOR THE PERIOD</b>	<b>(115,192)</b>	<b>(12,247)</b>	<b>(101,429)</b>
<b>Gain from sale of Priority Review Voucher, net</b>	<b>—</b>	<b>(90,833)</b>	<b>—</b>
<b>Adjustments to reconcile profit/(loss) for the period to cash generated from/(used in) operations:</b>			
Depreciation and amortization	21,750	19,586	17,584
Write-off / impairment fixed assets/intangibles	895	—	(731)
Share-based compensation expense	9,533	7,975	5,111
Income tax expense/(income)	1,073	761	2,800
(Profit)/loss from disposal of property, plant, equipment and intangible assets	432	(266)	(12)
(Profit)/loss from disposal held for sale	—	—	580
(Gain)/loss from MMF investments	(841)	—	—
Provision for employer contribution costs on share-based compensation plans	1,408	(1,594)	(1,659)
Other non-cash (income)/expense	(9,697)	895	(804)
Interest income	(1,803)	(2,362)	(1,210)
Interest expense	41,898	23,984	23,325
<b>Total adjustments to reconcile profit/(loss) for the period to cash generated from/(used in) operations</b>	<b>64,649</b>	<b>48,979</b>	<b>44,984</b>
<b>CHANGES IN NON-CURRENT OPERATING ASSETS AND LIABILITIES (EXCLUDING THE EFFECTS OF ACQUISITION AND CONSOLIDATION):</b>			
Other non-current assets	446	449	(192)
Long term refund liabilities	—	—	1,136
Other non-current liabilities and provisions	877	(629)	(430)
<b>TOTAL CHANGES IN NON-CURRENT OPERATING ASSETS AND LIABILITIES</b>	<b>1,323</b>	<b>(180)</b>	<b>514</b>
<b>CHANGES IN WORKING CAPITAL (EXCLUDING THE EFFECTS OF ACQUISITION AND EXCHANGE RATE DIFFERENCES ON CONSOLIDATION):</b>			
Inventory	1,032	(6,803)	(9,165)
Trade and other receivables	13,326	15,707	(2,855)
Contract liabilities	(2,600)	(2,793)	(3,471)
Refund liabilities	(8,774)	(14,183)	(112,689)
Trade and other payables and provisions	(4,455)	(3,321)	(17,398)
<b>Total changes in working capital</b>	<b>(1,471)</b>	<b>(11,394)</b>	<b>(145,578)</b>
<b>CASH GENERATED/(USED) IN OPERATIONS</b>	<b>(50,691)</b>	<b>(65,674)</b>	<b>(201,509)</b>



### 5.32.2 Reconciliation of liabilities arising from financing activities

Liabilities arising from financing activities are those for which cash flows were (or future cash flows will be) classified in the Group's consolidated statement of cash flows as cash flows from financing activities. The below table illustrates the development of borrowings. For development of lease liabilities see Note 5.27.

<i>in € thousand</i>	Year ended December 31	
	2025	2024
<b>BALANCE AS AT JANUARY 1</b>	<b>187,373</b>	<b>176,847</b>
Proceeds of issue	184,015	910
Transaction costs	(10,130)	(944)
Repayments	(171,632)	(3,734)
Revaluations	(209)	(385)
Accrued interest	28,695	22,862
Payment of interest	(17,682)	(19,156)
Exchange rate difference	(21,265)	10,974
<b>BALANCE AS AT DECEMBER 31</b>	<b>179,167</b>	<b>187,373</b>

### 5.33 Commitments and contingencies

As at December 31, 2025, there were €1.0 million of capital expenditure contracted, mainly related to manufacturing site in Sweden for equipments (December 31, 2024: €3.5 million). The contracts in 2024 were all related to the finalization of the Almeida building in Scotland, the new manufacturing facility and production site for IXIARO and IXCHIQ, and to manufacturing equipment in Sweden for DUKORAL production site.

As at December 31, 2025, there were €33.2 million (December 31, 2024: €39.3 million) related to R&D collaboration agreements. These commitments include milestone payments depending on successful clinical development or meeting specific revenue targets. The amount disclosed represents the maximum that would be paid if all milestones achieved.

#### 5.33.1 Other commitments, pledges and guarantees

The other commitments mainly relate to royalty payments and consist of:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Royalties	4,255	6,025
<b>OTHER COMMITMENTS</b>	<b>4,255</b>	<b>6,025</b>

The pledges consist of:

<i>in € thousand</i>	Year ended December 31	
	2025	2024
Pledges on bank accounts	105,758	164,546
<b>GUARANTEES AND PLEDGES</b>	<b>105,758</b>	<b>164,546</b>

As at December 31, 2025, the stated pledges on cash at banks originate from the requirements of the Pharmakon Loan Agreement, whereas at December 31, 2024, they stem from the requirements of the D&O Loan Agreement. Similar to the D&O loan, the Pharmakon loan is secured by substantially all of Valneva's assets, including its intellectual property, and is guaranteed by the Company and certain of its subsidiaries. For more information about this loan agreement, please refer to Note 5.24.

#### 5.33.2 Contingencies and litigations

Following the merger between the companies Vivalis SA and Intercell AG in 2013, certain former Intercell shareholders initiated legal proceedings before the Commercial Court of Vienna to request a revision of either the cash compensation paid to departing shareholders or the exchange ratio between Intercell and Valneva shares used in the merger.

In October 2021, Valneva received an opinion from a court-appointed expert regarding the exchange ratio. The expert confirmed the calculation used previously, but also recommended the calculation of safety margins. Additionally, the expert addressed the cash compensation paid to departing shareholders and recommended an increase in such compensation. The expert provided a supplemental opinion in April 2022, and the judicial committee in charge of the proceedings gave its opinion to the Commercial Court of Vienna in April 2023.

On December 1, 2025, Valneva was informed that the Vienna Commercial Court had confirmed that 1) the exchange ratio was adequate, meaning no additional compensation is required in connection with the conversion of Intercell shares, 2) shareholders are entitled to an additional cash compensation of EUR3.52 plus interest per share (in line with the



Company's expectations) and 3) the Court's decision on costs is reserved until final conclusion of the proceedings. On January 16, 2026, the Commercial Court informed the Company of two appeals of this initial decision. The first appeal was filed by the common representative of the plaintiffs and challenges the exchange ratio. The second appeal was filed by two shareholders and challenges both the exchange ratio and the amount of cash compensation. The Company has submitted a response to these appeals and is now awaiting further information from the Commercial Court. Valneva is not obligated to make any payments to litigants until a final judgment is available.

The final outcome will depend on the court's position on specific legal points and the Court has not made a final decision yet. The Company therefore has decided to retain the original provision of €5.2 million, which assessed the probability of several scenarios, to cover the potential amounts due and legal costs (December 31, 2024: €5.2 million).

## 5.34 Related-party transactions

In the year ended December 31, 2025, there were no changes to related parties, whereas some changes occurred in 2024. As the business evolved, management reassessed the contract with Groupe Grimaud La Corbière SAS in the previous year, Sevreinoise (France) and its affiliate Vital Meat SAS. It was determined that they are no longer considered as related parties. Bpifrance, Maisons-Alfort (France) continues to be considered as related party due to its significant influence through material transactions and through a membership in the Company's Board of Directors until June 25, 2025.

Additionally, there have been some changes in the key management personnel during the year. Since the transition to a one-tier governance model, in December 2023, the key management consists of the Board of Directors as well as the Executive Committee while until December 2023, it included the Management Board and the Supervisory Board.

### 5.34.1 Rendering of services

Transactions with related parties are carried out similar to those of the market:

<i>In € thousand</i>	Year ended December 31		
	2025	2024	2023
<b>Provision of services:</b>			
Operating activities	—	391	260
Financing activities	141	194	76
<b>PROVISION OF SERVICES</b>	<b>141</b>	<b>585</b>	<b>335</b>

Services provided by Valneva to Groupe Grimaud La Corbière SAS, a shareholder of Valneva, were considered related party transactions until December 31, 2024 and consist of services within a collaboration and research license agreement and of the provision of premises and equipment and sale of patents and cells shown in the operating activity line.

From June 2022 onward, Bpifrance qualifies as a related party since it is a shareholder of Valneva with significant influence through its membership of the Company's Board of Directors. Valneva has borrowed amounts amounting to 80% of French Tax Authorities receivables relating to Research Tax Credits for 2022 and 2023 and 2024 from Bpifrance. The total amount borrowed from Bpifrance is €3.1 million. A commitment fee of 0.5% as well as interest at the EURIBOR one-month average rate of the previous month (the rate mentioned is a variable rate deducted at nil percent if it were to be negative) plus 1.7% p.a. is applicable to these borrowed amounts (see table above).

The borrowings related to the Research Tax Credits outstanding:

<i>In € thousand</i>	Amount	Grant date
BPI payable relating to Research tax credit 2022	1,198	December 2023
BPI payable relating to Research tax credit 2023	910	November 2024
BPI payable relating to Research tax credit 2024	1,036	December 2025

### 5.34.2 Key management compensation

The aggregate compensation of the key management (including Executive Committee and Board of Directors) was as follows:

<i>In € thousand</i>	Year ended December 31		
	2025	2024	2023
Salaries and other short-term employee benefits	5,359	4,624	3,439
Other long-term benefits	90	83	52
Share-based payments (expense of the year)	3,765	3,128	2,145
<b>KEY MANAGEMENT COMPENSATION</b>	<b>9,213</b>	<b>7,835</b>	<b>5,636</b>



In the year ended December 31, 2025, the aggregate compensation of the members of the Company's Executive Committee (former Management Board) amounted to €8.7 million (2024: €7.4 million, 2023: €5.2 million) and represents primarily salaries and share-based payments. The increase in 'Salaries and other short-term employee benefits' relates to additional two Executive Committee members. 'Share-based payments' increased due to the new free ordinary shares granted during 2025.

The presented key management compensation includes that of the Board of Directors in the amount of €0.5 million for the year ended December 31, 2025 (2024: €0.5 million; 2023: €0.5 million).

## 5.35 Events after the reporting period

### ***Valneva Provides Update on Chikungunya Vaccine IXCHIQ***

On January 19, 2026, Valneva SE announced its decision to voluntarily withdraw the Biologics License Application (BLA) and Investigational New Drug (IND) application for its chikungunya vaccine, IXCHIQ, in the United States. This decision followed the suspension of the vaccine license by the U.S. Food and Drug Administration (FDA) in August 2025 and the FDA's subsequent decision to place the IND on clinical hold pending an investigation into a newly reported foreign serious adverse event.

### ***Lyme VALOR study - Phase 3 data-readout expected in the first half of 2026***

Valneva is awaiting results from the pivotal, placebo-controlled efficacy clinical study, "Vaccine Against Lyme for Outdoor Recreationists (VALOR)" in the first half of 2026, conducted by our partner Pfizer. A positive outcome of the study may lead to potential regulatory approvals and commercialization of VLA15, upon which the Company will be eligible to receive milestone and royalty payments. This increased revenue will allow investments in future R&D projects and may position the Company to become financially self-sustainable. If the primary endpoint of the Phase 3 trial is not met, the Group will be required to undergo restructuring and implement cost-containment measures that would allow the Group to meet its financial obligations for the foreseeable future but would significantly impact its operations and prospects. These restructuring measures would require alignment with Pharmakon to avoid an event of default. The Company cannot guarantee such measures would be sufficient in the long term, and renegotiation of existing debt terms or alternative measures to refinance or repay the debt may be required.

### ***FDA audit of the Livingston manufacturing site***

Following an inspection of our Livingston manufacturing site in February 2026, the FDA informed the Company that it is unable to grant approval of the BLA supplement related to manufacture of IXIARO at the Almeida facility due to outstanding compliance issues associated with the inspection. As a result, Valneva is currently unable to use the Almeida facility to produce doses of IXIARO intended for distribution in the United States. The Almeida facility is approved by EMA and Health Canada. Therefore, IXIARO doses produced at this facility will be sold in these regions while products manufactured at the Manson site will be distributed in the United States. The Company currently does not anticipate material supply constraints in the US market and expects to remediate the observations identified by the FDA in 2026 and potentially restart manufacturing at Manson. Valneva does not expect this event to have a material impact on its cash projection in the foreseeable future.