

INVENTIVA

Société Anonyme with a Board of Directors

With a share capital of EUR 383,930.11

Registered office: 50, rue de Dijon (21121) Daix
(the "**Company**")

ADDITIONAL REPORT OF THE BOARD OF DIRECTORS

DATED JULY 29, 2020

ON THE USE OF THE DELEGATION OF POWER

**GRANTED TO THE BOARD OF DIRECTORS BY THE FIFTEENTH RESOLUTION
OF THE GENERAL MEETING OF MAY 28, 2020**

Dear Shareholders,

The Board of Directors has decided to use the delegation of power granted by the fifteenth resolution of Inventiva's combined general meeting dated May 28, 2020 (the "**AGM**") to issue 7,478,261 ordinary shares, without preferential subscription rights, by way of public offering excluding offers referred to in Article L.411-2 1° of the French Monetary and Financial Code (the "**Delegation**"), in connection with the admission of those shares to trading on the Nasdaq, as American Depositary Shares ("**ADS**").

This report is prepared pursuant to Articles L. 225-136, R.225-115 and R. 225-116 of the French Commercial Code following the use of the Delegation by the Board of Directors on July 8, 2020 and describes the final terms of the transaction and set forth the factors for assessing the effective impact of the transaction on the situation of Company's shareholder. The impact of the issuance on the portion of shareholders' equity and the situation of shareholders is set out in appendix 1.

I. AUTHORIZATION AND DELEGATIONS

1.1. Delegation of the AGM to the Board of Directors dated May 28, 2020

The Board of Directors reminds that the fifteenth resolution of the AGM has granted a delegation of power to the Board of Directors of the Company to issue ordinary shares, without preferential subscription rights, by way of public offerings excluding offers referred to in Article L.411-2 1° of the French Monetary and Financial Code, for a period of 26 months (the "**Fifteenth Resolution**").

The Board of Directors indicates that pursuant to the Fifteenth Resolution, the AGM has in particular decided that :

"The combined general meeting of the shareholders of May 28, 2020, has, pursuant to its 15th resolution : [...] delegated to the Board of Directors its power to effectuate, in one or more instances, in France and/or abroad, in the context of a public offering with the exclusion of offers to the public referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, by way of issuance, in

euros or foreign currency, or in any other monetary unit set by reference to multiple currencies, without preferential subscription rights, of ordinary shares of the Company and/or securities giving access by all means, immediately or in the future, to ordinary shares to be issued by the Company, in the proportions and at the times which it will appreciate (the **Delegation**) [...] decided that the total par value of the share capital increases to be conducted pursuant to this delegation will not be able to exceed two hundred and thirty thousand euros (€230,000), it being specified that the total par value of the share capital increases which could result from this resolution count toward the two hundred and sixty thousand euros (€260,000) global cap set out in the 3) of the 14th resolution of the AGM. To these caps will be added, if applicable, the par value of the ordinary shares to be issued to preserve, in accordance with the law and, if applicable, the contractual provisions providing other cases of adjustment for the rights of the holders of securities or other rights giving access to the share capital of the Company [...] decided that the Board of Directors will have all powers to set the issuance price, which will be at least equal to the minimum authorized by the applicable legislation (to date, the weighted average price during the last three trading sessions on the regulated market Euronext in Paris, preceding the beginning of the offer to the public, possibly reduced by a maximum discount of 10%) [...]"

"The combined general meeting of the shareholders dated May 28, 2020 has [...] decided that the Board of Directors will have all powers, with the ability to sub-delegate in the conditions set forth by law, to implement the Delegation and notably to: determine the features, price and terms of any issuance as well as the features, price and terms of the securities issued, in particular, the class of shares issued and to determine, considering the indications contained in its report, their subscription price, with or without premium, the condition of their payment (which could be either cash and/or compensation with receivables due and payable or part in cash and part by incorporation of reserves, benefits or issuance premiums), their dividend entitlement date, which may be retroactive, the conditions in which the securities issued pursuant to this resolution will give access to shares of the Company to be issued, the conditions in which those securities will also grant access to existing shares or obligations of the Company, the condition of their repurchase and possible cancellation as well as the possibility to suspend the exercise of the rights to ordinary shares attached to the securities to be issued; and [...] ; set at twenty-six (26) months the period of validity of the Delegation starting from the AGM."

1.2. Board of Directors' decisions

1.2.1. Board of Directors' decisions dated July 5, 2020

On July 5, 2020, the Board of Directors has approved the principle of a capital increase in cash, without preferential subscription rights, by way of a public offering other than referred to in Article L.411-2 1° of the French Monetary and Financial Code and in accordance with the

provisions of Article L. 225-136 of the French Commercial Code, up to a maximum of 23,000,000 ordinary shares (which can take the form of ADS), each with a EUR 0.01 of par value (the "**New Shares**") in compliance with the caps authorized and available provided for in the 15th resolution of the AGM.

During this meeting, the Board of Directors has also notably decided that:

- (i) the offer would be implemented after the closing of trading on Euronext Paris on July 8, 2020 and until July 10, 2020 before the opening of trading on Euronext Paris; and
- (ii) the total amount of the share capital increase will be equal to the sum of (i) the multiplication of the total amount of the subscriptions received, in US dollars, by the Exchange Rate and (ii) the total amount of the subscriptions received in euros.

1.2.2. Board of Directors' decisions dated July 8, 2020

On July 8, 2020, the Board of Directors decided to use the Delegation granted by the 15th resolution and, as a consequence, has decided:

- (iii) the opening of the order book and the beginning of the offer to the public;
- (iv) that the offer would be for 7,478,261 new shares (the "**New Shares**"), potentially increased within the caps set out by the AGM mentioned above (the "**Additional New Shares**");
- (v) the subscription price would be comprised between \$13.40 and \$15.40 per ADS, or between €11,84 and €13,60 per ordinary share, it being specified that this range of price is not final and could be modified by a decision of the Chairman of the Board and Chief Executive Officer;
- (vi) that the subscription price would be, in accordance with Article R225-119 of the French Commercial Code, at least equal to the weighted average price during the last three (3) trading sessions on Euronext Paris, preceding the beginning of the offer, reduced by a maximum discount of 10%, that is a minimum subscription price of €11,76;
- (vii) that the final subscription price in euros (premium included) as well as the number of New Shares, and if applicable, Additional New Shares, will be determined once the order book will be finalized by decision of the Chairman of the Board and Chief Executive Officer, acting as the subdelegee of the Board of Directors, in accordance with the caps authorized and available in compliance with the 15th resolution of the AGM, on the basis of the final subscription price for the ADS in US dollar and of the Exchange Rate between US dollar and euro, as determined by the Company and the Banks on the final ADS subscription pricing date;
- (viii) if the Banks exercise their Over-Allotment Option (as defined hereunder) and in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, the number of Additional New Shares would be decided by decision of the Chairman

of the Board and Chief Executive Officer after the notice of exercise of the Over-Allotment Option by the Banks and within the limit of 15% of the global initial issuance;

- (ix) the New Shares, and if the Over-Allotment Option is exercised, the Additional New Shares, would have to be subscribed in cash and fully paid at the time of the subscription;
- (x) has approved the draft information note, the guarantee agreement to be concluded between the Company and Jefferies LLC, Stifel, Nicolaus & Company, Incorporated, Guggenheim Securities, LLC, Jefferies International Ltd, Stifel Nicolaus Europe Limited, H. C. Wainwright & Co., Roth Capital Partners, LLC and KBC Securities USA LLC (the "**Banks**") and the press releases as well as the draft amendment to the universal registration document that have been submitted to the Board of Directors;
- (xi) has decided to grant Mr. Frédéric Cren, Chairman of the Board and Chief Executive Officer, all powers to notably modify the indicative price range mentioned above, decide, within the limits set out above and in accordance with the legal and regulatory requirements, the issuance of New Shares, the number of New Shares to be issued and, within the limits above and in accordance with the legal and regulatory requirements, the subscription price of the New Shares which will be at least equal to the weighted average price during the last three (3) trading sessions on Euronext Paris, preceding the beginning of the offer to the public, reduced by a maximum discount of 10%, it being specified that the subscription price could be set outside the indicative price range set out above, sign on behalf of the Company the Guarantee Agreement, finalize, sign and file the information memorandum and the amendment to the Universal Registration Document before the AMF, record the completion of the share capital increase, correlatively modify the Articles of Association, effectuate, if applicable, all procedures, prepare, negotiate and sign all documents, certificates and all contracts, publish any press release required by the applicable regulation or which he will deem necessary or appropriate for the realization of the transaction and the admission of the New Shares on the regulated market Euronext Paris and the admission of the ADS on the Nasdaq and more generally do whatever is necessary for the successful completion of the transaction.

The Board of Directors

APPENDIX 1:**IMPACT OF THE ISSUANCE ON INVENTIVA'S SHAREHOLDERS**

We inform you, hereunder, of the impact of the share capital increase on the situation of the holder of shares and securities giving access to the share capital of the Company.

IMPACT TABLES***Impact of the issuance on the portion of shareholders' equity***

The impact of the issuance on the portion of shareholders' equity of the Company per share (calculations made on the basis of the equity on May 31, 2020, and the number of share of the Company on July 10, 2020, excluding treasury shares) is the following :

	Portion of shareholders' equity per share (in euros)	
	Non-diluted basis	Diluted basis ⁽¹⁾
Before issuance of the New Shares from the share capital increase	€1.82	€1.86
After issuance of 7,478,261 New Shares from the share capital increase ⁽²⁾	€3.70	€3.71

⁽¹⁾ The calculations are made under the hypothesis that all subscription warrants (BSA), warrants for the subscription of business creators' shares (BSPCE) and stock-options are excised and that all allocated free shares have been definitely acquired.

⁽²⁾ This calculation accounts for the net proceeds from the issuance.

Impact of the issuance on the status of shareholders

The impact of the issuance on the participation in the share capital of a shareholder holding 1% of the share capital of the Company before the issuance and not subscribing into this issuance (calculations made on the basis of the equity on May 31, 2020, and the number of share of the Company on July 10, 2020, excluding treasury shares) is the following :

	Portion of the equity (in %)	
	Non-diluted basis	Diluted basis ⁽¹⁾
Before issuance of the New Shares from the share capital increase	1.00%	0.98%
After issuance of 7,478,261 New Shares from the share capital increase	0.81%	0.79%

⁽¹⁾ The calculations are made under the hypothesis that all subscription warrants (BSA), warrants for the subscription of business creators' shares (BSPCE) and stock-options are excised and that all allocated free shares have been definitely acquired.

Theoretical impact of the issuance on the current market price

The theoretical impact of the issuance on the current market price of the Company's shares as it results from the average of the last twenty trading sessions preceding the meeting of the Board of Directors setting out the provisions of this report is the following:

	Current market price (in euros)	
	Non-diluted basis	Diluted basis ⁽¹⁾
Before issuance of the New Shares from the share capital increase	€9.93	€9.54
After issuance of 7,478,261 New Shares from the share capital increase	€10.47	€10.15

⁽¹⁾ The calculations are made under the hypothesis that all subscription warrants (BSA), warrants for the subscription of business creators' shares (BSPCE) and stock-options are excised and that all allocated free shares have been definitely acquired.