

INVENTIVA
French *Société Anonyme*
with a share capital of EUR 421,341.69
Registered Office: 50 rue de Dijon, 21121 Daix
537 530 255 Trade and Companies Register of Dijon
(the "**Company**")

SPECIAL REPORT OF THE BOARD OF DIRECTORS
ON THE ALLOCATION OF FREE SHARES

Dear shareholders,

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, the purpose of this report is to inform you of:

- the allocation of free shares granted in fiscal year 2022 under the provisions of Articles L.225-197-1 to L.225-197-3 of the French Commercial Code; and
- the number and value of free shares allocated to corporate officers and to each of the ten employees of the Company or of a company controlled by it who received the largest number of shares.

Under the terms of the 32th resolution of the Combined General Meeting of Shareholders of May 19th, 2022, your Board of Directors was granted an authorization to decide, for a period of thirty-eight (38) months expiring at midnight on July 19th, 2025, an allocation of free ordinary shares of the Company to the benefit of (i) members of the employees staff of the Company or of companies directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code, and/or (ii) corporate officers who meet the conditions set out in Article L. 225-197-1, II of the French Commercial Code.

By a resolution dated December 8, 2022, the Board of Directors implemented, in accordance with the authorization granted, a plan for the allocation of free shares in favor of the Company's employees, concerning 373,000 shares allocated (the "**Free Shares 2022**") to 113 employees of the Company (the "**Beneficiaries**").

The three hundred and seventy-three thousand (373,000) Free Shares 2022 allocated will be issued at the end of a vesting period of one (1) year as from the meeting of the Board of Directors of December 8, 2022 having allocated the Free Shares 2022 (the "**Vesting Period**"), subject to compliance by the relevant Beneficiary with a condition of presence, which terms are described in the Free Shares 2022 plan.

The Free Shares 2022 plan provides for a limited number of exceptions to the application of the condition of presence including death, disability and retirement (the "**Exceptions**").

The shares allocated will be shares to be issued as a capital increase or existing shares previously purchased by the Company.

The shares allocated may not be transferred before the expiration of one (1) year from the expiration of the Vesting Period ("**Conservation Period**") subject to the Exceptions.

In total, during the year ended December 31, 2022:

- 373,000 free shares have been allocated to 113 employees, of which 145,000 have been allocated to the ten employees with the highest number of free shares;
- no shares have been allocated to corporate officers of to the Company, either by the Company itself or by a company controlled by it within the meaning of Article L. 233-16 of the French Commercial Code.

The value of the Company's shares allocated was four euros and nine cents (€ 4.09) for the Free Shares 2022 (closing price on the date of allocation).

The Board of Directors