



Daix (France), November 3rd, 2025

Dear Shareholder,

We are pleased to invite you to Inventiva's General Meeting, which will be held on Thursday, November 27, 2025, at 9 a.m. at Hotel Villa M, 24-30 boulevard Pasteur, 75015 Paris.

On the heels of completing enrollment in our pivotal Phase III NATiv3 trial earlier this year, Inventiva is now fully focused on successfully executing the study, with topline results expected in the second half of 2026, thereby positioning lanifibranor as the next potential therapy to reach patients with MASH. To support our efforts and prepare for regulatory filings for marketing approval, Inventiva prioritized strengthening its leadership team by recruiting highly experienced biopharma executives with deep MASH expertise, including in late-stage clinical development and global regulatory affairs.

On October 1st, 2025, we were very pleased to welcome Andrew Obenshain as Inventiva's new CEO, whose extensive experience leading companies from R&D stage to successful commercial product launch positions the Company well for its next chapter. He replaces Mr. Frédéric Cren, former Chief Executive Officer and founder of Inventiva, who stepped down on September 30, 2025.

The appointment of Andrew Obenshain comes with the presentation to your General Meeting of a compensation policy tailored to his profile. On the recommendation of the Appointments and Compensation Committee, your Board of Directors has indeed adopted a new compensation policy applicable to Mr. Obenshain for the 2025 financial year, which it is submitting for your approval. Subject to its adoption, this policy will amend and replace the previous one approved at the June 22 General Meeting. A delegation of authority to the Board of Directors to issue stock options in line with the terms of the compensation policy is also being submitted to your approval.

Also on the recommendation of the Appointments and Compensation Committee, the Board of Directors decided to authorize entering into a settlement agreement with Mr. Cren, which takes into account the role he played in leading the Company to this point, while facilitating the transition process and avoiding any dispute relating to the termination of Mr. Cren's position. Specifically, you are being asked to authorize the Board of Directors to partially waive the presence and performance conditions of the AGA 2023-1 plan, the AGA 2024-1 plan, and the AGA 2025-1 plan Mr. Cren is benefiting from, resulting in his vesting a substantially greater number of shares than he is otherwise entitled to under the pro rata temporis provision of his existing compensation policy.

Your participation in the General Meeting is invaluable as we continue to advance our strategic priorities and strive to build long-term shareholder value. If you are unable to attend in person, we encourage you to vote online or by mail, following the instructions provided in the proxy statement. Voting by proxy ensures that your shares are represented at the meeting.

In the meantime, thank you for your confidence and continued support of Inventiva!

Yours sincerely,

Mark Pruzanski

A handwritten signature in black ink, appearing to be "M. Pruzanski", written in a cursive, flowing style.

Chairman of the Board of Directors of Inventiva

INVENTIVA

Société Anonyme with a Board of Directors
with a share capital of EUR 1,459,512.74
Registered office: 50, rue de Dijon, 21121 Daix
537 530 255 Trade and Companies Registry of Dijon

ORDINARY AND EXTRAORDINARY GENERAL MEETING DATED NOVEMBER 27, 2025

The shareholders of INVENTIVA (the "**Company**") are hereby informed that the Ordinary and Extraordinary general meeting (the "**General Meeting**") will be held on November 27, 2025 at 9:00 a.m., at the Hôtel Villa M, 24-30, boulevard Pasteur – 75015 Paris, France, as mentioned in the prior notice of meeting published in the Bulletin des Annonces Légales et Obligatoires (BALO) n°126 dated October 20th, 2025.

The General Meeting is convened to deliberate on the following agenda:

Agenda

Reading of the report of the Board of Directors;

Ordinary items

1. Approval of the compensation policy for the Chief Executive Officer for the 2025 financial year (applicable from November 27 to December 31);
2. Approval of the settlement agreement entered into between the Company and Mr. Frédéric Cren in accordance with Articles L. 225-38 et seq. of the French Commercial Code;
3. Partial waiver of the attendance and performance conditions associated with the grant of free shares to Mr. Frédéric Cren under the AGA 2024-1 and AGA 2025-1 plans;

Extraordinary items

4. Authorization to the Board of Directors to grant share subscription and/or share purchase options to corporate officers and employees of the Company or companies of the group, entailing the waiver by shareholders of their preferential rights to subscribe for shares issued following the exercise of stock options;
5. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company immediately or in the future by the Company reserved for members of a company savings plan to be set up by the Company under the conditions provided for in Article L.3332-18 et seq. of the French Code du travail, without shareholders' preferential subscription rights;

Ordinary item

6. Powers to carry out formalities.

DRAFT TEXT OF RESOLUTIONS
TO BE SUBMITTED TO THE VOTE
OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING
OF NOVEMBER 27, 2025

ORDINARY RESOLUTIONS

FIRST RESOLUTION (Approval of the compensation policy for the Chief Executive Officer (effective from November 27 to December 31))

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the report of the Board of Directors,

Approves, pursuant to the provisions of II of Article L. 22-10-8 of the French Commercial Code, the compensation policy for the Chief Executive Officer for the 2025 financial year, for the period from November 27 to December 31, 2025, as described in the meeting notice for this General Meeting published on the Company's website.

SECOND RESOLUTION (Approval of the settlement agreement entered into between the Company and Mr. Frédéric Cren in accordance with Articles L. 225-38 et seq. of the French Commercial Code)

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code,

Approves the settlement agreement entered into between the Company and Mr. Frédéric Cren, as well as the information relating to this agreement as set out in the aforementioned report of the Statutory Auditors.

THIRD RESOLUTION (Partial waiver of the presence and performance conditions associated with the grant of free shares to Mr. Frédéric Cren under the AGA 2024-1 and AGA 2025-1 plans)

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having acquainted itself with the report of the Board of Directors,

Approves the partial waiver of the presence and performance conditions attached to the grants of free shares made to Mr. Frédéric Cren under the AGA 2024-1 and AGA 2025-1 performance share plans in force, as described in the said report, such waiver entailing an amendment to the compensation policy applicable to him for the 2025 financial year, as approved by the Combined General Meeting of May 22, 2025 in its fifteenth resolution.

EXTRAORDINARY RESOLUTIONS

FOURTH RESOLUTION (Authorization to the Board of Directors to grant share subscription and/or share purchase options to corporate officers and employees of the Company or companies of the group, entailing the waiver by shareholders of their preferential rights to subscribe for shares issued following the exercise of stock options)

The General Meeting, voting under the rules of quorum and majority required for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, duly noting that the share capital has been fully paid up, and acting pursuant to the provisions of Article L. 225-177 and seq. of the French Commercial Code,

1. Authorizes the Board of Directors to grant, on one or more occasions, share subscription or share purchase options to employees or corporate officers of the Company or French or foreign companies or groups related to the Company within the meaning of Article L.225-180 of the French Commercial Code, or certain categories of them.

2. Decides that the total number of options that may be granted under this resolution may not give entitlement to subscribe to or acquire a total number of new or existing shares exceeding fifteen million (15,000,000) ordinary shares, it being specified that the nominal amount of any capital increases that may be carried out pursuant to this resolution shall be deducted from the ceiling of four hundred and fifty thousand euros (EUR 450,000) set in

paragraph 2) of the 60th resolution of the Combined General Meeting of December 11, 2024 or, where applicable, against the ceiling amount that may be set by a similar resolution that may succeed it during the term of this delegation.

3. Resolves that the shares that may be obtained by exercising the share purchase options granted under this resolution may be acquired by the Company, as the case may be, under the share buyback program covered by the 22nd resolution of the Combined General Meeting of May 22, 2025, pursuant to Article L.22-10-62 of the French Commercial Code or any share buyback program previously or subsequently applicable.

4. Acknowledges that this resolution includes the waiver of the shareholders' preemptive subscription rights over ordinary shares of the Company to which any securities issued pursuant to this resolution may entitle them.

5. Decides that the exercise price of the options granted under this resolution will be set by the Board of Directors as follows:

- the exercise price of the options to subscribe for ordinary shares may not be less than 80% of the average price quoted for the Company's shares on the Euronext Paris regulated market during the twenty (20) trading days preceding the date on which the options are granted.
- in addition, the exercise price of the share purchase options shall not be less than 80% of the average purchase price of the shares held by the Company under the share buyback program authorized according to the 22nd resolution of the Combined General Meeting of May 22, 2025, pursuant to Article L.22-10-62 of the French Commercial Code or any share buyback program previously or subsequently applicable.

6. Decides that the options granted must be exercised within a period of 10 years from the date of their grant by the Board of Directors.

7. Decides that the Board of Directors will have full authority, with the right to subdelegate under the conditions provided by French law, to implement this resolution, and in particular to:

- set, in accordance with legal conditions and limits, the dates on which the options will be granted;
- determine the list of beneficiaries, the number of options granted to each of them and the terms and conditions for granting and exercising the options;
- set the conditions for exercising the options and, in particular, limit, restrict or prohibit (a) the exercise of the options (including, as the case may be, performance conditions to be met) or (b) the sale of the shares obtained by exercising the options, during certain periods or following certain events, and its decision may (i) relate to all or part of the options and (ii) concern all or part of the beneficiaries;
- decide the conditions under which the price and/or the number of shares to be subscribed or acquired will be adjusted in the cases provided for by French law; and
- more generally, enter into all agreements, draw up all documents, record capital increases following the exercise of the options, amend the bylaws accordingly if necessary, carry out all formalities and make all declarations to all authorities and do all that would otherwise be necessary.

8. Decides that this delegation is granted for a period of 38 months from the date of this General Meeting and terminates, with immediate effect, any previous delegation having the same purpose. It therefore supersedes the delegation granted by the Combined General Meeting of December 11, 2024 in its 61st resolution.

The Board of Directors shall inform the General Meeting each year of the operations carried out under this resolution.

FIFTH RESOLUTION *(Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company immediately or in the future by the Company reserved for members of a company savings plan to be set up by the Company under the conditions provided for in Article L.3332-18 et seq. of the French Code du travail, without shareholders' preferential subscription rights)*

The General Meeting, voting under the rules of quorum and majority required for extraordinary general meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, Articles L. 225-129-2, L. 225-129-6, L. 225-138 I of the French Commercial Code, and Article L.3332-18 et seq. of the French Code du travail.

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to proceed with, one or more issuances, in the amount and at the times it deems appropriate, on its own initiative, of ordinary shares of the Company and/or securities giving access immediately and/or in the future, to ordinary shares to be issued by the Company, reserved for employees of the Company and its affiliates pursuant to Article L. 225-180 of the French Commercial Code, who are members of a company savings plan, to be instituted at the initiative of the Company and/or any mutual funds through the intermediary from which the new shares thus issued would be subscribed by them.

2. Decides that the maximum nominal amount of the share capital increases that may be performed, immediately or in the future, pursuant to this resolution shall not exceed four thousand three hundred euros (EUR 4,300), it being specified that the nominal amount of the capital increases that may result from this resolution shall be deducted from the overall ceiling of one million euros (EUR 1,000,000) set in paragraph 3) of resolution 24 of the Combined General Meeting of May 22, 2025. Added to those caps will be, as the case may be, the aggregate par value of any additional shares to be issued in order to preserve, in accordance with applicable laws and regulations, and, as the case may be, other contractual provisions that provide for other cases of adjustment, the rights of holders of securities giving access to the share capital of the Company.

3. Decides to waive shareholders' preemptive rights to ordinary shares of the Company and/or securities to be issued, where applicable freely granted, pursuant to this resolution which includes the waiver of the shareholders' preemptive subscription rights to the ordinary shares of the Company to which the securities that would be issued pursuant to this resolution entitle them.

4. Acknowledges that this resolution includes the waiver of the shareholders' preemptive subscription rights over ordinary shares of the Company to which any securities issued pursuant to this resolution may entitle them.

5. Decides that the issuance price for new shares or securities to be issued pursuant to this resolution shall be set in accordance with Article L. 3332-19 of the French *Code du travail*, and decides to set the maximum discount at 20%. However, the General Meeting expressly authorizes the Board of Directors to reduce this discount or not to grant it, in particular in accordance with the regulations applicable in the countries where the new shares or securities to be issued will be offered.

6. Decides, pursuant to the provisions of Article L.3332-21 of the French *Code du travail*, that the Board of Directors may freely grant to the beneficiaries referred to in the paragraph 1) above, newly issued shares or shares to be issued or other securities giving access to the Company's share capital to be issued or already issued in respect of (i) the contribution that may be paid pursuant to the regulations governing company savings plans, and/or (ii) where applicable, the discount.

7. Decides that, in the event that the beneficiaries referred to in the paragraph 1) above have not subscribed to the entire share capital increase within the time limit allotted, the share capital increase would only be performed for the amount of the shares subscribed, and that the unsubscribed shares may be offered again to the said beneficiaries within the scope of a subsequent capital increase.

8. Decides that the Board of Directors will have full authority, within the limits and conditions specified above, to determine the terms and conditions of share capital increases, defer them, and in particular to:

- establish a savings plan, in accordance with Articles L. 3332-1 et seq. of the French *Code du travail*;
- decide that the issuances may be performed directly to the advantage of the beneficiaries or through collective securities investment funds (UCITS);
- determine the terms and conditions of the issuances, to be made pursuant to this resolution and in particular dividend rights, the terms and conditions for paying up, the subscription price of ordinary shares or securities giving access to the capital under the legal conditions;
- determine the opening and closing dates of subscriptions;
- set the timeframe allotted to subscribers for the payment of their ordinary shares or securities giving access to the share capital of the Company;
- take all due measures to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with applicable laws and regulations and, as the case may be, other contractual provisions that provide for other cases of adjustment;
- record the completion of the share capital increases performed pursuant to this resolution and amend the by-laws accordingly, perform any and all formalities and statements, and call for any authorizations;

- charge, as the case may be, the fees and expenses related to the share capital increases against the related premiums, and, if it deems it appropriate, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new total share capital resulting from each issuance;
- have shares, securities to be issued or shares to be issued by the exercise of the right attached to the securities giving access to the share capital, admitted to trading on a regulated market or any other financial market located outside the European Economic Area; and
- perform any and all formalities and statements, and call for any authorizations that may be necessary to perform and complete these issuances successfully.

9. Decides that the aforementioned delegation is granted for a period of 26 months as from the date of this General Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose.

ORDINARY RESOLUTION

SIXTH RESOLUTION (*Powers to carry out formalities*)

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings,

Grants full authority to the bearer of an original, a copy or an extract of the minutes of this General Meeting to carry out all formalities of publicity and filing, and generally to do what is necessary.

INFORMATION

Shareholder status

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders may participate in the General Meeting, if they can prove:

- in the case of registered shares: that the shares are registered in the Company's registered securities accounts at 0:00 a.m. Paris time on Tuesday, November 25, 2025;
- in the case of bearer shares: that the shares are registered (where applicable, in the name of the intermediary registered on behalf of the shareholder concerned in accordance with legal and regulatory requirements) in the bearer securities accounts held by their authorized intermediary at 0:00 a.m. Paris time on Tuesday, November 25, 2025. Authorized intermediaries will issue a certificate of share ownership, attached to the postal voting form or proxy form drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only shareholders who can prove their status as such at 0:00 a.m. Paris time on Tuesday, November 25, 2025, under the conditions set out above, may participate in this General Meeting.

How to participate in the General Meeting Shareholders have several options for participating in the General Meeting. They may (1) vote by physically attending the General Meeting or (2) vote remotely or by proxy (a) by mail or (b) via the Internet.

In accordance with the provisions of Article R. 22-10-28 III of the French Commercial Code, once a shareholder has already cast their vote remotely, sent a proxy, or requested their admission card or certificate of attendance to attend the General Meeting, he or she may no longer choose another method of participation.

1. Voting while physically attending the General Meeting

Shareholders wishing to attend the General Meeting in person must request an admission card as soon as possible in order to receive it in good time, namely:

- for all registered shareholders: either by returning the completed and signed form using the prepaid envelope enclosed with the notice of meeting received by post; by logging on to <https://sharinbox.societegenerale.com>, using their usual access codes or their login email address (if they have already activated their Sharinbox by SG Markets account), accompanied by the password already in their possession. The password for logging in to the website was sent to them by mail when they first contacted Société Générale Securities Services. It can be resent by clicking on "Obtain your codes" on the website's home page. Once logged in, follow the instructions on the screen to access the VOTACCESS platform and request your admission card. Registered shareholders who have not received their admission card may attend the General Meeting without prior notification, provided they bring proof of identity.
- For all bearer shareholders: either by asking the authorized intermediary who manages their securities account to send them an admission card. If the admission card has not been received by 0:00 a.m. Paris time on Tuesday, November 25, 2025, shareholders should ask the authorized intermediary managing their securities account to issue them with a certificate of participation in order to prove their shareholder status; or by logging into the Internet portal of their account-holding institution with their usual access codes. They must then click on the icon that appears on the line corresponding to their Inventiva shares to access the Votaccess website and follow the procedure indicated on the screen. Only bearer shareholders whose account-holding institution has joined the Votaccess website will be able to apply for an admission card online.

2. On the day of the General Meeting, all shareholders must provide proof of their status during the registration formalities. Voting remotely or by proxy

Shareholders who do not attend the General Meeting may vote remotely or be represented by giving proxy to the Chairperson of the General Meeting, their spouse, their civil union partner, another shareholder, or any other

individual or legal entity of their choice under the conditions set out in Articles L. 225-106 and L. 22-10-39 of the French Commercial Code.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, the proxy given by a shareholder to be represented must be signed by the shareholder. The shareholder shall indicate their surname, first name, and domicile, and may designate a proxy, specifying the proxy's surname, first name, and address or, in the case of a legal entity, the name or business name and registered office. The proxy may not be replaced by another person.

It is specified that, for any proxy without indication of a proxy holder, the Chairperson of the General Meeting will cast a vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and a vote against the adoption of all other draft resolutions. To cast any other vote, shareholders must choose a proxy who agrees to vote in accordance with the instructions of the principal.

- a. To vote by mail or by proxy by post:

For registered shareholders: a postal or proxy voting form will be sent to them directly. This form should be returned using the prepaid envelope enclosed with the notice of meeting.

For bearer shareholders: as of today, the postal or proxy voting form can be requested from the intermediaries who manage their securities. All requests must be sent by the relevant financial intermediary to Société Générale, Service des assemblées, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 no later than six days before the date of the General Meeting (Article R. 225-75 of the French Commercial Code). The single form for voting by mail or proxy must be accompanied by a certificate of share ownership issued by the financial intermediary, who must send these documents to Société Générale, Service des assemblées, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.

In all cases, the duly completed and signed postal or proxy voting form (accompanied by the certificate of share ownership for bearer shares) must be returned so that it is received by Société Générale's Shareholders' Meeting Department or the Company no later than three (3) days before the date of the General Meeting (i.e. Monday, November 24, 2025).

- b. To vote or give proxy via the internet

Shareholders may also submit their voting instructions and appoint or revoke a proxy online prior to the General Meeting on the Votaccess website, under the following conditions:

- for registered shareholders: they can access Votaccess to vote or give proxy via the Internet by logging on to <https://sharinbox.societegenerale.com>, using their usual access codes or their login email address (if they have already activated their Sharinbox by SG Markets account), along with the password already in their possession. The password for logging in to the website was sent to them by mail when they first registered with Société Générale Securities Services. It can be resent by clicking on "Obtain your codes" on the website's home page. Once logged in, follow the instructions on the screen to access the VOTACCESS platform.

They may also appoint or revoke a proxy by sending an email with an electronic signature, obtained from a third-party certifier authorized under the legal and regulatory conditions in force, to the email address agiva27112025@inventivapharma.com, specifying their surname, first name, address, and Société Générale ID number for registered shareholders (information available at the top left of their account statement) or their ID number with their authorized intermediary for nominee-registered shareholders, as well as the surname, first name, and address of the proxy appointed or revoked;

SGSS is available to answer any questions shareholders may have from 9 a.m. to 6 p.m. on + 33 (0)2 51 85 67 89;

- For bearer shareholders: they must log in to their account-holding institution's website using their usual access codes. They must then click on the icon that appears on the line corresponding to their Inventiva shares to access the Votaccess website and follow the procedure indicated on the screen.

Please note that only bearer shareholders whose account-holding institution has joined Votaccess will be able to vote, appoint or revoke a proxy online.

If the shareholder's account-holding institution is not connected to Votaccess, notification of the appointment and revocation of a proxy may nevertheless be made electronically in accordance with the provisions of Articles R. 22-10-24 and R. 225-79 of the French Commercial Code, as follows: by sending an email bearing an electronic signature, obtained from a third-party certifier authorized under the legal and regulatory conditions in force, to the email address agiva27112025@inventivapharma.com specifying their surname, first name, address, and full bank details for their securities account, as well as the surname, first name, and address of the proxy appointed or revoked, and then requesting their authorized intermediary who manages their securities account to send written confirmation to Société Générale, Service Assemblées.

In order for the appointments or revocations of proxies, duly signed and completed, to be validly taken into account, they must be received by the Company no later than Monday, November 24, 2025, for notifications made electronically.

The revocation of a proxy must be made in the same form as that used for its appointment.

The secure Votaccess platform will be open from Friday, November 7, 2025, at 9:00 a.m. Paris time. The possibility of voting, appointing or revoking a proxy via the Internet prior to the General Meeting will end on Wednesday, November 26, 2025, at 3 p.m. Paris time. Shareholders are advised not to wait until the last few days before the General Meeting to enter their instructions.

It should be noted that, in accordance with the provisions of Article R. 22-10-28 of the French Commercial Code:

- any shareholder who has completed any of the above formalities may sell all or part of their shares. However, if the sale takes place before the second (2nd) business day preceding the General Meeting at 0:00 a.m., Paris time, i.e., Tuesday, November 25, 2025, the Company or its proxy shall invalidate or modify, as the case may be, the remote vote or proxy vote cast. To this end, the authorized account-keeping intermediary shall notify the Company or its proxy of the transfer and provide it with the necessary information;
- if the transfer occurs after this deadline, it does not have to be notified by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

Submission of written questions

In accordance with the provisions of Article R. 225-84 of the French Commercial Code, each shareholder shall be entitled to submit written questions of their choice to the Board of Directors no later than the fourth (4th) business day preceding the date of the General Meeting, i.e., Friday, November 21, 2025.

Requests for the submission of written questions must be sent to the Company's registered office by registered letter with acknowledgment of receipt. They must be accompanied by a certificate of registration in the account.

Right of communication

All documents and information provided for in Article R. 22-10-23 of the French Commercial Code (in particular the text of the draft resolutions submitted to the General Meeting by the Board of Directors) may be consulted on the Company's website (www.inventivapharma.com) from the twenty-first day preceding the General Meeting, i.e., Thursday, November 6, 2025.

All documents referred to in Articles R. 225-89 et seq. of the French Commercial Code will be made available to shareholders at the Company's registered office from the date of publication of the notice of meeting or on the fifteenth day preceding the General Meeting at the latest, depending on the document concerned.

As from the notice of meeting, shareholders may ask the Company to send them the documents and information mentioned in Articles R. 225-81 and R. 225-83 of the French Commercial Code, up to and including the fifth day, preferably by email (agiva27112025@inventivapharma.com) or at the head office by registered letter with acknowledgment of receipt. To this end, the shareholder shall indicate one's e-mail address in the request so that the Company can validly send him said documents in return. Bearer shareholders must provide proof of this status by sending a certificate of registration.

Audiovisual broadcast

In accordance with Article R. 22-10-29-1 of the French Commercial Code, the General Meeting will be broadcast live in its entirety via the following link: <https://inventivapharma.com/fr/investisseurs/assemblees-generales/>. A recording of the General Meeting will be available on the Company's website no later than seven (7) business days after the date of the General Meeting and for at least two (2) years from the date it is posted online.

The Board of Directors

INVENTIVA

Société anonyme with a Board of Directors
with a share capital of EUR 1,459,512.74
Registered office: 50, rue de Dijon, 21121 Daix
537 530 255 Trade and Companies Registry of. Dijon

**REPORT OF THE BOARD OF DIRECTORS
TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF NOVEMBER 27th, 2025**

Madams and Sirs,

We have convened this General Meeting in order to submit for your approval decisions that fall within the competence of the Ordinary General Meeting, on the one hand, and the Extraordinary General Meeting, on the other hand (**the "General Meeting"**).

The purpose of this report is to present the draft resolutions submitted by the Board of Directors to the General Meeting. It is intended to present the main features of the draft resolutions, in accordance with the regulations in force. It does not, therefore, claim to be exhaustive; it is essential that you read the text of the draft resolutions carefully before exercising your voting rights.

You are therefore asked to vote on the following agenda:

AGENDA

Reading of the report of the Board of Directors;

Ordinary items

1. Approval of the compensation policy for the Chief Executive Officer for the 2025 financial year (applicable from November 27 to December 31);
2. Approval of the settlement agreement entered into between the Company and Mr. Frédéric Cren in accordance with Articles L. 225-38 et seq. of the French Commercial Code;
3. Partial waiver of the attendance and performance conditions associated with the grant of free shares to Mr. Frédéric Cren under the AGA 2024-1 and AGA 2025-1 plans;

Extraordinary items

4. Authorization to the Board of Directors to grant share subscription and/or share purchase options to corporate officers and employees of the Company or companies of the group, entailing the waiver by shareholders of their preferential rights to subscribe for shares issued following the exercise of stock options;
5. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company immediately or in the future by the Company reserved for members of a company savings plan to be set up by the Company under the conditions provided for in Article L.3332-18 et seq. of the French Code du travail, without shareholders' preferential subscription rights;

Ordinary item

6. Powers to carry out formalities.
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STATE OF BUSINESS SINCE THE BEGINNING OF THE 2025 FINANCIAL YEAR

In accordance with the provisions of Article R. 225-113 of the French Commercial Code, we hereby provide you with information on the Company's business since the beginning of the current financial year.

The presentation of the Company's financial position, activities, and results for the first half of 2025, as well as the various information required by the legal and regulatory provisions in force, are included in the half-yearly financial report as of June 30, 2025, published on September 29, 2025, to which you are invited to refer.

In addition to the information published in the Company's half-year report, the following items and events concerning the course of business since January 1, 2025, may be highlighted:

On January 22, 2025, the Company announced the results of its proof-of-concept trial evaluating lanifibranor in combination with empagliflozin for the treatment of MASH, which were presented by Dr. Onno Holleboom during an oral plenary session at the Steatotic Liver Disease (SLD) Summit 2025 organized by the European Association for the Study of the Liver (EASL) from January 23 to 25 in Estoril, Portugal;

- On January 29, 2025, the Company announced the publication in the journal "*Journal of Hepatology*" of the results of the investigator-initiated proof-of-concept clinical study evaluating lanifibranor in patients with T2D and MASLD;

- On February 20, 2025 the Company and Hepalys Pharma, Inc. announced the launch of the clinical development program for lanifibranor in Japan with the enrollment of the first participant in the Phase 1 study;

- On February 26, 2025, the Company announced the publication in *Biomedicine & Pharmacotherapy* of the results of a preclinical study showing improvement in portal hypertension with lanifibranor treatment;

- On April 1, 2025 the Company announced that it had completed patient enrollment in the Phase 3 NATiV3 clinical study with the randomization of the last patient. Inventiva randomized 1,009 patients in the main cohort and 410 in the exploratory cohort, exceeding the initial targets of 969 and 350 patients, respectively;

- On April 24, 2025, the Company announced the publication in *Clinical Gastroenterology and Hepatology* of the results of the analysis of new and specific non-invasive biomarker signatures predictive of histological response in patients with MASH treated with lanifibranor;

- On May 2, 2025 the Board of Directors decided to issue the second tranche of its structured financing for a maximum amount of EUR348 million (the "**Structured Financing**") for a gross amount of EUR115.6 million (net amount of EUR108.5 million);

- On July 2, 2025, the Company announced the publication in the *Journal of Hepatology Reports* of the results of lanifibranor on hepatic sinusoidal endothelial cells in MASLD/MASH patients and in preclinical models of the disease;

- On July 7, 2025 the Company announced that it had received a milestone payment of USD 10 million from Chia Tai-Tianqing Pharmaceutical Group Co., Ltd, a subsidiary of Sino Biopharm;

- On July 9, 2025 the Company announced that it had renewed its management team with the appointment of Jason Campagna, MD, PhD, as President of Research and Development and Chief Medical Officer, and Martine Zimmermann, PharmD, as Executive Vice President of Regulatory Affairs and Quality Assurance;

- On October 1, 2025 the Company announced the appointment of Andrew Obenshain as Chief Executive Officer, effective October 1, 2025. Mr. Obenshain will also join the Company's Board of Directors. He succeeds Frédéric Cren, co-founder of the Company, who has served as Chief Executive Officer since its creation in 2012.

We invite you to review each of the above proposals submitted for your approval.

1. APPROVAL OF THE CHIEF EXECUTIVE OFFICER'S COMPENSATION POLICY - APPLICABLE FROM NOVEMBER 27 TO DECEMBER 31, 2025 (FIRST RESOLUTION)

Pursuant to Article L.22-10-8, II, of the French Commercial Code, it is proposed that you approve as the first resolution the compensation policy for Inventiva's new Chief Executive Officer for 2025, as determined by the Board of Directors on the recommendation of the Appointments and Compensation Committee.

As the recruitment of executives for listed companies in the pharmaceutical sector is subject to fierce international competition, the Board of Directors sought to ensure that it could offer the new Chief Executive Officer attractive and competitive compensation in line with the practices of comparable companies.

Approval of this compensation policy is a condition of Mr. Andrew Obenshain's acceptance of his position as Chief Executive Officer of the Company, even though Mr. Andrew Obenshain agreed to take up his duties even before the vote on this compensation policy.

This compensation policy is presented, in its aspects common to the various corporate officers, in the corporate governance report provided for in Article L.225-37 of the French Commercial Code and appears in paragraph 3.5.1.1 of the 2024 Universal Registration Document (pages 144 to 145). The provisions of this compensation policy specific to the Chief Executive Officer are presented in the document entitled "Compensation Policy Applicable to the Chief Executive Officer" published on the Company's website under the "General Meetings" tab, which is also included in the Appendix to this report.

2. APPROVAL OF THE SETTLEMENT AGREEMENT ENTERED INTO BETWEEN THE COMPANY AND MR. FRÉDÉRIC CREN IN ACCORDANCE WITH ARTICLES L. 225-38 AND SEQ. OF THE FRENCH COMMERCIAL CODE (SECOND RESOLUTION)

The 2nd Resolution submits for your approval a related-party agreement authorized by the Board of Directors during 2025 and which is the subject of the Statutory Auditors' special report, in accordance with Articles L. 225-38 et seq. of the French Commercial Code.

The purpose of this agreement is to set the terms and conditions for the departure of Mr. Frédéric Cren, which took place on September 30, 2025.

The Company has therefore entered into this agreement to agree on appropriate departure terms in view of the decisive role played by Mr. Frédéric Cren in the Company's success and to facilitate the transition process and avoid any dispute relating to the termination of Mr. Frédéric Cren's duties.

A summary of the main terms of this agreement is provided below:

Nature of the agreement	Persons concerned	Purpose of the agreement	Amount(s)/Terms of the agreement
Settlement agreement	Mr. Frédéric Cren	Determination of the terms of departure for Mr. Frédéric Cren	Under the terms of the settlement agreement, Mr. Frédéric Cren will receive: 1. the payment of his 2025 bonus in the amount of EUR 151,664; 2. the payment of his severance pay due in the event of forced departure in the amount of EUR 961,040 in accordance with previous commitments made by the Company; 3. a waiver of the presence condition relating to the 243,750 shares granted under the AGA 2023-1 plan; 4. subject to the adoption of the fourth resolution below, a partial waiver of the presence and performance conditions allowing him to acquire, at the end of their respective vesting periods, 543,517 shares granted under the AGA 2024-1 plan, or, in the absence of approval of the fourth resolution, 378,105 shares; 5. subject to the adoption of the fourth resolution below, a partial waiver of the presence and performance conditions allowing him to acquire, at the end of their respective vesting periods, a maximum of 2,218,733 shares granted under the AGA 2025-1 plan, of which 630,070 will be acquired subject to and in proportion to the number of warrants in tranche 3 of the structured financing announced on October 11, 2024, which may have been exercised. In the absence of approval of the fourth resolution below, the number of free shares that Mr. Frédéric Cren will acquire will amount to 1,145,327, of which 412,444 are subject to the condition of exercise of the T3 warrants. Mr. Frédéric Cren has undertaken to work with Mr. Obenshain until the end of 2025 to ensure a smooth transition and continuity of the Company's strategic priorities, as well as a number of other commitments customary for this type of agreement.

The provisions of this agreement relating to free share plans are explained in more detail in the comments on the 3rd resolution.

The Company's Board of Directors authorized the conclusion of this agreement at its meeting on September 30, 2025, in accordance with Article L. 225-38 of the French Commercial Code, it being specified that Mr. Frédéric Cren did not take part in the deliberations or the vote. The settlement agreement was entered into in the interests of the Company, in that it provides for appropriate conditions in view of the decisive role played by Mr. Frédéric Cren in the Company's success and facilitates the transition process and avoids any dispute relating to the termination of Mr. Cren's duties.

Please refer to the special report of the statutory auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code.

3. PARTIAL WAIVER OF THE PRESENCE AND PERFORMANCE CONDITIONS ASSOCIATED WITH THE GRANT OF FREE SHARES TO MR. FRÉDÉRIC CREN UNDER THE AGA 2024-1 AND AGA 2025-1 PLANS (THIRD RESOLUTION)

Mr. Frédéric Cren benefits from three free share plans, the AGA 2023-1 plan, the AGA 2024-1 plan, and the AGA 2025-1 plan, covering 300,000, 800,000, and 6,158,699 free shares, respectively. The latter plan was granted in accordance with Mr. Frédéric Cren's compensation policy for 2025, which included an "anti-dilution" clause stipulating that, in the event of capital transactions that would dilute Frédéric Cren's stake to below 4% of the capital on a fully diluted basis, the Board of Directors would grant free shares under the same conditions as the 2024-1 plan, in order to allow Mr. Frédéric Cren to maintain a 4% stake in the fully diluted capital. This clause was triggered by the May 2025 issue of shares and warrants for a total gross amount of EUR 115.6 million.

These three plans are subject to presence and performance conditions and give the Board of Directors the option, in exceptional cases, to waive all or part of the presence and performance conditions in the event of forced departure, beyond the minimum thresholds provided for in the plans, if applicable.

Under the settlement agreement entered into with Mr. Frédéric Cren upon his departure, the board of directors, in view of Mr. Frédéric Cren's exceptional contribution to the development of the Company and his commitment to work until the end of 2025 with Mr. Obenshain to ensure a smooth transition and continuity of the Company's strategic priorities, agreed to partially waive the presence and performance conditions of these various plans, beyond the provisions that guaranteed Mr. Frédéric CREN a minimum threshold of free shares in the event of forced departure.

The Board of Directors therefore took the following decisions, taking into account Mr. Frédéric Cren's exceptional contribution and in accordance with the terms of the plans:

- With regard to the AGA 2023-1 plan, it decided to waive the presence condition in full, thereby granting Mr. Frédéric Cren the benefit of 243,750 out of a total of 300,000 free shares, which will only be acquired on the date of the first Board of Directors' meeting held after the closing of the accounts for the financial year ending December 31, 2026.
- With regard to the AGA 2024-1 plan, the application of the *pro rata temporis* rule applicable in the event of forced departure results in Mr. Frédéric Cren being granted the right to acquire 378,105 free shares. In accordance with the provisions of the plan, the Board of Directors has decided to waive the presence and performance conditions beyond this guaranteed minimum number, in order to increase it to 543,517 free shares, corresponding to a one-year shortening of the reference period for the purposes of calculating the *pro rata temporis*.

However, as this number exceeds that resulting from the application of the *pro rata temporis* rule stipulated in Mr. Frédéric Cren's compensation policy, the Board of Directors asks you, in recognition of Frédéric

Cren's work and his contribution to the company's success, to authorize it to waive the performance and presence conditions on a total of 543,517 free shares under the 2024-1 plan.

These shares will only be definitively acquired in accordance with the acquisition dates stipulated in the plan, without acceleration.

- With regard to the AGA 2025-1 plan, the application of the *pro rata temporis* rule applicable in the event of forced departure results in Mr. Frédéric Cren being granted the right to acquire 1,145,327 free shares, of which 412,444 are acquired only in the event and in proportion to the exercise of the warrants in tranche 3 of the structured financing announced on October 11, 2024, issued in May 2025 (the "BSA T3"). However, the Board of Directors has decided to waive the presence and performance conditions beyond this minimum guaranteed number, in order to increase it to 2,218,733 free shares, including 630,070 acquired only in the event and in proportion to the exercise of the BSA T3, corresponding to a one-year reduction in the reference period for the purposes of calculating the *pro rata temporis*.

However, as this number exceeds that resulting from the application of the *pro rata temporis* rule stipulated in Mr. Frédéric Cren's compensation policy, the Board of Directors asks you, as a reward for Frédéric Cren's work and his contribution to the company's success, to authorize it to waive the performance and presence conditions on a total of 2,218,733 free shares under the 2025-1 plan.

These shares will only be definitively acquired in accordance with the acquisition dates stipulated in the plan, without acceleration.

By voting in favor of the third resolution, you will authorize your board to waive the presence and performance conditions for the AGA 2024-1 and AGA 2025-1 plans in accordance with the preceding paragraphs.

The request made to you is part of the settlement agreement entered into with Mr. Frédéric Cren to ensure a smooth, seamless, and rapid transition in the management of the company, respectful of Mr. Frédéric Cren's dignity and the interests of the company.

If your meeting votes in favor of this resolution, Frédéric Cren will acquire under these three plans a total of 3,006,000 free shares, of which 630,070 will be acquired only if and in proportion to the exercise of the T3 warrants.

Otherwise, the number of free shares he will acquire under these three plans will be 1,767,182 free shares, of which 412,444 will be acquired only if and in proportion to the exercise of the T3 warrants.

4. AUTHORIZATION TO THE BOARD OF DIRECTORS TO GRANT SHARE SUBSCRIPTION OPTIONS AND/OR SHARES PURCHASE OPTIONS TO CORPORATE OFFICERS AND EMPLOYEES OF THE COMPANY (FOURTH RESOLUTION)

As part of its policy to remunerate and/or motivate its employees, corporate officers, and consultants, since 2013 the Company has implemented successive plans to grant business creator share subscription warrants and free shares, or has authorized the subscription of share subscription warrants.

On September 30, 2025, the dilutive instruments allocated and not yet acquired, or subscribed and not yet exercised, benefiting employees, executives, directors, and/or consultants represented 25,659,421 shares, representing a potential dilution of approximately 17.58% of the share capital based on a share capital of EUR 1,459,512.74.

In this context, the Company's Board of Directors, keen to continue to motivate and retain the Company's employees and executives, the members of the Company's Board of Directors and their consultants, in line with the interests of shareholders, wishes to continue the share option grant program.

It is therefore proposed that you renew, in advance, the authorization given to the Board of Directors to grant stock options for a period of 38 months, by the Combined General Meeting of December 11, 2024, in its 61st resolution.

We propose that you authorize the Board of Directors to grant, for a period of 38 months, on one or more occasions, options to subscribe for or purchase shares in the Company, under the following conditions:

- the total number of options that may be granted under this resolution may not entitle the holder to subscribe for or acquire a total number of new or existing shares exceeding fifteen million (15,000,000) ordinary shares, it being specified that the nominal amount of any capital increases that may be carried out pursuant to the 4th resolution shall be deducted from the overall limit of four hundred and fifty thousand euros (EUR 450,000) set in paragraph 2) of the 60th resolution of the Combined General Meeting of December 11, 2024 or, where applicable, against the limit amount that may be provided for in a resolution of the same nature that may succeed it during the term of validity of the 4th delegation;
- the options would be granted to the salaried employees and/or corporate officers (or some of them) of the Company and of companies and economic interest groups linked to the Company under the conditions defined in Article L. 225-180-I of the French Commercial Code;
- the shares that may be obtained through the exercise of stock options may be acquired by the Company, either under Article L. 225-208 of the French Commercial Code or, as the case may be, under the share buyback program subject to resolution 22 of the Combined General Meeting of May 22, 2025, pursuant to Article L. 225-209 of the French Commercial Code or under any share buyback program applicable prior or subsequent to the date of this resolution;
- the exercise price of the options would be set by the Board of Directors on the day they are granted, as follows:
 - in the case of options to subscribe for new ordinary shares the exercise price of the share subscription option shall not be less than 80% of the average purchased price of the Company's shares on the regulated market Euronext Paris during the twenty (20) trading sessions preceding the day on which the option is granted;
 - in the case of options to purchase existing shares, the exercise price of the share purchase options shall not be less than 80% of the average purchase price of the shares held by the Company under the share buyback program authorized by the 22nd resolution of the Combined General Meeting of May 22, 2025, pursuant to Article L.22-10-62 of the French Commercial Code or any share buyback program previously or subsequently applicable;

each option should be exercised at the latest within 10 years from the date of their grant by the Board of Directors.

The Board of Directors would have full powers to implement the authorizations and delegations thus granted to it.

In the event that the Board of Directors were to use these delegations of authority, it would report to the next ordinary general meeting on the transactions carried out under these authorizations, in accordance with the law and regulations.

Please note that these authorizations could not be used during a public offering of the Company's securities.

5. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE RESERVED FOR EMPLOYEES (FIFTH RESOLUTION)

We remind you that, pursuant to Article L. 225-129-6 of the French Commercial Code, whenever a decision is taken to increase the Company's capital, the Extraordinary General Meeting must vote on a draft to carry out a capital increase reserved for employees in accordance with Articles L. 3332-18 et seq. of the French *Code du Travail*, i.e. those who are members of a Company Savings Plan (*Plan d'Epargne d'Entreprise*).

Under these conditions, we submit to your approval a resolution to delegate to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, the authority of the Extraordinary General Meeting for the purpose of carrying out a capital increase, in one or more instalments, in the proportions and at the times that it would assess on its deliberations alone, within a period of twenty-six (26) months from the date of this Meeting, up to a maximum nominal amount of four thousand three hundred euros (EUR 4,300), by issuing 430,000 shares, to be paid up in cash, without shareholders' preemptive subscription rights for shares to be issued for cash to the Corporate Mutual Fund (*Fonds Commun de Placement d'Entreprise*) to be set up as part of a Corporate Savings Plan (*Plan d'Epargne d'Entreprise*), in the event of completion of the capital increase(s) provided for above.

The nominal amount of capital increases likely to result from this resolution would be deducted from the overall limit of one million euros (EUR 1,000,000) set in paragraph 3) of resolution 24 of the combined general meeting of May 22, 2025. In addition to these limits, the nominal value of the shares to be issued would be added, where applicable, in order to preserve, in accordance with the law and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the Company's capital.

However, we remind you that there is currently no corporate savings plan to which our Company's employees could apply and that, the Company has always encouraged employee access to its capital through its policy of directly granting securities giving access to capital.

We would like to point out that we are not in favor of such authorization because we believe that the proposal to implement free share allocation plans under the 60th resolution of the general meeting of December 11, 2024, or stock option plans under the terms submitted to you here above, are more in line with the Company's current social policy, which is designed to strengthen the direct participation of the Company's employees in its capital.

The delegation would be granted for a period of 26 months.

6. POWERS TO CARRY OUT FORMALITIES (SIXTH RESOLUTION)

This resolution deals with the usual powers to be conferred for the purpose of formalities.

It is under these conditions that we ask you to vote on the resolutions proposed by your Board of Directors. Your Board of Directors recommends the adoption of all of the above resolutions with the exception of the fifth resolution (capital increase reserved for employees).

The Board of Directors

Appendix 1

Compensation policy applicable to the Chief Executive Officer

(effective November 27, 2025)

The year 2025 is a year of transition for Inventiva in terms of governance, as the term of office of Mr. Frédéric Cren, current Chief Executive Officer and founder of Inventiva, ended on September 30, 2025.

In this context, the Company's Board of Directors appointed Mr. Andrew Obenshain as the new Chief Executive Officer at its meeting on September 30, 2025, with effect from October 1st, 2025. At the same meeting, the Board of Directors of Inventiva SA also set, on the recommendation of the Appointments and Compensation Committee, the compensation policy applicable to the new Chief Executive Officer for the 2025 financial year, which supplements and amends, solely insofar as it concerns the compensation policy applicable to the Chief Executive Officer, the compensation policy for corporate officers for 2025 approved on May 22 by the General Meeting, described in the corresponding section of the Company's 2024 Universal Registration Document.

The common aspects of the compensation policy for Inventiva's corporate officers, as detailed in section 3.5.1.1 of the 2024 Universal Registration Document, are applicable to the compensation policy for the Chief Executive Officer. All specific aspects of the compensation policy applicable to the Chief Executive Officer are detailed below.

The compensation of the Chief Executive Officer, detailed below, consists of (i) fixed compensation, (ii) annual compensation target bonus, determined according to annual performance criteria and corresponding to a percentage of fixed compensation (these criteria are precisely defined by the Board of Directors but are not disclosed in full for reasons of confidentiality), (iii) multi-year variable compensation, (iv) a tax guarantee, (v) compensation linked to the loss of corporate officer functions, (vi) compensation for a non-competition agreement, and (vii) other benefits in kind.

The structure of the Chief Executive Officer's compensation is determined by the Board, which sets the various components based on the recommendations of the Compensation Committee:

Fixed compensation

The gross amount is USD 715,000 (the "**Fixed Annual Compensation**"), payable monthly in twelve equal installments. This Fixed Annual Compensation is broken down as follows:

- for his role as Chief Executive Officer of the Company, the Chief Executive Officer will receive a fixed annual compensation, payable by the Company in twelve monthly installments of USD 143,000;
- under his employment contract governed by Massachusetts law with Inventiva Inc., the Company's US subsidiary, of which he is Chief Executive Officer, a fixed annual compensation, payable in twelve monthly installments of USD 572,000.

For administrative reasons, the entire compensation is paid by Inventiva Inc.

The Fixed Annual Compensation for the year of appointment is calculated on a *pro rata basis* according to the Chief Executive Officer's actual presence since taking office on October 1st, 2025.

The amount may be revised each year by the Board of Directors, with any revision subject to the prior approval of the General Meeting of Shareholders.

Insofar as this compensation policy applicable to the new Chief Executive Officer could not be approved by the shareholders' meeting prior to the latter's date of entry into office on October 1, 2025, the new Chief Executive Officer received the same monthly compensation as the previous Chief Executive Officer, i.e., EUR 23,931 per month (converted into US dollars at the rate in effect on the date of payment), between his taking office and the adoption of this compensation policy. The difference between the fixed monthly compensation provided for the former Chief Executive Officer and the new monthly amount for the period between the Chief Executive Officer's date of appointment and the effective date of the new compensation policy, calculated on a *pro rata basis* for the actual number of days between these two dates, will be paid to him in a lump sum upon adoption of this new compensation policy by the general meeting.

Annual variable compensation

Variable compensation is intended to link executive officers to the short-term performance of the Inventiva group.

The target annual variable compensation is set at 60% of the Chief Executive Officer's fixed annual compensation, of which 20% is for his role as Chief Executive Officer of the Company and 80% is for his employment contract with Inventiva Inc. under Massachusetts law if 100% of the targets set for 2025 are achieved, according to the following criteria and weighting rules:

Performance criteria	Mr. Andrew Obenshain Chief Executive Officer	
	Description	Weighting
1. Financial	Achievement of a cash flow level defined by the Board of Directors before December 31, 2025.	70%
2. Developments	Achievement of the objectives defined by the Board of Directors relating to the progress of the NATiV3 study to support the AMM application files and prepare the AMM filing strategy.	12.5%
3. Production	Prepare optimal industrial conditions to support AMM application files.	12.5%
4. Other	Pursuing ESG efforts	5%

For confidentiality reasons, the expected level of results and the criteria set are not made public.

This amount may be increased to:

- 125% of his fixed compensation in the event of outperformance between 105% and 124% and
- 150% of his fixed compensation in the event of outperformance equal to or greater than 125%.

It is specified that for the year 2025, this bonus will be paid *pro rata temporis*.

Pursuant to Article L. 22-10-34 of the French Commercial Code, the payment of variable compensation is subject to approval by the annual General Meeting called to approve the financial statements for the fiscal year ended.

The Company has also adopted a variable compensation *clawback* policy in accordance with Nasdaq rules. This clawback policy has been implemented to comply with Section 10D of the Exchange Act, Rule 10D-1, and Nasdaq

Listing Rule 5608. Nasdaq has adopted rules regarding the clawback of executive incentive compensation awarded in error due to an accounting error. These rules came into effect on October 2, 2023.

Long-term compensation

The Board of Directors, on the recommendation of its Nominating and Compensation Committee, decides on the implementation of long-term compensation plans for the Chief Executive Officer, within the framework of the authorizations granted by the Ordinary and Extraordinary General Meeting of Shareholders.

The Company's compensation policy is part of an overall strategy to retain and motivate its executives and employees, which is intended to be competitive with market practices in the pharmaceutical industry. The Chief Executive Officer is granted stock options.

The Chief Executive Officer's long-term compensation, which will be paid for the 2025 financial year no later than December 31, 2025, will consist of six million (6,000,000) stock options with an exercise price corresponding to at least the average closing price of the share listed on Euronext Paris during the twenty trading days preceding the grant date (the "**SO 2025**").

The options will vest on the basis of the following initial vesting schedule, subject to compliance with a continuous presence condition:

- One-third (1/3) of the options (the "**Tranche 1 Options**") will vest on the day following the first anniversary of the initial grant date (the "**1st Vesting Date**");
- one-third (1/3) of the options (the "**Tranche 2 Options**") will vest on the day following the second anniversary of the initial grant date (the "**2nd Vesting Date**");
- one third (1/3) of the options (the "**Tranche 3 Options**") will vest on the day following the third anniversary of the initial grant date (the "**3rd Vesting Date**").

This presence condition may be waived in whole or in part by the board of directors, particularly in the event of death, disability, or retirement.

The vesting of options will not be subject to any performance condition.

To the extent that they vest, the options will become exercisable as follows: the vested Tranche 1 Options and Tranche 2 Options will become exercisable on the 2nd Vesting Date; and the vested Tranche 3 Options will become exercisable on their vesting date.

The Chief Executive Officer is subject to a requirement to hold 10% of the shares subscribed upon exercise of the vested options for a period equal to the term of his office.

In the event of the forced departure of the Chief Executive Officer for reasons not attributable to "*Cause*" or the resignation of the Chief Executive Officer for "*Good Reason*" (as these terms are defined in the corporate officer agreement between the Chief Executive Officer and the Company), the vesting period for the 2025 stock options and any equity incentive instruments subsequently granted to him will be accelerated by one year, to the fullest extent permitted by French law, and the stock options thus acquired may in this case be exercised as of the date of termination of the Chief Executive Officer's term of office.

As an exception, in the event of the forced departure of the Chief Executive Officer for reasons other than "*Cause*" (as defined in the corporate officer agreement between the Chief Executive Officer and the Company) within three (3) months prior to and twelve (12) months following a change of control of the Company within the meaning of

Article L. 233-3 I. of the French Commercial Code (a "**Change of Control**") or resignation of the Chief Executive Officer for "*Good Reason*" within 12 months following a Change of Control of the Company, the 2025 SO, as well as any equity incentive instruments subsequently granted to him, shall, to the fullest extent permitted by French law, be fully vested and exercisable on the date of termination of the Chief Executive Officer's duties.

No double taxation - Guarantee

If the Chief Executive Officer, a U.S. resident and citizen, is as a result of being appointed CEO of the Company, subject to a global personal tax liability both in the United States and in France (encompassing income tax and, as the case may be, employee social security contributions) which exceeds the theoretical amount of taxes he would have suffered solely in the United States, the Company endeavors to pay to the Chief Executive Officer an additional tax equalization bonus which aim is to neutralize the excess taxation suffered by the Chief Executive Officer, if any. The Company, or any of its affiliates, including the U.S. subsidiary, will operate the payment through payroll in such a way to ensure that the Chief Executive Officer receives a net payable amount equal to the excess tax factoring in all applicable taxes and credits (i.e. tax gross-up).

Compensation in the event of loss of office

In certain cases of forced departure, in the event of revocation or non-renewal of the term of office not related to a "*Cause*" or resignation for "*Good Reason*" (as these terms are defined in the corporate officer agreement between the Chief Executive Officer and the Company), the Chief Executive Officer shall receive gross compensation equal to:

- in the event that (i) the dismissal or non-renewal of the term of office not related to a "*Cause*" occurs within 3 months prior to or 12 months following a Change of Control of the Company or in the event that (ii) the resignation for "*Good Reason*" occurs within 12 months following a Change of Control of the Company: one and a half times the "**Annual Reference Compensation**," defined as the Annual Fixed Compensation received during the twelve consecutive months preceding the departure, plus the average annual variable compensation received for the last three fiscal years ended prior to the termination of the corporate office or, when the Chief Executive Officer has been appointed for a term of less than three fiscal years, the average annual variable compensation received for all financial years ended prior to termination of employment, less all applicable withholdings and deductions;
- in other cases of forced departure: one time the Annual Reference Compensation.

As an exception, no compensation would be payable to the Chief Executive Officer in the event of forced departure based on a "*Cause*" (as defined in the corporate officer agreement between the Chief Executive Officer and the Company), a change of position at his initiative to take up new duties, or departure to exercise his retirement rights.

This commitment made by the Company to its Chief Executive Officer is intended to secure the interests of the Company through predefined departure conditions.

The severance payment shall, where applicable, comply as far as possible with the exemptions provided for in Section 409A of the Internal Revenue Code under US federal law.

Benefits in kind

The Chief Executive Officer may receive benefits of any kind, as decided by the Board of Directors and on the recommendation of the Appointments and Compensation Committee. These benefits may be determined in light of the needs arising from the performance of the mandate.

The Chief Executive Officer is thus entitled to reimbursement of reasonable tax advisory fees for the preparation and filing of his or her tax returns and the maintenance of his or her health insurance plan.

Other benefits in kind may be provided depending on specific circumstances.

Maintenance of health insurance coverage

The Chief Executive Officer, subject to eligibility under his corporate officer or employment contract with Inventiva Inc., may, in accordance with *the Consolidated Omnibus Budget Reconciliation Act (COBRA)*, maintain health insurance coverage for himself and his dependents under the Company's group health insurance plans after his departure (the "**COBRA Health Coverage**").

The Company shall pay the premiums necessary to maintain COBRA Health Coverage after the Chief Executive Officer's departure date for a maximum period of twelve (12) months.

If the Chief Executive Officer is not eligible for COBRA coverage, the Company will make the necessary arrangements to ensure that his health insurance coverage and that of his dependents remains in effect under the same conditions and for the same period of time from the date of his departure as if he had been eligible for COBRA Health Coverage.

The Company shall reimburse the Chief Executive Officer for reasonable business expenses incurred in the course of his duties.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

☐ JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form



50, rue de Dijon
21121 Daix

Société anonyme au capital de 1.459.512,74 €
537 530 255 R.C.S DIJON

ASSEMBLÉE GÉNÉRALE
ORDINAIRE ET EXTRAORDINAIRE
Jeudi 27 novembre 2025 à 9h00

Hôtel Villa M
24-30, boulevard Pasteur

75 015 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Vote simple
Single vote

Vote double
Double vote

Nominatif
Registered

Porteur
Bearer

Nombre d'actions
Number of shares

Nombre de voix - Number of voting rights

☐ JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix.
On the draft resolutions not approved, I cast my vote by shading the box of my choice.

12345678910

Non / No

Abs.

11121314151617181920

Non / No

Abs.

21222324252627282930

Non / No

Abs.

31323334353637383940

Non / No

Abs.

41424344454647484950

Non / No

Abs.

A

B

C

D

E

F

G

H

J

K

Oui / Yes

Non / No

Abs.

Oui / Yes

Non / No

Abs.

Oui / Yes

Non / No

Abs.

Oui / Yes

Non / No

Abs.

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting
- Je m'abstiens. / I abstain from voting
- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom
I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf.....

☐ JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

☐ JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:

à la banque / to the bank
à la société / to the company

sur 1^{ère} convocation / on 1st notification
24 novembre 2025 / November 24, 2025

sur 2^{ème} convocation / on 2nd notification
24 novembre 2025 / November 24, 2025

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale »
'If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting'

CONDITIONS D'UTILISATION DU FORMULAIRE

(1) GENERALITES : Il s'agit d'un formulaire unique prévu par l'article R. 225-76 du Code de Commerce. QUELLE QUE SOIT L'OPTION CHOISIE : Le signataire est prié d'inscrire très exactement, dans la zone réservée à cet effet, ses nom (en majuscules), prénom usuel et adresse (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Pour les personnes morales, le signataire doit renseigner ses nom, prénom et qualité. Si le signataire n'est pas l'actionnaire (exemple : Administrateur légal, Tuteur, etc.) il doit mentionner ses nom, prénom et la qualité en laquelle il signe le formulaire de vote. Le formulaire adressé pour une assemblée vaut pour les assemblées successives convoquées avec le même ordre du jour (article R. 225-77 alinéa 3 du Code de Commerce). Le texte des résolutions figure dans le dossier de convocation joint au présent formulaire (article R. 225-81 du Code de Commerce). Ne pas utiliser à la fois « Je vote par correspondance » et « Je donne pouvoir » (article R. 225-81 paragraphe 8 du Code de Commerce). Une guide méthodologique de traitement des assemblées générales, incluant une grille de lecture de ce formulaire de vote par correspondance est disponible sur le site de l'AFTI : www.afti.asso.fr La version française de ce document fait foi.	(3) POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE <u>Article L. 225-106 du Code de Commerce (extrait) :</u> "Pour toute procuration d'un actionnaire sans indication de mandataire, le président de l'assemblée générale émet un vote favorable à l'adoption de projets de résolutions présentés ou agréés par le conseil d'administration ou le directoire, selon le cas, et un vote défavorable à l'adoption de tous les autres projets de résolution. Pour émettre tout autre vote, l'actionnaire doit faire choix d'un mandataire qui accepte de voter dans le sens indiqué par le mandant".	Cette information porte notamment sur le fait que le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit : 1° Contrôle, au sens de l'article L. 233-3, la société dont l'assemblée est appelée à se réunir ; 2° Est membre de l'organe de gestion, d'administration ou de surveillance de cette société ou d'une personne qui la contrôle au sens de l'article L. 233-3 ; 3° Est employé par cette société ou par une personne qui la contrôle au sens de l'article L. 233-3 ; 4° Est contrôlé ou exerce l'une des fonctions mentionnées au 2° ou au 3° dans une personne ou une entité contrôlée par une personne qui contrôle la société, au sens de l'article L. 233-3.
(2) VOTE PAR CORRESPONDANCE <u>Article L. 225-107 du Code de Commerce (extrait) :</u> "Tout actionnaire peut voter par correspondance, au moyen d'un formulaire dont les mentions sont fixées par décret en Conseil d'Etat. Les dispositions contraires des statuts sont réputées non écrites. Pour le calcul du quorum, il n'est tenu compte que des formulaires qui ont été reçus par la société avant la réunion de l'assemblée, dans les conditions de délais fixées par décret en Conseil d'Etat. Les formulaires ne donnant aucun sens de vote ou exprimant une abstention ne sont pas considérés comme des votes exprimés". La majorité requise pour l'adoption des décisions est déterminée en fonction des voix exprimées par les actionnaires présents ou représentés. Les voix exprimées ne comprennent pas celles attachées aux actions pour lesquelles l'actionnaire n'a pas pris part au vote, s'est abstenu ou a voté blanc ou nul. (articles L. 225-96 et L. 225-98 du Code de Commerce et, s'agissant des sociétés ayant adopté le statut de la société européenne, et articles 57 et 58 du Règlement du Conseil (CE) N°2157/2001 relatif au statut de la société européenne). Si vous votez par correspondance : vous devez obligatoirement noircir la case "Je vote par correspondance" au recto. 1 - il vous est demandé pour chaque résolution en noirissant individuellement les cases correspondantes : - soit de voter "Oui" (vote exprimé par décret pour les projets de résolutions présentés ou agréés, en l'absence d'un autre choix); - soit de voter "Non"; - soit de vous "Abstenir" en noirissant individuellement les cases correspondantes. 2 - Pour le cas où des amendements aux résolutions présentées ou des résolutions nouvelles seraient déposées lors de l'assemblée, il vous est demandé d'opter entre vote contre (vote exprimé par défaut en l'absence d'un autre choix), pouvoir au président de l'assemblée générale, abstention ou pouvoir à personne dénommée en noirissant la case correspondant à votre choix.	(4) POUVOIR À UNE PERSONNE DÉNOMMÉE (PERSONNE PHYSIQUE OU MORALE) <u>Article L. 225-106 du Code de Commerce (extrait) :</u> "I - Un actionnaire peut se faire représenter par un autre actionnaire, par son conjoint ou par le partenaire avec lequel il a conclu un pacte civil de solidarité. II - Le mandat ainsi que, le cas échéant, sa révocation sont écrits et communiqués à la société. Les conditions d'application du présent alinéa sont précisées par décret en Conseil d'Etat. III - Avant chaque réunion de l'assemblée générale des actionnaires, le président du conseil d'administration ou le directoire, selon le cas, peut organiser la consultation des actionnaires mentionnés à l'article L. 225-102 afin de leur permettre de désigner un ou plusieurs mandataires pour les représenter à l'assemblée générale conformément aux dispositions du présent article. Cette consultation est obligatoire lorsque, les statuts ayant été modifiés en application de l'article L. 225-23 ou de l'article L. 225-71, l'assemblée générale ordinaire doit nommer au conseil d'administration ou au conseil de surveillance, selon le cas, un ou des salariés actionnaires ou membres des conseils de surveillance des fonds communs de placement d'entreprise détenant des actions de la société. Cette consultation est également obligatoire lorsque l'assemblée générale extraordinaire doit se prononcer sur une modification des statuts en application de l'article L. 225-23 ou de l'article L. 225-71. Les clauses contraires aux dispositions des alinéas précédents sont réputées non écrites."	Cette information est également délivrée lorsqu'il existe un lien familial entre le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit, et une personne physique placée dans l'une des situations énumérées aux 1° à 4°. Lorsqu'en cours de mandat, survient l'un des faits mentionnés aux alinéas précédents, le mandataire en informe sans délai son mandant. A défaut par ce dernier de confirmation expresse du mandat, celui-ci est caduc. La caducité du mandat est notifiée sans délai par le mandataire à la société. Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."
Les informations à caractère personnel recueillies dans le cadre du présent document sont nécessaires à l'exécution de vos instructions de vote. Vous disposez d'un certain nombre de droits concernant vos données (accès, rectification, etc.). Ces droits peuvent être exercés auprès de votre teneur de compte aux coordonnées indiquées par ce dernier.		

FORM TERMS AND CONDITIONS

(1) GENERAL INFORMATION: This is the sole form pursuant to article R. 225-76 du Code de Commerce WHICHEVER OPTION IS USED: The signatory should write his/her exact name and address in capital letters in the space provided e.g. a legal guardian: (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). If the signatory is a legal entity, the signatory should indicate his/her full name and the capacity in which he is entitled to sign on the legal entity's behalf. If the signatory is not the shareholder (e.g. a legal guardian), please specify your full name and the capacity in which you are signing the proxy. The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (art. R. 225-77 alinéa 3 du Code de Commerce). The text of the resolutions is in the notification of the meeting which is sent with this proxy (article R. 225-81 du Code de Commerce). Please do not use both "I vote by post" and "I hereby appoint" (article R. 225-81 du Code de Commerce). A guide relating to the general meetings processing, including an interpretation grid of this proxy form, is available on the AFTI website at: www.afti.asso.fr The French version of this document governs; The English translation is for convenience only.	(3) PROXY TO THE CHAIRMAN OF THE GENERAL MEETING <u>Article L. 225-106 du Code de Commerce (extract):</u> "In case of any power of representation given by a shareholder without naming a proxy, the chairman of the general meeting shall issue a vote in favor of adopting a draft resolutions submitted or approved by the Board of Directors or the Management Board, as the case may be, and a vote against adopting any other draft resolutions. To issue any other vote, the shareholder must appoint a proxy who agrees to vote in the manner indicated by his principal."	This information relates in particular to the event that the proxy or, as the case may be, the person on behalf of whom it acts: 1° Controls, within the meaning of article L. 233-3, the company whose general meeting has to meet; 2° Is member of the management board, administration or supervisory board of the company or a person which controls it within the meaning of the article L. 233-3; 3° Is employed by the company or a person which controls it within the meaning of article L. 233-3; 4° Is controlled or carries out one of the functions mentioned with the 2° or the 3° in a person or an entity controlled by a person who controls the company, within the meaning of the article L. 233-3.
(2) POSTAL VOTING FORM <u>Article L. 225-107 du Code de Commerce (extract):</u> "Any shareholder may vote by post, using a form the wording of which shall be fixed by a decree approved by the Conseil d'Etat. Any provisions to the contrary contained in the memorandum and articles of association shall be deemed non-existent. When calculating the quorum, only forms received by the company before the meeting shall be taken into account, on conditions to be laid down by a decree approved by the Conseil d'Etat. The forms giving no voting direction or indicating abstention shall not be considered as votes cast." The majority required for the adoption of the general meeting's decisions shall be determined on the basis of the votes cast by the shareholders present or represented. The votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or spoilt ballot paper (articles L. 225-96 and L. 225-98 du Code de Commerce and, for the companies which have adopted the statute of European company, articles 57 and 58 of the Council Regulation (EC) N°2157/2001 on the statute for a European company). If you wish to use the postal voting form, you have to shade the box on the front of the document: "I vote by post". 1 - In such event, please comply for each resolution the following instructions by shading boxes of your choice: - either vote "Yes" (in absence of choice, vote expressed by default for the approved draft resolutions), - or vote "No", - or vote "Abstention" by shading boxes of your choice. 2 - In case of amendments or new resolutions during the general meeting, you are requested to choose between vote "No" (vote expressed by default in absence of choice), proxy to the chairman of the general meeting, "Abstention" or proxy to a mentioned person individual or legal entity by shading the appropriate box.	(4) PROXY TO A MENTIONED PERSON (INDIVIDUAL OR LEGAL ENTITY) <u>Article L. 225-106 du Code de Commerce (extract):</u> "I - A shareholder may be represented by another shareholder, by his or her spouse, or by his or her partner who he or she has entered into a civil union with. II - The proxy as well as its dismissal, as the case may be, must be written and made known to the company. A Conseil d'Etat decree specifies the implementation of the present paragraph. III - Before every general meeting, the chairman of the board of directors or the management board, as the case may be, may organise a consultation with the shareholders mentioned in article L. 225-102 to enable them to appoint one or more proxies to represent them at the meeting in accordance with the provisions of this Article. Such a consultation shall be obligatory where, following the amendment of the memorandum and articles of association pursuant to article L. 225-23 or article L. 225-71, the ordinary general meeting is required to appoint to the board of directors or the supervisory board, as the case may be, one or more shareholder employees or members of the supervisory board of the company investment funds that holds company's shares. Such a consultation shall also be obligatory where a special shareholders' meeting is required to take a decision on an amendment to the memorandum and articles of association pursuant to article L. 225-23 or article L. 225-71. Any clauses that conflict with the provisions of the preceding sub-paragraphs shall be deemed non-existent."	This information is also delivered when a family tie exists between the proxy or, as the case may be, the person on behalf of whom it acts, and a natural person placed in one of the situations enumerated from 1° to 4° above. When during the proxy, one of the events mentioned in the preceding subparagraphs occurs, the proxy informs without delay his constituent. Failing by the latter to confirm explicitly the proxy, this one is null and void. The termination of the proxy is notified without delay by the proxy to the company. The conditions of application of this article are determined by a Conseil d'Etat decree."
<u>Article L. 22-10-41 du Code de commerce :</u> "Toute personne qui procède à une sollicitation active de mandats, en proposant directement ou indirectement à un ou plusieurs actionnaires, sous quelque forme et par quelque moyen que ce soit, de recevoir procuration pour les représenter à l'assemblée d'une société mentionnée au premier alinéa de l'article L. 22-10-39, rend publique sa politique de vote. Elle peut également rendre publiques ses intentions de vote sur les projets de résolution présentés à l'assemblée. Elle exerce alors, pour toute procuration reçue sans instructions de vote, un vote conforme aux intentions de vote ainsi rendues publiques. Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."		
<u>Article L. 22-10-42 du Code de commerce :</u> "Le tribunal de commerce dans le ressort duquel la société a son siège social peut, à la demande du mandant et pour une durée qui ne saurait excéder trois ans, priver le mandataire du droit de participer en cette qualité à toute assemblée de la société concernée en cas de non-respect de l'obligation d'information prévue aux troisième à septième alinéas de l'article L. 22-10-40 ou des dispositions de l'article L. 22-10-41. Le tribunal peut décider la publication de cette décision aux frais du mandataire. Le tribunal peut prononcer les mêmes sanctions à l'égard du mandataire sur demande de la société en cas de non-respect des dispositions de l'article L. 22-10-41."		
<u>Article L. 22-10-41 du Code de commerce :</u> "The commercial court of which the company's head office falls under can, at the request of the constituent and for a duration which cannot exceed three years, deprive the proxy of the right to take part in this capacity to any general meeting of the relevant company in the event of non-compliance with mandatory information envisaged from the third to seventh paragraphs of article L. 22-10-40 or with the provisions of article L. 22-10-41. The court can decide the publication of this decision at the expenses of the proxy. The court can impose the same sanctions towards the proxy on request of the company in the event of non-compliance of the provisions of the article L. 22-10-41."		
Personal data included in this form are necessary for the execution of your voting instructions. You have certain minimum rights regarding your data (access, correction...). These rights may be exercised using the contact details provided by your custodian.		

PARTICIPATE AND VOTE AT THE GENERAL MEETING OF NOVEMBER 27, 2025

A. PRELIMINARY FORMALITIES TO BE CARRIED OUT TO PARTICIPATE IN THE GENERAL MEETING

Each shareholder, no matter the number of share possessed and the manner they are held, can participate to the General Meeting, subject to the formalities set out below.

Shareholders shall provide proof of the registration of their shares in their name or that of the intermediary registered on their behalf no later than Tuesday November 25, 2025 (i.e. before the second business day preceding the general meeting at 0:00 a.m, Paris time), either in the registered accounts held by the Company, or in the bearer shares accounts held by the authorized intermediary.

You may prove your status as a shareholder as follows:

- for registered shareholders: your status as a shareholder is evidenced only by the registration of your shares in a registered account no later than 0:00 a.m Paris time on Tuesday November 25, 2025;
- for holders of bearer shares: you must contact your financial intermediary, indicating that you wish to participate in the General Meeting, and ask this intermediary to draw up a certificate of participation noting the registration or book entry of your shares no later than 0:00 a.m, Paris time, on Tuesday November 25, 2025.

B. MODALITIES OF ATTENDANCE TO THE GENERAL MEETING

To participate in the General Meeting, shareholders, whether registered or bearer, may (1) attend in person or (2) vote by e-mail or be represented by giving a proxy to the Chairman of the Meeting, to their spouse, to the person with whom a civil solidarity pact has been concluded, to another shareholder or to any other natural person or legal entity of their choice in accordance with the conditions set forth in Articles L.225-106 and L.22-10-39 of the French Commercial Code, or (3) by Internet.

1. TO ATTEND TO THE COMPANY GENERAL MEETING

The shareholders wishing to personally attend the General Meeting must request an admission card as soon as possible to receive the card in a timely manner:

- For registered shareholders:
 - o either by returning the single form duly completed by checking the box “**I WISH TO ATTEND THIS MEETING and request an admission card**” and signed using the pre-paid reply envelope enclosed with the invitation received by post mail; or
 - o by logging in on the website <https://sharinbox.societegenerale.com> using their usual access codes or their login email (if they have already activated their Sharinbox by SG Markets account), together with the password they already have. The password to connect to the site was sent to them by post when they first contacted Société Générale Securities Services. It can be re-sent by clicking on "Obtain your codes" on the home page of the website. Once connected, they should follow the procedure described on the screen to access the VOTACCESS platform and

request their admission card; the registered shareholder who would not have received his/her admission card may spontaneously attend the General Meeting with an identification document.

- For holders of bearer shares:

- either by asking the authorized intermediary managing their share-accounts to send them an admission card. Should the admission card not be received by Tuesday November 25, 2025, 0:00 a.m, Paris time, the shareholder shall ask the authorized intermediary managing their share-accounts to issue a certificate of participation in order to prove their status as shareholders; or
- by logging in on the Internet portal of their account holder with their usual access codes. The shareholder will then have to click on the icon that will appear on the line corresponding to their Inventiva shares to access the Votaccess website and follow the procedure described on the screen. Only the bearer shareholder whose account holder has subscribed to the Votaccess website will be able to fulfil their request for admission card via Internet.

On the day of the General Meeting, each shareholder will have to prove her quality during the registration process.

2. VOTE AT THE GENERAL MEETING BY MAIL USING THE VOTING FORM

2.1 You hold registered Inventiva shares

2.1.1 You have received a voting form at your address

YOU GIVE PROXY TO THE PRESIDENT	YOU GIVE PROXY TO AN INDIVIDUAL OR LEGAL ENTITY OF YOUR CHOICE	YOU VOTE REMOTELY
Check the box of the form “I GIVE POWER TO THE CHAIRPERSON OF THE GENERAL MEETING”; - date and sign at the bottom of the form. Send your request by postal mail directly to the <i>Services des Assemblées</i> of Société Générale, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, at the latest three days before the meeting, that is Monday November 24, 2025. Your votes will be added to those of the President. ✓ You have voted.	Check the box of the form “I GIVE POWER TO”; - specify the identity and complete contact information of the person who will represent you; - specify your last name, first name and address or check them if they are prefilled; - date and sign at the bottom of the form. Send your request by postal mail directly to the <i>Services des Assemblées</i> of Société Générale, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, at the latest three days before the meeting, that is Monday November 24, 2025. ✓ You gave proxy.	Check the box of the form “I VOTE BY MAIL”; - specify your vote; - date and sign at the bottom of the form. You want to vote "in favor" of each resolution: do not blacken any box. You want to vote "against" a resolution or to "abstain": blacken the box "no" or "abs" that corresponds to the number of the resolution concerned. Send your request by postal mail directly to the <i>Services des Assemblées</i> of Société Générale, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, at the latest three days before the meeting, that is Monday November 24, 2025. ✓ You have voted.

2.1.2 You did not receive a voting form at your address

You can get copy of the remote voting form on Inventiva's website (www.inventivapharma.com, in the Investors' Section (*Espaces Investisseurs*), subsection documentation - General Meetings). You just have to print it, complete it and return it to the *Services des Assemblées* of Société Générale, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 as specified in section 2.1.1 above.

You can, in any case, send a written request on plain paper to Inventiva to request a remote voting form.

2.2 You hold Inventiva bearer shares

You need to reach out to your financial intermediary holding your securities account in which you Inventiva shares are registered to request a remote voting form. Each demand must be addressed by the financial intermediary to the *Services des Assemblées* of Société Générale, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 at the latest six days before the date of the General Meeting (Article R. 225-75 of the French Commercial Code): complete the form as specified in section 2.1.1 above and return the form duly completed to your financial intermediary which will forward it to the *Services des Assemblées* of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3. Your financial intermediary will add to your request a certificate of ownership of shares dated at least 2 business days before the date of the General Meeting. The form need be received by the *Services des Assemblées* of Société Générale at least 3 calendar days before the General Meeting (i.e. on Monday November 24, 2025).

2.3 How to fill your voting form

HOW TO FILL OUT THE FORM?

TO GIVE PROXY TO THE CHAIRMAN OF THE MEETING

Blocken this box.

CADRE RESERVE A LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre de actions
Number of shares

Nombre de votes - Number of voting rights

Statut - Registered

Porteur
Shareholder

Vote simple
Single vote

Vote Double
Double vote

TO VOTE BY POST

Blocken this box

If you do not wish to vote "YES" on the resolutions presented, blacken one of the two boxes (No or Abstention) for the resolutions concerned

Warning:

- if you do not blacken a box, the meaning of your vote will be counted as "Yes";
- any abstention expressed will not be considered as a vote.

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE

Blocken this box.

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST

OU à vos verres (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou après que le Président de l'Assemblée Générale ou le Directeur, à l'EXCEPT des résolutions, à l'exception de celles qui sont indiquées par un trait noir, une "X" ou "Abstention". I vote YES at all the resolutions presented by the Board of Directors, EXCEPT those indicated by a shaded box, the word "No", one of the boxes "No" or "Abstention".

	1	2	3	4	5	6	7	8	9	10	A	B
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abst.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abst.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abst.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abst.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abst.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abst.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abst.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abst.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abst.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐

OU à vos verres (2) et 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 2

3. VOTING OR GIVING PROXY AT THE GENERAL MEETING VIA INTERNET

Inventiva provides its shareholders with the website Votaccess dedicated to Internet voting prior to the General Meeting. This site allows each shareholder to cast his or her vote by telecommunication means, prior to the General

Meeting, under the conditions defined below. The secured platform *Votaccess*, allowing to vote on the resolutions or to give proxy by Internet, will open as of Friday November 7, 2025 at 9 a.m., Paris time, until Wednesday November 26, 2025, at 3 p.m, Paris time.

Shareholder may also name or revoke a proxy by Internet, under the conditions set out below, prior to the General Meeting, on the *Votaccess* website or by e-mail at the following address : agiva27112025@inventivapharma.com.

3.1 You hold registered Inventiva shares

Login the *Votaccess* website via the website for the management of your registered shares (<https://sharinbox.societegenerale.com>), with your access code and password:

- **Access code:** it appears at the top of your statements;
- **Password:** it has been sent to you by mail when you first reached out to Société Général Securities Services. If you have lost or forgotten your password, go to the home page of the site and click on "Get your codes". You will then have to click on the name of the General Meeting under the heading "Current Operations" of the home page. You will then need to select the transaction, follow the instructions for the purpose of voting or giving a proxy. Click on "Vote" to access the voting site.

The possibility to vote via Internet before the General Meeting will end the day before the meeting, that is Wednesday November 26, 2025 at 3 p.m., Paris time. However, to avoid a potential saturation of the website *Votaccess*, the shareholders are advised not to wait until the day before the General Meeting to vote.

You also may give or revoke a proxy by sending an e-mail with an electronic signature, obtained by you from a third party certifier duly authorized pursuant to legal and regulatory provisions in force, to the electronic address agiva27112025@inventivapharma.com specifying, as for pure registered shareholders, your name, first name, address and your Société Générale access code (information available at the top left of their account statement), or, as for administered registered shareholders, your access code with your authorized intermediary, as well as the name, first name and address of the appointed or revoked agent. In order for the duly signed and completed appointments or revocations of proxy to be validly taken into account, they must reach the Company no later than Monday November 24, 2025, as regards notification made by electronic means.

For any request, SGSS is available to shareholders from 9:00 a.m. to 6:00 p.m. on the following telephone number: + 33 (0)2 51 85 67 89.

3.2 You hold Inventiva bearer shares

You want to vote or give a proxy via Internet, prior to the General Meeting: log in, with your usual access code, on your bank's portal dedicated to the management of your shares. To access the *Votaccess* website and vote, you just have to click on the icon that will appear on the line corresponding to your Inventiva shares. It is specified that only holders of bearer shares whose account-holding institution has subscribed to *Votaccess* will be able to access the website. If your account-holding institution is not connected to *Votaccess*, the notice of appointment or revocation of a proxy can still be effectuated by email, pursuant to Articles R. 22-10-24 and R. 225-79 of the French Commercial Code according to the following procedures: by sending an email to agiva27112025@inventivapharma.com. This email must contain the following information: name of the Company, last name, first name, address, bank references of the principal, as well as the last name, first name and, if possible, address of the agent. You must ask your authorized intermediary to send a written confirmation to *Services des Assemblées* of Société Générale, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3. In order for appointments or revocations of proxies to be validly taken into account, the confirmations must be received at the latest the day before the General Meeting at 3 p.m. (Paris time). In order for the duly signed and completed appointments or revocations of proxy to be validly taken into account, they must reach the Company no later than Monday November 24, 2025, as regards notification made by electronic means.

INVENTIVA
GENERAL MEETING OF NOVEMBER 27, 2025
REQUEST FOR ATTACHMENTS

I, the undersigned:

Last name: _____

First name: _____

Address: _____

Email: _____

Owner of _____ registered shares*,

And/or of _____ bearer shares,

of the Company **INVENTIVA**, whose registered office is located: 50, rue de Dijon, Daix (21121), France, registered with the Commerce and Companies Register of Dijon under the No. 537 530 255 RCS Dijon,

acknowledge having received the documents relating to the above-mentioned General Meeting and referred to in Article R.225-81 of the French Commercial Code,

request the sending of the documents and information related to the General Meeting of November 27, 2025, as they are identified in Article R.225-83 of the French Commercial Code, with the exception of those attached to the single voting form.

Mode of transmission (if not specified, documents will be sent by email):

☐ By Email

☐ By Post

Made in _____ on ____ / ____ / 2025

Signature

* In accordance with Article R.225-88 paragraph 3 of the French Commercial Code, the shareholders owning registered shares can, upon single request, obtain the sending by the Company of the documents and information identified in Articles R.225-81 and R.225-83 of the French Commercial Code, for each subsequent General Meeting. Should the shareholder wish to benefit from this option, this must be mentioned on the present request.