



INVENTIVA S.A.

WHISTLEBLOWER POLICY

May 16, 2019

1. Purpose

This Whistleblower Policy (the "Policy") was created and adopted by Inventiva SA ("Inventiva" or the "Company"). The purpose of this Policy is to establish procedures for the receipt, retention and treatment of complaints regarding bribes, improper payments, or other corrupt or improper behavior in furtherance of the Company's Anti-Corruption Policy dated May 16, 2019. This Policy is therefore an extension of, and forms part of, Inventiva's Anti-Corruption Policy. This Policy applies to the Company and any subsidiaries, in compliance with local laws and regulations.

2. General Policy Statement

The corporate values of Inventiva stress the need to operate with integrity, and Inventiva expects that all areas of its business be conducted in an honest and ethical way by all employees and third parties. Inventiva is committed to complying with all applicable anti-corruption laws and regulations, standards, controls and practices.

Inventiva encourages its employees as well as third parties whom we work to help maintain the integrity of Inventiva by reporting any misconduct. To assist in these efforts, Inventiva personnel or third parties may submit a complaint regarding bribes, improper payments or corrupt behavior in accordance with this Policy.

All such complaints should be made to Inventiva's Compliance Officer. If a Compliance Officer has not yet been appointed, reports should be made to the General Counsel. For the purposes of this Policy, all references to the Compliance Officer shall be considered as references to the General Counsel if no Compliance Officer has been appointed by Inventiva.

The following procedures are designed to facilitate submission by Inventiva employees or third parties of concerns or complaints regarding bribes, improper payments or corrupt behavior and to ensure the appropriate receipt, retention and treatment of such complaints and concerns.

3. Submission of Complaints

01. Inventiva employees and third parties may report evidence of wrongdoing, complaints, or concerns regarding bribes, improper payments or corrupt behavior to the Compliance Officer at any time. This report may be made by leaving a message using any one of two methods: Secure Hotline (00 1) 877-250-1724, or Secure Web Form <https://www.whistleblowerservices.com/IVA>
02. These procedures are not mandatory and are in addition to the other possible reporting methods. Inventiva employees and third parties may also submit a complaint regarding suspected violations of anti-corruption rules to any other

member of Inventiva's Board or to any executive officer of Inventiva. Executive officers of Inventiva receiving such a complaint will refer the complaint to the Compliance Officer.

- 03. Employees of Inventiva and third parties are encouraged to provide as many specific details as possible regarding the nature of the complaint, including names, dates, places, events that took place, and the reporting person's belief as to why the incident(s) may be misconduct.
- 04. Employees or third parties whose personal data is contained in the whistleblowing database are informed that they have a right to access and rectify their personal data in accordance with applicable law.

4. Handling of Complaints

- 01. Upon receipt of a complaint, the Compliance Officer will (i) determine whether the complaint actually pertains to bribes, improper payments or corrupt behavior, and (ii) when possible, acknowledge receipt of the complaint to the sender.
- 02. Complaints will be reviewed by the Compliance Officer, or by such other persons as the Compliance Officer deems appropriate under the Compliance Officer's direction and oversight. Confidentiality will be maintained to the fullest extent possible in accordance with applicable regulations.
- 03. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Compliance Officer.
- 04. A written record of the complaint or disclosure and its disposition will be prepared by the Compliance Officer and retained by outside legal counsel throughout the investigation into the complaint and any follow-on legal proceedings only.
- 05. In case of serious and imminent danger, in case of irreversible harm, or in the event that the Compliance Officer and other responsible persons within Inventiva have not undertaken the appropriate steps to investigate the merits of the complaint in a reasonable time period, then persons making complaints may also address them directly to judicial or administrative authorities, other relevant professional orders or made public.

5. General Principles

- 01. Confidentiality and non-disclosure:
Inventiva will take appropriate measures to ensure the security and confidentiality of the reports and complaints as well as the personal information contained therein. Inventiva and its third party providers will not use the personal information other

than for the purposes of this whistleblower policy, and will destroy all personal information in accordance with Section 5.6 below.

Only the following data may be processed:

- identity, position and details of the whistleblower;
- identity, position and details of the person named in the complaint;
- identity, position, details of other people involved in the whistleblowing procedure;
- facts reported;
- information collected during the investigation;
- the investigation report; and
- actions taken and follow-up.

02. Non-Use or Good Faith of whistleblower rights

Inventiva shall not take any disciplinary measures, harass, or discriminate against any employee of Inventiva or any third party who:

- does not follow the procedures set forth in this Policy; or
- reports a complaint in good faith.

03. Sanctions in the event of misuse of whistleblower rights:

Inventiva may take legal action or impose disciplinary sanctions, including the dismissal or removal of Inventiva employees or termination of the business relationship with third parties, in the event of misuse of this whistleblower procedure.

04. Right to Information:

The Compliance Officer shall notify the person identified in a complaint as soon as information pertaining to such person is received in order to allow them to exercise their rights to object to the processing of personal data. Notification may be delayed if injunctive or protective measures (i.e. to prevent destruction of evidence) are taken. The person identified in the complaint will be informed of the existence and specific nature of the complaint, the persons involved in implementing the whistleblowing procedure, and how they may access and modify such information.

05. Compliance with the right to access and modify personal information:

Inventiva and the Compliance Officer will ensure that each person identified in the whistleblower procedure has the right to access their personal information and to request the modification or the deletion thereof should such information be inaccurate, incomplete, erroneous or out-of-date.

The person named in the complaint cannot under any circumstances, obtain information concerning the identity of the whistleblower on the basis of this right of access.

06. Retention of Personal Data:

Information that does not pertain to the behavior under investigation will be destroyed or archived as soon as possible by the Compliance Officer.

If the complaint is not followed by disciplinary or legal action, information relating thereto will be destroyed or archived by the Compliance Officer no later than two months after the complaint is closed. If disciplinary measures or legal actions are taken, the information relating to the complaint and investigation will be retained by the Compliance Officer until the close of such measures or actions.

The archived information will be held for no longer than the duration of legal proceedings, and access to such information shall be restricted.

07. Transfer of personal data outside the European Union:

In the event that the whistleblowing procedures are administered by independent third parties located outside of the European Union, data transfers outside the EU will be carried out in compliance with EU regulations. In the event such independent third party service provider is located in the United States, it must be done in accordance with EU regulations, including with respect to human resources information, and in accordance with the EU-US Privacy Shield.

08. Protection of personal data – Information Notice

Employees or third parties using this Policy are informed that their personal data are collected as set forth in this Policy in accordance with the legal obligations of Inventiva. Personal data may be provided to the persons indicated in article 4.2 of this Policy, and retained for the durations indicated in article 5.6 of this Policy. In case of a transfer of personal data outside of the EU, employees or third parties will be informed on a case-by-case basis of the country of destination and of the means implemented to protect their data. In compliance with applicable data protection laws, employees or third parties have the right to access and correct their personal data, and under certain circumstances, to request the deletion of their personal data, or to object to or restrict the processing of their personal data. These rights may be exercised by writing to Inventiva's Compliance Officer. Employees and third parties are informed that they may always submit a complaint to the competent data protection authority.

6. Complaint Review Procedure

01. Inventiva shall inform all employees and third parties of the way they may submit a complaint or report bribes, improper payments or corrupt behavior as set forth in this Policy.

02. Any complaint or disclosure of bribes, improper payments or corrupt behavior made to any executive officer or member of the Board will be immediately reported to the Compliance Officer for review, inquiry, and/or investigation. Should the Compliance

Officer be implicated in the complaint, the complaint will be reported to the Chief Executive Officer for review, inquiry, and/or investigation. Those handling the review, inquiry, and/or investigation will do so in accordance with applicable laws and regulations.

03. The Compliance Officer will review, inquire into, and investigate complaints received from employees of Inventiva or third parties, either directly or through a subcommittee or independent third parties. A written record of the complaint or disclosure and how it is handled will be prepared by or at the direction of the Compliance Officer and retained by outside counsel until the matter is closed.
04. Following the review, inquiry, or investigation, the Compliance Officer may make changes to Inventiva's Anti-Corruption Policy, practices and procedures, and recommend disciplinary actions for wrongful acts to Inventiva's Executive Committee. Such disciplinary actions may include termination of employment or removal from office, termination of the business relationship, or reporting to appropriate governmental authorities.
05. The Compliance Officer will retain the complaint and recommendations in confidence unless disclosure is required by law or is in the best interests of Inventiva.
06. The Compliance Officer will periodically review this Policy, and if applicable, make recommendations for changes to Inventiva's Executive Committee. The Compliance Officer will notify Inventiva personnel, the works council, the health and safety committee, the work inspector, and third parties promptly if any changes that affect Inventiva personnel or third-parties are made to this Policy or the procedures that are put into place.
07. This Policy will be enforceable as from May 16, 2019.