



Corporation with a Board of Directors (*Société Anonyme à Conseil d'Administration*)

Share capital : 21,610,998.20 euros

Registered office: 49, boulevard du général Martial Valin - 75015 Paris

RCS Paris 410 910 095

DOCUMENTS RELATED TO
THE GENERAL MEETING OF SHAREHOLDERS
JULY 17, 2025

Translation for information purposes only

This document is a free translation (the “Translation”) of Valerio Therapeutics’ “ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES DU 17 JUILLET 2025 - BROCHURE DE CONVOCATION”, dated June 24, 2025. This Translation is provided for convenience and information purposes only. In the event of any ambiguity or conflict between the statements or other items contained herein and the corresponding statements in the French language “ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES DU 17 JUILLET 2025 - BROCHURE DE CONVOCATION”, the “ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES DU 17 JUILLET 2025 - BROCHURE DE CONVOCATION” shall prevail.

June 24, 2025

Madam, Sir,

Shareholders are hereby informed that they are invited to attend the Ordinary and Extraordinary General Meeting of Shareholders to be held on July 17, 2025 at 2 p.m. CET, **at the Company's registered office, 49 boulevard du Général Martial Valin, 75015 Paris.**

Enclosed are the following documents:

- Agenda;
- Text of the resolutions;
- Business Overview;
- Terms of participation in the general meeting;
- Request for the sending of additional documents.

AGENDA

- First resolution: Authorization for a capital reduction motivated by losses through a reduction in the par value of the Company's shares and delegation of powers to the Board of Directors to carry it out,
- Second resolution: Delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares or any other securities, without shareholders' pre-emptive subscription rights, for the benefit of a category of persons meeting specific characteristics (up to a maximum aggregate par value of 151,276,987 euros or up to a maximum aggregate par value of 10,805,499.07 euros if the first resolution is adopted and implemented) - investors active in the pharmaceutical, healthcare, medical technology or biotechnology sectors,
- Third resolution: Powers to carry out formalities

TEXT OF THE RESOLUTIONS

First resolution

Authorization for a capital reduction motivated by losses through a reduction in the par value of the Company's shares and delegation of powers to the Board of Directors to carry it out

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed:

- the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Article L.225-204 of the French Commercial Code,
- the fact that the financial statements for the year ended December 31, 2023 showed a loss of 20,215,717.95 euros, which was allocated, under the terms of the 3rd resolution of the Annual General Meeting of June 4, 2024, in full to the “Retained earnings” account, the balance of which was thus brought, after allocation, to a debit balance of 35,340,967.92 (taking into account the reduction in the par value of shares from €0.25 to €0.14 carried out on February 5, 2024), it being specified that the Company has applied to the President of the Paris Commercial Court for an extension of the deadline for approval of the financial statements for the year ended December 31, 2024,

Authorizes a reduction in share capital due to losses, by reducing the par value of the Company's shares from 0.14 euros to 0.01 euros, up to a maximum amount of 21,000,000 euros, it being specified that the capital reduction will in any event be carried out within the limit of (i) the amount of losses incurred by the Company at the date of implementation of this authorization, and (ii) the legal and regulatory thresholds for share capital, and in particular the minimum amount stipulated in article L. 224-2 of the French Commercial Code;

Resolves that the delegation of authority granted in this resolution shall be valid for a period of twelve (12) months from the date of this General Meeting, i.e. until July 17, 2026, at which time it shall be deemed to have lapsed if the Board of Directors has not exercised it.

Resolves that the Board of Directors shall have full powers to:

- carry out the aforementioned authorized reduction in share capital, by reducing the par value of the Company's shares from 0.14 euro to 0.01 euro, and consequently set the final amount of the reduction in share capital, within the limits set above;
- to allocate the final amount of the capital reduction to the “Retained earnings” account and, where applicable, to an unavailable reserves account entitled “Unavailable reserves”, to be used to offset future losses;
- decide that the amount of the reduction in share capital, allocated to the “Unavailable reserves” account, will not be available for distribution and may not be used for any purpose other than that provided for in this resolution;
- to amend the Company's bylaws accordingly; and
- in general, to take all measures and carry out all formalities required to implement the reduction in share capital due to losses, by reducing the par value of the Company's shares.

Second resolution

Delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares or any other securities, without shareholders' pre-emptive subscription rights, for the

benefit of a category of persons meeting specific characteristics (up to a maximum aggregate par value of 151,276,987 euros or up to a maximum aggregate par value of 10,805,499.07 euros if the first resolution is adopted and implemented) - investors active in the healthcare or biotechnology sectors

The General Meeting, voting on the quorum and majority conditions for Extraordinary General Meetings,

having reviewed the Board of Directors' report and the Statutory Auditors' report,

in accordance with Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L. 22-10-49, L. 225-135, L-225-138 and L. 228-91 et seq. of the French Commercial Code,

delegates to the Board of Directors its authority to decide to issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, in euros, foreign currencies or any monetary unit established by reference to several currencies, ordinary shares in the Company or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or securities (including, in particular, all debt securities) giving access to equity securities of the Company (including, in particular, share subscription warrants or share issue warrants), it being specified that the shares and/or securities giving access to the Company's capital may be paid up in cash, by offsetting receivables and/or by capitalizing reserves, profits or premiums;

decides that the securities thus issued may consist of debt securities, be associated with the issue of such securities or enable their issue as intermediate securities,

resolves to remove the shareholders' pre-emptive rights to subscribe to the Company's ordinary shares and/or any securities and/or debt securities to be issued, for the benefit of the following categories of persons:

- natural or legal persons, foundations, companies or investment funds, whether or not they are shareholders of the Company, investing primarily or having invested, directly or indirectly, over the past thirty-six (36) months in "small caps" or "mid caps" growth companies (i.e., whose capitalization when listed does not exceed 1,000,000,000 euros) (including, without limitation, investment funds or venture capital companies, notably any FPCI, FCPI or FIP) in the pharmaceutical, healthcare, medical technology or biotechnology sectors, and/or
- natural or legal persons, foundations, companies, trusts, investment funds or other investment vehicles of any kind, whether or not they are shareholders of the Company, under French or foreign law, investing, directly or indirectly, on a regular basis in the pharmaceutical, healthcare, medical technology or biotechnology sectors, and/or
- natural or legal persons, foundations, companies, institutions, entities, trusts, investment funds or other investment vehicles of any kind, whether governed by French or foreign law, on the occasion of the conclusion of an industrial, commercial, licensing, research or partnership agreement with the Company,

acknowledges, as required, that regarding the bearers of securities possibly issued, this delegation constitutes an express renunciation by the shareholders of their preferential subscription rights to the shares to which these securities create an entitlement,

resolves that the maximum nominal amount of share capital increases that may be carried out immediately and/or in the future under this authorization may not exceed

- 151,276,987 (or the equivalent of this amount in the event of an issue in another currency), representing 1,080,549,907 shares at current par value, or around 700% of the share capital at June 1, 2025, or
- in the event of adoption of the first resolution and effective implementation of the capital reduction motivated by losses, given the reduction in the par value of the shares to 0.01 euro, to 10,805,499.07 euros (or the equivalent of this amount in the event of an issue in another currency), representing 1,080,549,907 shares based on the par value of the shares resulting from the said reduction in value, i.e. approximately 700% of the capital,

to which may be added, where applicable, the additional amount of shares to be issued to preserve the rights of holders of securities and other rights giving access to shares, in accordance with applicable laws and regulations and, where applicable, contractual provisions,

resolves that the nominal amount of any increase in the share capital thereby effected shall be deducted from the overall ceiling provided for in the nineteenth resolution of the General Meeting of June 4, 2024,

resolves to set the maximum nominal amount of debt securities that may be issued under this authorization at 151,276,987 euros (or the equivalent value of this amount in the event of an issue in another currency), it being specified that :

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall ceiling specified in the nineteenth resolution of the General Meeting of June 4, 2024,
- this ceiling does not apply to debt securities governed by Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which may be decided or authorized by the Board of Directors in accordance with the conditions set out in Article L. 228-40 of the French Commercial Code, or in other cases, in accordance with the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

resolves that the issue price for the shares issued under the terms of this delegation will be determined by the board of directors and will be at least equal to the average market rate weighted by the volumes from the last three stock-market sessions preceding the setting of the issue price, possibly reduced by a maximum of 25%, taking account, where applicable, of their dividend date; with it being hereby specified that (i) in the event of the issuing of securities providing access to the capital, the issue price for the shares resulting from their use, their conversion or their exchange may where applicable be set at the board of directors' discretion with reference to a calculation formula defined by it and applicable after the issuing of the said securities (for example when exercising, converting or exchanging them) in which case the above-mentioned maximum reduction may be assessed, if the board considers it appropriate, on the application date of the said formula (and not the date on which the price is set for the issue) and (ii) the issue price of securities providing access to the capital possibly issued under the terms of this resolution will be such that the sum received, where applicable, immediately by the Company, increased by that likely to be received by it when exercising or converting the said securities, will be at least equal to the above-mentioned minimum sum for each share issued as a consequence of the issuing of these securities,

specifies that the delegation of powers to the Board of Directors is valid for a period of eighteen (18) months from the date of this Meeting and supersedes any previous delegation of powers for the same purpose,

resolves that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this delegation in accordance with the law and the Company's bylaws, and in particular to :

- determine the amount of the capital increase, the issue price (it being specified that this will be determined in accordance with the conditions set out above) and the amount of the premium that may, where applicable, be requested on issue; or, where applicable, the amount of reserves, profits or premiums that may be incorporated into the share capital
- determine the dates, terms and conditions of any issue, as well as the form and characteristics of the shares or securities giving access to the capital to be issued;
- the dividend entitlement date, which may be retroactive, of the shares or securities giving access to the capital to be issued, and the manner in which they are to be paid up;
- determine the list of beneficiaries within the aforementioned category of persons and the number of shares to be allocated to each of them;
- at its sole discretion and when it deems appropriate, deduct the expenses, duties and fees incurred by the capital increases carried out pursuant to the delegation referred to in this resolution, from the amount of the premiums relating to these operations and deduct, from the amount of these premiums, the sums required to raise the legal reserve to one-tenth of the new capital, after each operation,
- confirm the completion of each capital increase and amend the bylaws accordingly;
- in general, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto;
- take any and all decisions with a view to listing the securities thus issued on any market on which the Company's shares may be admitted to trading,

resolves that this authorization may not be used during a public tender offer for the Company's shares,

acknowledges that, should the Board of Directors decide to use the authorization granted in this resolution, it will report to the next General Meeting, in accordance with the law and regulations, on the use made of the authorizations granted in this resolution.

Third resolution

Powers to carry out formalities

The General Meeting, voting on the quorum and majority conditions for Extraordinary General Meetings,

gives full powers to the bearer of an original, copy or extract of the present document to carry out all publication and filing formalities required under current legislation.

BUSINESS OVERVIEW IN 2024

Valerio Therapeutics (formerly Onxeo) is a clinical-stage biotechnology company developing innovative drug candidates using two proprietary platforms: the PlatON platform and its unique DNA decoy mechanism of action, and the V-Body platform generating single-domain therapeutic anticoprs. The company strives to move innovative or breakthrough compounds from early translational research to clinical proof-of-concept, a value-creating inflection point attractive to potential partners.

Valerio Therapeutics is listed on Euronext Growth in Paris.

The Company's portfolio includes:

- **platON** is Valerio Therapeutics' proprietary chemical platform of DNA decoy therapies, generating innovative new compounds and expanding the company's product portfolio.
- **AsiDNA**, platON's first compound, is a highly differentiated first-in-class clinical-stage candidate in the field of DNA damage response (DDR) applied to oncology. Its DNA decoy therapeutic mechanism acting upstream of multiple DDR pathways translates into distinctive antitumor properties, including the ability to prevent or abrogate tumor resistance to targeted therapies such as PARP inhibitors, and strong synergy with tumor DNA-damaging agents such as radiotherapy and chemotherapy. Clinical development of AsiDNA has been halted in order to redirect research and development efforts on next-generation drug candidates from the two PlatON and V-Body platforms.
- **VIO-01 (formerly OX425)**, the second platON compound, is a novel pan-DDR decoy with high anti-tumor activity. It also mediates multiple immunostimulatory effects by activating the STING pathway. In 2024, VIO-01 underwent its first phase 1 clinical development trial in the USA.
- **DecoyTAC** : the 3rd generation platON platform, exploiting the unique mode of action of DNA decoy therapies coupled to targeted protein degradation (PROTAC). This evolution extends the activity of the platON platform beyond DNA repair by targeting other proteins such as transcription factors, in oncology and outside oncology for other diseases such as inflammatory and muscular diseases. In 2024, a first proof-of-concept was generated by targeting the c-myc oncoprotein.
- **Plateforme V-bdoy** : the acquisition of Emglev Therapeutics (owned by Valour Bio, a subsidiary of Valerio Therapeutics) has enabled us to exploit phage-display technology to produce single-domain antibodies, known as V-bodies, from proprietary synthetic libraries. These V-bodies differ from traditional antibodies in that they are considerably smaller in size, around one-tenth that of conventional antibodies. This size advantage enables them to penetrate tissues more rapidly and reach targets that are generally difficult to access, while retaining the binding and/or neutralizing functions of a full antibody.

In addition, Valour Bio's proprietary libraries are humanized or fully human, which means they have been designed to reduce the potential for immunogenicity and toxicity. This humanization process improves their compatibility with the human immune system, which could make them more tolerable as therapeutic agents for patients.

The versatility of V-bodies enables them to target a wide range of antigens, broadening their therapeutic applicability. Single-domain antibodies (Sd-Abs) have demonstrated strong potential in a variety of pathologies, including autoimmune diseases, inflammatory conditions and cancer. Their ability to bind efficiently to a variety of targets makes them valuable tools for the development of antibody-based therapies for the most complex diseases.

V-bodies can be used in several therapeutic formats, such as bispecific T-cell “engagers” (BiTEs), antibody-drug conjugates (ADCs) and chimeric antigen receptors (CAR-Ts) grafted into T cells. Antibody-drug conjugates are particularly noteworthy, as they can deliver a variety of payloads, including radioisotopes, chemotherapeutic agents, small molecules or oligonucleotides.

This diversity of payloads broadens potential applications for different patient populations, making V-bodies a promising platform for biomedicine.

In addition, V-bodies can potentially be administered by different routes, such as subcutaneous, inhaled, oral or intravenous, offering a significant improvement over traditional antibodies which typically require intravenous administration.

Overall, Valour Bio's approach with V-bodies represents a major advance in the field of antibody-based therapies, providing potential solutions to the critical limitations of conventional antibodies.

➔ **Optimizing the PlatON platform with V-bodies:**

The main challenges faced by DNA lures on the PlatON platform are their short half-life and specific delivery. Combining the V-body platform with the PlatON platform will leverage these two innovations by:

- **Extending half-life** thanks to an anti-albumin V-body conjugated to DNA lures
- **Increasing specificity** by using V-bodies targeting tissue-specific receptors for delivery, and conjugated to DNA lures.

The Company is convinced of the significant therapeutic potential of these technologies and the disruptive innovation they represent, which could pave the way for a new paradigm in cancer treatment.

1. R&D PROGRAMS

1.1. VIO-01

VIO-01, formerly OX425, is a Pan-DDR DNA decoy targeting multiple proteins and repair pathways, and represents the most optimal drug candidate selected to enter preclinical development. VIO-01 traps multiple DDR proteins inhibiting different DNA repair pathways. VIO-01 reaches the nucleus and acts as a decoy for several DNA repair enzymes. It has enhanced nuclease resistance and plasma stability.

VIO-01 has undergone advanced preclinical development enabling IND in 2023, with the completion of regulatory toxicology and ADME/PK studies. This package enabled the IND to be submitted to the FDA (Food and Drug Administration, the US regulatory agency), followed by approval to launch the first human clinical trial.

NEXT Oncology San Antonio, the first site of the Phase 1/2 study (VIO-01-101) for VIO-01, was activated and the first patient was treated in January 2024. To date, VIO-01 has been evaluated in **six patients at two different doses**, with an encouraging safety profile.

1.2. 3RD GENERATION OF platON™ PLATFORM

Valerio Therapeutics has continued to optimize the PlatON™ platform to develop more potent actives coupled with innovative technologies, with the aim of combining the PlatON™ platform's DNA decoys with the targeted protein degradation strategy offered by PROTACs (PROteolysis-TARgeting Chimeras) technology. PROTAC technology and other tumor-specific targeting options could constitute a new class of heterobifunctional molecules capable of selectively degrading target proteins in cells. This approach offers several advantages over other molecules involved in modulating the DNA damage response, such as enhanced selectivity and reduced toxicity. This specific strategy consists in generating DecoyTACs combining our vectorized DNA decoy molecules capable of efficiently penetrating cells with a + E3 binding ligand promoting the complete degradation of target proteins, thus presenting a novel mechanism of action.

Exploring the convergence of PROTACs and DNA Decoys aims not only to propose new therapeutic modalities against DDR proteins, but also against hard-to-target transcription factor proteins. A first proof of concept has been demonstrated by targeting the cMYC oncoprotein. Thanks to these efforts,

the Company is striving to advance the field of drug development and contribute to the treatment of patients suffering from pathologies with a real therapeutic need.

1.3. NEW V-BODY PLATFORM

Valour Bio's platform will enable the diversification and expansion of the company's portfolio towards other targets in oncology, as well as outside oncology, notably in autoimmune, inflammatory and rare genetic diseases. The assets generated by the PlatON platform (DNA decoys), the V-body platform (bispecifics, ADCs, CAR-T) or both combined (V-body-oligonucleotide conjugates) will revolutionize our approach to these diseases, and add value to the company by attracting different investors and facilitating future fundraising.

The last quarter of 2024 saw the internalization of the various expertises and technologies associated with this new platform, and the first proof-of-concept experiments.

2. EVOLUTION OF THE R&D PORTFOLIO

Developments compared with the portfolio presented in the 2023 annual report are as follows:

- Phase 1/2 of the VIO-01 clinical trial in the United States has begun, with the recruitment of six patients in 2024. Following changes to the R&D strategy, this study was closed in January 2025 in order to refocus the Company on optimising new platforms.
- First proofs of concept with DecoyTAC technology (3rd generation platON platform).
- Internalization of the new V-body platform

3. FUNDING

On April 30, 2024, Valerio Therapeutics received a €5 million financing commitment from its main shareholders, Artal and Financière de la Montagne. This commitment was realized in the form of a shareholders' current account in May 2024, providing the Company with a cash horizon to the end of 2024.

Part of this financing was used by Valerio Therapeutics to complete the acquisition of Emglev Therapeutics, for 2.5 million euros (part of which was paid in shares). The acquisition was made through its subsidiary Valour Bio.

The remainder of the financing was used to settle Valerio Therapeutics' ongoing operations and the development of the new Emglev platform.

At the end of 2024, a reduction in the Company's operating expenses enabled it to extend its cash flow horizon by approximately three months. Furthermore, in 2025, in addition to reducing its expenses, the Company negotiated with various stakeholders and obtained an agreement to secure its financial and cash flow trajectory until at least the end of 2025.

4. GOVERNANCE

The Annual General Meeting of June 4, 2024 reappointed Mrs. Shefali Agarwal and Mr. Bryan Giraudo as directors for a three-year term.

At a meeting held on November 13, 2024, the Board of Directors of Valerio Therapeutics decided to appoint Mr. Julien Miara as Chief Executive Officer and Chairman of the Board of Directors of Valerio Therapeutics, succeeding Mrs. Shefali Agarwal.

At a meeting held on November 20, 2024, the Board of Directors of Valerio Therapeutics acknowledged the resignation of Mr. Robert L Coleman from his directorship.

At a meeting held on November 21, 2024, the Board of Directors of Valerio Therapeutics decided to appoint Mr. Antoine Barouky as Chief Operating Officer of Valerio Therapeutics.

On February 20, 2025, the Board of Directors decided to separate the functions of Chairman of the Board and Chief Executive Officer. GammaX Corporate Advisory has resigned, and M. Jacques Mallet has been appointed Chairman of the Board of Directors. Mr. Julien Miara was confirmed as Chief Executive Officer of the Company. Mr. Khalil Barrage has resigned as a director of the Company, and Mr Antoine Barouky, currently Chief Operating Officer, has been co-opted as a director of the Company. The appointments of Mr Jacques Mallet and Mr Antoine Barouky were ratified by the Company's Combined General Meeting on 9 April 2025.

5. CHRONOLOGICAL SUMMARY OF COMPANY PRESS RELEASES FOR FISCAL YEAR 2024

The full text of press releases can be consulted on the Company's website (www.valeriotx.com).

January 25, 2024	Half-yearly report on Valerio Therapeutics' liquidity contract
February 5, 2024	Valerio Therapeutics announces a loss-driven capital reduction through a reduction in the par value of the company's shares
April 30, 2024	Publication of 2023 annual report
May 22, 2024	Valerio Therapeutics provides clinical development update on its phase 1/2 clinical trial VIO-01
September 29, 2024	Half-yearly report on liquidity contract with Kepler Cheuvreux
September 30, 2024	Valerio Therapeutics announces first-half 2024 financial results and business review
September 30, 2024	Valerio Therapeutics acquires Emglev Therapeutics, a company specializing in single-domain antibody therapies
November 15, 2024	Meeting of the Board of Directors of Valerio Therapeutics S.A. on November 13, 2024

6. SIGNIFICANT EVENTS AFTER DECEMBER 31, 2024

On **February 3, 2025**, the Company announced its strategic decision to discontinue all clinical trials and related activities, including the ongoing VIO-01 trial. This decision was taken by the Board of Directors in view of the challenge posed by the Company's financing. The end of clinical trials will enable the company to focus exclusively on early-stage drug development, ensuring efficient use of available capital while maintaining a strong focus on innovation. As part of this transition, the Company will cease its oncology clinical phase activities and close its US office in Lexington, MA.

On **February 27, 2025**, the Company announced that it had terminated the liquidity contract entered into on October 29, 2018 with KEPLER CHEUVREUX. The termination took effect on February 19, 2025. This termination was decided as part of the savings made by the Company given its cash position. The Company has no plans to enter into another liquidity contract at this stage.

On **May 5, 2025**, the Company announced the postponement of the publication of its 2024 annual financial report, initially scheduled for April 30, 2025, as well as the finalization and approval of its statutory and consolidated financial statements for 2024.

The Company is facing significant difficulties in accessing the accounting records of its U.S. subsidiary, Valerio Therapeutics Inc. Although the assets related to this subsidiary have been impaired in the Company's statutory accounts and the subsidiary ceased all activities at the end of 2024, this delay in the accounting treatment of Valerio Therapeutics Inc. currently prevents the Company from finalizing its statutory and, consequently, its consolidated financial statements. In 2024, the re-invoicing to the Company of costs from Valerio Therapeutics Inc. (including employee and R&D expenses) remained substantial and therefore has a significant impact on the Company's annual accounts.

As a result, the finalization of the Company's 2024 statutory and consolidated financial statements and the publication of the 2024 annual financial report will not occur before the end of July 2025. The approval of the 2024 annual financial statements will take place in September 2025.

On **June 12, 2025**, the Company announced, with regard to the evolution of its financial situation, that following productive discussions with stakeholders, the Company has finalized an agreement to extend the maturity of its bank debt and to reduce or defer payments to its main suppliers.

The Company's principal shareholders, Artal International Inc. and Financière de la Montagne, have provided advances totaling €5.5 million. These funds, part of which have already been used to settle debts, are expected to be converted into equity and will cover the Company's short-term needs, allowing operations to continue at least through the end of 2025. Nevertheless, the Company's financial position remains fragile, and securing a long-term, sustainable financing solution is a top priority.

On **June 24, 2025**, the Company announced the temporary suspension of its share listing on Euronext as of 17 June 2025, following the delay in the publication of its annual financial report for the financial year ended 31 December 2024.

The Company reminds its shareholders that the publication of the 2024 annual financial report has been postponed due to significant difficulties in accessing the accounting records of its US subsidiary, Valerio Therapeutics Inc. Valerio Therapeutics is currently finalising its financial statements. The report will then be published once the financial statements have been certified by the statutory auditors.

Trading on Valerio Therapeutics shares on Euronext Growth in Paris will resume after the publication of the report. The Company will inform the market as soon as possible of the new publication date for the 2024 annual financial report, the final date of its General Meeting, and the effective date of the resumption of trading.

TERMS OF PARTICIPATION IN THE GENERAL MEETING

All shareholders, regardless of the number of shares they own, are entitled to attend the meeting.

Justification of the right to participate in the General Meeting

The right to attend the meeting is evidenced by the registration of the shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf, on **July 15, 2025, at 00:00** Paris time, either in the registered share accounts held by Société Générale, or in the bearer share accounts held by an authorized intermediary.

The registration of shares in bearer share accounts held by an authorized intermediary is evidenced by a certificate of participation issued by the intermediary, appended to the absentee voting or proxy form or the request for an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate is also issued to shareholders wishing to attend the meeting in person who have not received their admission card by midnight Paris time on **the second business day** prior to the meeting.

How to attend the meeting

1. Shareholders wishing to attend the meeting in person:
 - Registered shareholders should request an admission card by sending the duly completed postal voting form, using the prepaid envelope enclosed with the notice of meeting, or by post to Société Générale Securities Services (Service Assemblées, CS 30812, 44308 Nantes Cedex 3); if they have not received their admission card by the **second business day** prior to the meeting, they may go directly to the appropriate counter on the day of the meeting, with proof of identity.
 - Holders of bearer shares should ask the authorized intermediary managing their share account to send them an admission card.
2. Shareholders not attending the meeting in person and wishing to vote by post or by proxy
 - For registered shareholders: return the single postal voting form or proxy form, which will be sent with the notice of meeting, either by post using the T envelope enclosed with the notice of meeting to the following address: Société Générale - Service assemblées - 32 rue du Champ de Tir, CS 30812, 44308 Nantes cedex 3, or by e-mail to ag2025@valeriotx.com;
 - For holders of bearer shares: request this form from the intermediary who manages their shares, as from the date on which the meeting is called. The single postal or proxy voting form must be accompanied by a certificate of participation issued by the financial intermediary and returned by the latter by post to the following address Société Générale - Service assemblées - 32 rue du Champ de Tir, CS 30812, 44308 Nantes cedex 3 or by e-mail to ag2025@valeriotx.com.

Requests for voting forms must reach Société Générale via the shareholder's financial intermediary, at one of the addresses indicated above, at least six days before the scheduled date of the meeting, i.e. **July 11, 2025**.

Only duly completed voting forms received by Société Générale and/or the Company by email, at one of the above addresses, at least **three days** before the date of the Meeting, i.e. by **11:59 p.m. on July**

13, 2025 at the latest, and accompanied by the certificate of participation issued by the authorized intermediaries, will be taken into account in the case of bearer shares.

Shareholders wishing to appoint a proxy

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, notification of the appointment and revocation of a proxy may be made electronically, as follows:

- For registered shareholders: the shareholder must send an e-mail to the following e-mail address: ag2025@valeriotx.com, specifying his or her surname, first name, address and Société Générale identifier for pure registered shareholders (information available at the top left of the account statement) or his or her identifier with his or her financial intermediary if he or she is an administered registered shareholder, as well as the surname, first name and address of the appointed or revoked proxy;
- For bearer shareholders: the shareholder must send an e-mail to the following address: ag2025@valeriotx.com, specifying his or her surname, first name, address and bank details, as well as the surname, first name and address of the appointed or revoked proxy. **The shareholder must then ask the financial intermediary managing his or her securities account to send written confirmation to Société Générale, Services Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes cedex 3.**

In order for duly signed and completed proxy designations or revocations to be validly taken into account, they must reach the Company or Société Générale no later than **three days** before the date of the Meeting, i.e. **by 11:59 p.m. on July 13, 2025** at the latest, regardless of whether notifications are made electronically or by post.

Any shareholder who has already cast a vote, sent a proxy or requested an admission card or certificate of attendance :

- can no longer choose another method of participation;
- may sell all or part of its shares at any time. If the sale takes place before **July 15, 2025 at 00:00**, Paris time, the company will invalidate or amend, as appropriate, the absentee ballot, the proxy, the admission card or the certificate of attendance. To this end, the authorized intermediary holding the shares will notify the Company or its agent of the sale, and provide the necessary information.

Written Questions

Any shareholder may also submit a written question. These questions must be sent:

- to the registered office at 49 Boulevard du Général Martial Valin, 75015 Paris, by registered letter with acknowledgment of receipt, addressed to the Chairman of the Board of Directors,
- to the following email address: ag2025@valeriotx.com,

no later than **four business days** before the General Meeting, i.e., no later than **July 10, 2025**, accompanied by a certificate of registration in either the registered share accounts or the bearer share accounts held by the authorized intermediary.

Shareholders' right to information

In accordance with the law, all documents required to be communicated at general meetings will be made available to shareholders at the registered office within the legal timeframe. These documents will be available for consultation on the Company's website www.valeriotx.com.

The Board of Directors

REQUEST FOR THE SENDING OF ADDITIONAL DOCUMENTS
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Concerning the Annual General Meeting of July 17, 2025

I, the undersigned : :

NAME :

First name :

Adress :

Owner of _____ registered shares

Owner of _____ bearer shares

Of VALERIO THERAPEUTICS

hereby 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 that the documents and information concerning the Annual General Meeting of July 17, 2025, as referred to in Article R.225-83 of the French Commercial Code, be sent to me.

_____, _____ 2025.

Signature

* In accordance with article R. 225-88 paragraph 3 of the French Commercial Code, holders of registered shares may, by means of a single request, obtain from the Company the documents and information referred to in articles R. 225-81 and R. 225-83 of the French Commercial Code, on the occasion of each subsequent General Meeting. Should a shareholder wish to take advantage of this option, he or she must indicate this on the request form.