

Statutory Auditor's Special Report on Regulated Agreements



**Grant Thornton
Statutory Auditor**

Cité internationale
44, quai Charles-de-Gaulle
C.S. 60095
69463 Lyon cedex 06



TRANSGENE S.A.

Public Limited Company
400, boulevard Gonthier d'Andernach
67400 Illkirch-Graffenstaden

**KPMG S.A.
Statutory Auditor**

Espace Européen de l'Entreprise
9 avenue de l'Europe
67300 Schiltigheim

**Annual General Meeting to Approve the Financial Statements
for the Year Ended December 31, 2024**

Special Report of the Statutory Auditors on
Regulated Agreements

Transgene S.A.

Annual General Meeting to Approve the Financial
Statements for the Year Ended December 31, 2024

To the Annual General Meeting of Transgene S.A.,

In our capacity as statutory auditors of your Company, we hereby present our special report on Regulated Agreements.

It is our responsibility, based on the information provided to us, to inform you of the main characteristics, terms and conditions, and justifications of the interest for the Company of the agreements that we have been notified of or identified in the course of our engagement. We are not required to assess their utility or merits, nor to search for the existence of any other agreements. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code, to evaluate the relevance of these agreements for the purpose of their approval.

Furthermore, where applicable, it is our responsibility to report to you the information required by Article R. 225-31 of the Commercial Code concerning the performance, during the fiscal year, of agreements previously approved by the General Meeting.

We conducted the procedures we deemed necessary in accordance with the professional standards of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to this engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

1. Agreements Submitted for Approval to the General Meeting

Pursuant to Article L. 225-40 of the French Commercial Code, we were informed of the following agreements entered into during the fiscal year, which received prior authorization from your Board of Directors:

- ▶ **With Institut Mérieux (100% shareholder of TSGH S.A.S., itself the majority shareholder of your company)**

Persons Concerned :

MM. Michel Baguenault de Puchesse, Jean-Luc Bélingard, Philippe Archinard, and Ms. Sandrine Flory.

Nature and Purpose :

Debt compensation agreement signed on July 30, 2024, between Transgene and TSGH.

Terms:

In September 2023, Transgene signed a shareholder current account advance agreement with TSGH for €36 million, increased to a maximum of €66 million in March 2024. This advance bears interest at the monthly average 3-month Euribor rate plus 1% per annum, capped at the maximum tax-deductible rate.

This agreement allows for repayment of advances by offsetting them against a capital increase subscribed by TSGH. Advances allocated to the payment of a capital increase subscribed before September 20, 2024, are excluded from the interest calculation base.

As of the signing date, the outstanding advances totaled €35,609,143 excluding interest. Transgene entered into the debt offset agreement and carried out a reserved capital increase subscribed by TSGH through debt offset. On August 1, 2024, Transgene repaid €32,999,999.57 through debt offset in the context of the capital increase.

Justification for the Company :

In an unfavorable market context, this reserved capital increase reduced the drawn amount under the current account advance to €2,609,143, thereby lowering the Company's financial debt.

- ▶ **With Institut Mérieux (100% shareholder of TSGH S.A.S., itself the majority shareholder of your company)**

Persons Concerned :

MM. Michel Baguenault de Puchesse, Jean-Luc Bélingard, Philippe Archinard, and Ms. Sandrine Flory.

Nature and Purpose :

Service agreement signed on July 2, 2024, between Transgene and TSGH.

Terms:

The agreement covers consulting services in finance and human resources provided by TSGH to Transgene. TSGH charges for these services based on incurred costs plus an 8% margin, capped at €170,000, with actual travel and mission expenses invoiced separately.

The agreement runs from April 15, 2024, to December 31, 2024.

As of December 31, 2024, the total amount invoiced under this agreement was €52,956.

Justification for the Company :

This agreement supported the onboarding of the new CFO and HR Director by providing assistance in establishing group-compliant procedures and organizational structure, mentoring, and expertise in tax, accounting, and management control systems.

2. Agreements authorized and entered into after year-end

We were informed of the following agreements, authorized and entered into after the end of the fiscal year, which received prior approval from your Board of Directors:

- ▶ **With Institut Mérieux (100% shareholder of TSGH S.A.S., itself the majority shareholder of your company)**

Persons Concerned :

MM. Michel Baguenault de Puchesse, Jean-Luc Bélingard, Philippe Archinard, and Ms. Sandrine Flory.

Nature and Purpose:

Amendment No. 2 dated March 27, 2025, to the current account advance agreement between Transgene and TSGH, initially signed on September 20, 2023, and amended once on March 27, 2024.

Terms :

The current account advance agreement, as amended by Amendments No. 1 and No. 2, provides for a maximum amount of €48 million to be made available to Transgene.

Amendment No. 1 (dated March 27, 2024) increased the ceiling to €66 million. On

August 1, 2024, €32,999,999.57 was offset in the context of a capital increase, reducing the available ceiling to €33,000,000.43.

Amendment No. 2 (dated March 27, 2025) increased the ceiling back up to €48 million.

The advances are disbursed as needed within the above limit.

Transgene must repay the advance by no later than April 30, 2026, except for amounts offset through a capital increase.

The advance bears interest at the monthly average of the 3-month Euribor rate plus 1% per annum, capped at the maximum tax-deductible rate.

Justification for the Company :

In the current market conditions, TSGH aims to support the Company, enabling it to continue development of its most promising products and ensuring financing through the end of April 2026.

3. Agreements previously approved by the Shareholders' General Meeting

3.1. Agreement approved in prior years and performed during the fiscal year

In accordance with Article R. 225-30 of the French Commercial Code, we were informed that the following agreements, previously approved by the Shareholders' General Meeting, continued to be performed during the past fiscal year:

- ▶ **With Institut Mérieux (100% shareholder of TSGH S.A.S., itself the majority shareholder of your company)**

Persons Concerned :

MM. Michel Baguenault de Puchesse, Jean-Luc Bélingard, Philippe Archinard, and Ms. Sandrine Flory.

Nature and Purpose :

Current account advance agreement between Transgene and TSGH signed on September 20, 2023, amended on March 27, 2024.

Terms:

The advance bears interest at the monthly average of the 3-month Euribor rate plus 1% per annum, within the limit of the maximum tax-deductible rate. However, no interest is due on amounts offset through capital increases executed between September 20, 2023, and September 20, 2024.

As of December 31, 2024, the outstanding amount under this agreement, net of repayments and the August 1, 2024 debt offset, was €8,509,143 (excluding accrued interest).

For the 2024 fiscal year, Transgene recorded an expense of €164,315 under this agreement.

- ▶ **With Institut Mérieux (100% shareholder of TSGH S.A.S., itself the majority shareholder of your company)**

Persons Concerned :

MM. Michel Baguenault de Puchesse, Jean-Luc Bélingard, Philippe Archinard, and Ms. Sandrine Flory.

Nature and purpose:

Service agreement between Institut Mérieux and its subsidiaries including Transgene, as amended in 2020.

Terms:

The agreement includes a cost allocation methodology for services rendered across the Institut Mérieux group companies, based on three criteria: payroll, revenue, and fixed assets.

For internal audit services:

- Costs of exceptional assignments above a materiality threshold are charged directly to the beneficiary company;
- Other audit-related costs are allocated based on the number of employees and the number of countries in which the company generates over €2 million in revenue.

As of December 31, 2024, Transgene recorded a charge of €133,140 under this agreement.

A 2023 expense adjustment resulted in a credit of €15,794 recognized in 2024.

3.2. Agreements approved in prior years but not performed during the fiscal year 2024

- ▶ **With Institut Mérieux, bioMérieux S.A., Mérieux NutriSciences Corporation, ABL Inc., Théra Conseil, Mérieux Développement, SGH S.A.S. and Fondation Mérieux**

Persons concerned :

MM. Alain Mérieux, Michel Baguenault de Puchesse, Jean-Luc Bélingard, Philippe Archinard and Ms. Sandrine Flory.

Nature and purpose :

Agreement concerning employee mobility management within Institut Mérieux or Fondation Mérieux.

Terms :

For employees who worked within the group and whose seniority was recognized without compensation, termination or retirement costs will be shared equitably based on each company's share of the employee's total compensation, excluding any portion already covered under a previous severance settlement.

As of December 31, 2024, no charges were invoiced to Transgene under this agreement.

- ▶ **With ElsaLys Biotech S.A.S. and TSGH S.A.S. (majority shareholder of your company)**

Persons concerned :

MM. Alain Mérieux, Michel Baguenault de Puchesse Jean-Luc Bélingard, Philippe Archinard and Ms. Sandrine Flory.

Nature and purpose :

At the time of this agreement (April 9, 2020), Transgene held an 8.25% stake in ElsaLys S.A.S., and TSGH S.A.S. held 9%. These were sold to the Mediolanum Group.

As part of the sale, an agreement was reached concerning a €1,000,000 receivable from ElsaLys S.A.S.

Terms :

The fully impaired receivable as of December 31, 2019 was recovered up to €957,494:

- €500,000 paid by Mediolanum Group as scheduled;
- €457,494 to be paid by former ElsaLys shareholders, including TSGH S.A.S. (75% paid at closing, 25% due by end of 2025).

As of December 31, 2024, TSGH still owed Transgene €33,807, with no payment made during the 2024 fiscal year.

Lyon and Schiltigheim, April 10, 2025

The Statutory Auditors

GRANT THORNTON
French member of Grant Thornton
International

KPMG S.A.

Jean Morier
Partner

Stéphane Devin
Partner