

Special Report of the statutory auditors on the authorization to reduce share capital by canceling treasury shares held by the Company

This is a free translation into English of the special report of the statutory auditors on the issue of shares and other securities with cancellation of preferential subscription rights issued in French and it is provided solely for the convenience of English speaking users.

This auditors' special report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

TRANSGENE S.A.

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Combined General Meeting held on May 15, 2025
Thirty resolution

Grant Thornton

Statutory auditor

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To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Article L. 22-10-62 of the French Commercial Code (Code de commerce) in respect of the reduction in capital by cancellation of repurchased shares, we have prepared this report to inform you of our assessment of the reasons and conditions of the proposed capital reduction.

Your Board of Directors requests that it be authorized, for a period of eighteen months, starting on the date of this meeting, to proceed with the cancellation of shares the Company was authorized to repurchase, representing an amount not exceeding 10% of its capital, per twenty-four-month periods, the shares purchased in compliance with the provisions of the aforementioned Article.

We have performed the procedures that we considered necessary in accordance with the professional guidance issued by the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) relating to this engagement. These procedures consisted in verifying that the causes and conditions of the proposed reduction in capital, which should not compromise equality among the shareholders, are fair.

We have no matters to report as to the causes and conditions of the proposed reduction in capital.

Lyon and Schiligheim, April 17th, 2025

The Statutory Auditors

French original signed by

GRANT THORNTON

French Member of Grant Thornton International

Jean Morier

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Stéphane Devin