Special report of the statutory auditors on the authorization given to the Board of Directors to issue shares and/or securities linked to equity in the Company and for which the subscription is reserved to Company employees who are members of the company's savings plan

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 rightsissued 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.

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Combined General Meeting held on May 15, 2025 Twenty-nine resolution Special report of the statutory auditors on the authorization given to the Board of Directors to issue shares and/or securities linked to equity in the Company and for which the subscription is reserved to Company employees who are members of the company's savings plan

## Transgene S.A.

Combined General Meeting held on May 15, 2025 Twenty-nine resolution

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code (Code de commerce), we hereby report on the proposal to authorize your Board of Directors to decide whether to proceed with an issue of shares and/or securities giving access the capital with cancellation of the preferential subscription rights, reserved for the members of a company savings plan of the French or foreign companies related to your Company, an operation on which you are called to vote. The maximum amount of the capital increase may result from this issue is:

- 1,000,000 new shares, thus a capital increase of a maximum nominal amount of 300,000 euros, based on the nominal value of the shares of 0.30 euro following the capital reduction operation contemplated in the 17<sup>th</sup> resolution of the Combined General Meeting of May 15, 2025, or;
- 100,000 shares, thus a capital increase of a nominal amount of 300,000 euros, based on the nominal value of the shares of 3.00 euros following the capital reduction operation contemplated in the 17<sup>th</sup> resolution and the share consolidation operation contemplated in the 18<sup>th</sup> resolution of the Combined General Meeting of May 15, 2025.

This operation is submitted for your approval in accordance with Articles L. 225-129-6 of the French Commercial Code (Code de commerce) and L. 3332-18 et seq. of the French Labor Code (Code du travail).

GRANT THORNTON & KPMG

TRANSGENE S.A.

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Twenty-nine resolution

Your Board of Directors proposes, on the basis of its report, it be authorized, for a period of twenty-six months, to determine the terms and conditions of this operation and to cancel your preferential subscription rights to the ordinary shares to be issued.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 and R. 225-114 of the Commercial Code (Code de commerce). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue, provided in this report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to this operation and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions of the issue that may be decided, we have no matters to report on the methods used to determine the issue price of the equity securities to be issued, as set out in the Board of Directors' report.

As the final conditions of the issue have not yet been determined, we do not express an opinion on these conditions and, consequently, on the proposal to waive your preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code (Code de commerce), we will issue a supplementary report, if necessary, when your Board of Directors exercises this authorization.

Lyon and Schiltigheim, April 17th, 2025

The Statutory Auditors

French original signed by

**GRANT THORNTON** KPMG

TRANSGENE S.A.

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Twenty-nine resolution

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