

TRANSGENE
A French corporation with share capital of €72,470,137
N° 317 540 581 Trade Register of Strasbourg
Registered offices: boulevard Gonthier d'Andernach – 67400 Illkirch-Graffenstaden

Meeting Notice

ORDINARY AND EXTRAORDINARY GENERAL MEETING

The shareholders of Transgene are convened to an ordinary and extraordinary general meeting on June 17, 2011 at 10:30 AM, at the registered offices, respecting the following agenda and draft resolutions:

Agenda

Ordinary meeting:

- 1) Reports including the management report of the board of directors on the corporate and consolidated financial statements for 2010 and the report on the conditions for organizing the work of the Board and internal controls in accordance with Article L. 225-37 of the French Commercial Code (*Code de commerce*);
- 2) Report by the statutory auditors on the 2010 corporate financial statements;
- 3) Report by the statutory auditors on the 2010 consolidated financial statements;
- 4) Special report by the statutory auditors on the agreements mentioned in Article L. 225-38 of the French Commercial Code;
- 5) Special report by the statutory auditors pursuant to Article L. 225-235 of the French Commercial Code;
- 6) Adoption of the 2010 corporate financial statements;
- 7) Adoption of the 2010 consolidated financial statements;
- 8) Directors' quietus;
- 9) Appropriation of earnings;
- 10) Board of Directors (renewal of term of directors: Mr Philippe Archinard, Mr Benoît Habert, Mr Patrick Hurteloup, Mr Alain Mérieux and the company TSGH);
- 11) Authorization.

Extraordinary meeting:

- 1) Delegation of authority granted to the Board of Directors to increase the share capital of the company for the benefit of qualified investors or a restricted circle of investors with waiver of subscription rights in their favor;
- 2) Authorization granted to the Board of Directors to issue shares and/or securities granting access to the share capital of the company, subscription to which would be reserved to company employees who are members of the employee savings plan;
- 3) Amendment of corporate bylaws: modification of the length of term of directors from two to three years;
- 4) Authorization.

Draft resolutions

Ordinary meeting:

First resolution (adoption of the corporate financial statements for the year ended December 31, 2010) – The General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, having reviewed the management report prepared by the Board of Directors and the Chairman's report attached to the management report, the general report by the statutory auditors, and the financial statements for the year ended December 31, 2010, adopts the corporate financial statements for the aforesaid year, which record the loss of an amount of €33,078,342.32, along with the transactions recorded in those statements or summarized in those reports.

The General Meeting notes the absence of the non-deductible expenses mentioned in Article 39.4 of the French General Tax Code (*Code général des impôts*).

Second resolution (adoption of the consolidated financial statements for the year ended December 31, 2010) – The General Meeting, deliberating under the conditions of quorum and majority for ordinary

general meetings, having reviewed the Group management report prepared by the Board of Directors, the general report by the statutory auditors, and the consolidated financial statements for the year ended December 31, 2010, adopts the consolidated financial statements for the aforesaid year, which record the loss of an amount of €34,219,185.11, along with the transactions recorded in those statements or summarized in those reports.

Third resolution (adoption of the special report of the statutory auditors) – The General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, having reviewed the special report by the statutory auditors pursuant to Article L. 225-40 of the French Commercial Code, notes that no new agreement governed by the provisions of Article L. 225-38 of the aforesaid Code was concluded during the year ended December 31, 2010, and adopts the terms of that report.

Fourth resolution (directors' quietus) – The General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, acknowledges that the Board of Directors has complied with the provisions of the French Commercial Code with respect to companies. It gives quietus to each director for his or her management for the year of which the financial statements it has just adopted.

Fifth resolution (allocation of earnings) – The General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, resolves to allocate the loss for the year of €33,078,342.32 to the item "Balance carried forward", the amount of which shall accordingly total €314,427,754.23. The General Meeting notes that no dividend was paid for the three previous years.

Sixth resolution (renewal of term of a director) – The General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, notes the expiration of the term as director of Mr Philippe Archinard. It resolves to renew the term of this director for the term set in Article 12 of the bylaws.

Seventh resolution (renewal of term of a director) – The General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, notes the expiration of the term as director of Mr Benoît Habert. It resolves to renew the term of this director for the term set in Article 12 of the bylaws.

Eighth resolution (renewal of term of a director) – The General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, notes the expiration of the term as director of Mr Patrick Hurloup. It resolves to renew the term of this director for the term set in Article 12 of the bylaws.

Ninth resolution (renewal of term of a director) – The General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, notes the expiration of the term as director of Mr Alain Mérieux. It resolves to renew the term of this director for the term set in Article 12 of the bylaws.

Tenth resolution (renewal of term of a director) – The General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, notes the expiration of the term as director of the company TSGH. It resolves to renew the term of this director for the term set in Article 12 of the bylaws.

Eleventh resolution (authorization) - The General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, gives full authorization to the bearer of a copy or certified excerpt of these minutes to accomplish all publication formalities pertaining to the above adopted resolutions.

Extraordinary meeting:

Twelfth resolution (delegation of authority granted to the Board of Directors to increase the share capital of the company for the benefit of qualified investors or a restricted circle of investors with waiver of subscription rights in their favor) – The General Meeting, deliberating under the conditions of quorum and majority for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, pursuant to the provisions of Article L. 225-136 of the French Commercial Code and Article L. 411-2 II of the French Monetary and Financial Code (Code Monétaire et Financier):

- delegates to the Board of Directors the authority to decide to carry out an increase of share capital, in one or more stages, through the issue of shares, with the waiver of subscription rights, to the benefit of

qualified investors or a restricted circle of investors, as defined by Article D. 411-1 of the French Monetary and Financial Code (hereinafter referred to as “Beneficiaries”);

- resolves that the term of validity of the issuance delegation covered under this delegation shall expire on the date of the annual general meeting deliberating on the 2011 financial statements;
- resolves that the maximum nominal amount of the share capital increases that may be conducted, immediately or in the future, by virtue of this delegation may not exceed a maximum of 20% of share capital, as such limit is assessed on the day of the issue, not including the nominal amount of the capital that may be increased by the exercise of all rights and securities already issued of which exercise is deferred;
- resolves to waive, to the benefit of the Beneficiaries, the subscription rights of the shareholders for the shares that may be issued pursuant to this delegation;
- resolves that the issue price of the new shares subscribed by the Beneficiaries pursuant to this delegation shall be at least equal to the weighted average of the share prices recorded on Euronext Paris over the three trading days preceding the issue, to which a maximum discount of 5% may be applied;
- resolves that the issue price of the new shares subscribed by the Beneficiaries pursuant to this delegation may be equal to the weighted average of the share prices recorded on Euronext Paris over the three trading days preceding the issue, to which a maximum discount of 20% may be applied for a tranche of 10% of share capital;
- resolves that the Board of Directors shall have all authority, with the option to delegate under the conditions set forth by law, to use this delegation in one or more stages, to decide in particular the maximum number of shares to be issued, within the limits set by this resolution, freely select the investors who are qualified or included in the restricted circle of investors as defined by the laws, note the final amount of each capital increase and carry out the corresponding amendments to the bylaws, determine the dates and all other terms and conditions of such capital increase, including the date (retroactive or otherwise) on or after which the new shares shall accrue entitlement to dividends, as necessary, allocate the costs of such capital increase to the amount of the premiums related thereto and deduct from this amount the necessary amounts to increase the legal reserve to one tenth of the new capital resulting from such increase; more generally, conclude all agreements in particular to achieve the proper completion of the planned increases, take all measures and make all decisions and carry out all formalities useful for the issue, listing, and financial servicing of the shares issued by virtue of this delegation as well as the rights attached thereto or subsequent to the capital increases conducted.

Thirteenth resolution (authorization granted to the Board of Directors to issue shares and/or securities granting access to the share capital social of the company, subscription to which would be reserved to company employees who are members of the employee savings plan) - The General Meeting, deliberating under the conditions of quorum and majority for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, pursuant to the provisions of Article L. 3332-18 et seq. of the French Labor Code (*Code du Travail*) and Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code, and in accordance with the provisions of that same Code:

- delegates to the Board of Directors, for a term of twenty-six (26) months from this decision, full authority to carry out the share capital increase, in one or more stages, on its decisions alone, through an issue of shares or other securities granting access to capital of the company reserved to the members of an employee savings plan for French companies or foreign companies connected to the company under the conditions in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, up to 120,000 new shares to be issued;
- resolves that the subscription price of the new shares may not be less than the average of the opening trading prices during the twenty trading days preceding the day of the resolution by the Board of Directors to set the opening date of the subscriptions, minus the maximum discount provided by law on the day of the resolution by the Board of Directors;
- resolves that the characteristics of the other securities granting access to company capital shall be determined by the Board of Directors under the conditions set by regulations;
- resolves to waive, to the benefit of employees who are members of an employee savings plan, the share subscription rights to which the issue of shares or other securities granting access to capital provided in this resolution shall give rise immediately or in the future, and waive all rights to shares or other securities that may be allocated pursuant to this resolution;
- resolves that the Board of Directors shall have full authority to implement this delegation, with the option to subdelegate under the conditions set forth by law, within the limits and under the conditions specified below in order to:
 - set the characteristics of the securities to be issued, the amounts suggested for subscription, and in particular determine the issue price, dates, deadlines, terms and conditions of subscription,

payment, issue, and enjoyment of the securities, within the limits set forth in the laws and regulations in effect;

- note the completion of the capital increases for the amount of the shares that shall actually be subscribed or other securities issued by virtue of this authorization;
- as needed, allocate the costs of the capital increases for the amount of the shares that shall actually be subscribed or other securities issued by virtue of this authorization;
- conclude all agreements, complete directly or through an agent all operations and fulfill all conditions, including carrying out all formalities subsequent to the capital increases and corresponding amendments to the bylaws and, more generally, do all that shall be necessary;
- generally speaking, conclude all agreements in particular to achieve the proper completion of the planned increases, take all measures and carry out all formalities useful for the issue, listing, and financial servicing of the securities issued by virtue of this delegation as well as the exercise of the rights attached thereto.

Fourteenth resolution (amendment of bylaws: length of term of directors) - The General Meeting, deliberating under the conditions of quorum and majority for extraordinary general meetings, resolves to increase the directors' length of term to three years and so amends the second paragraph of Article 12 of the amended bylaws as follows:

Article 12 second paragraph (old wording)

The directors are appointed for a period of two (2) years. Their directorship ends at the end of the ordinary general meeting approving the financial statements for the prior year, which is held during the year in which their mandate expires. The terms of the directors in progress shall consequently be reduced to correspond to the new term in force. The Board ensures that the number of expiring mandates is as regular as possible each year.

Article 12 second paragraph (new wording)

The directors are appointed for a period of three (3) years. Their directorship ends at the completion of the ordinary general meeting deliberating on the financial statements for the prior year, which is held during the year in which their mandate expires. The terms of the directors in progress shall therefore be extended to correspond to the new term in effect. Steps shall be taken such that the number of expiring mandates is as regular as possible each year.

Fifteenth resolution (authorization) - The General Meeting, deliberating under the conditions of quorum and majority for extraordinary general meetings, gives full authorization to the bearer of a copy or certified excerpt of these minutes to accomplish all publication formalities pertaining to the above adopted resolutions.

All shareholders, regardless of the number of shares that they own, have the right to participate in the meeting, either by attending it in person, or by being represented by any proxy, who may be an individual or legal entity, of their choice, or by voting by absentee ballot.

Shareholders who can prove their status by the accounting registration of the securities in their name or the name of the intermediary duly registered on their behalf on the third business day preceding the meeting, that is, Tuesday, June 14, 2011, at midnight, Paris time (hereinafter, "D-3"), or in the registry of registered securities, or in the securities accounts held by their duly authorized intermediaries shall be admitted to participate in the meeting.

For registered shareholders, such accounting registration on D-3 in the registered securities accounts is sufficient to allow them to participate in the meeting.

For bearer shareholders, the duly authorized intermediaries who hold the bearer securities accounts provide direct proof of the shareholder status of their client with Société Générale (the institution mandated by Transgene SA as the centralizer for the meeting) through the production of a shareholding certificate, which they shall attach to the absentee or proxy voting form or an admission card application filled out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

However, if bearer shareholders wish to participate in person in the meeting and have not received their admission card by June 14, 2011, they must ask their financial intermediary to issue a shareholding certificate that shall enable them to prove their shareholder status on D-3 to be admitted to the meeting.

Note that, in accordance with the laws and regulations in effect:

- shareholders may obtain an absentee or proxy voting form or admission card application upon request from the registered offices of the company or Société Générale – Service des Assemblées – BP 81236, 32, rue du Champ de Tir, 44312 Nantes Cedex 03, France. Such application may be accepted only if it is received at least six days before the date of the meeting;
- absentee or proxy votes may be counted only if the duly completed and signed forms arrive at the registered offices of the company or the abovementioned Service des Assemblées of Société Générale at least three days before the date of the meeting;
- if shareholders have already voted by absentee ballot, sent a proxy, or requested an admission card, they may not choose another method of participation, but they may sell all or part of their shares. However, if such sale takes place before D-3, the company shall as a result invalidate or modify, as the case may be, the absentee ballot, proxy, admission card, or shareholding certificate. To this end, the duly authorized intermediary and account keeper shall give notice of the sale to the company or his or her agent and disclose to him or her the necessary information.

Requests to include items and draft resolutions on the agenda must arrive at the company no later than the twenty-fifth day preceding the meeting and not be sent more than twenty days after the date of this notice. They must be sent by recorded-delivery letter with acknowledgement of receipt to the registered offices of the company: Transgene, Legal and Corporate Affairs, boulevard Gonthier d'Andernach-CS80166 - 67405 Illkirch Graffenstaden, France.

All requests must be accompanied by a certificate of account registration that proves possession or representation by the authors of the required fraction of capital. Moreover, the examination by the meeting of the draft resolutions filed by the shareholders pursuant to the regulations in effect is subject to the submission by the authors of an application for a new certificate proving the accounting registration of the same securities in the same accounts on D-3.

Any shareholders who wish to ask written questions of the Chairman of the Board of Directors shall send them to the registered offices of the company by recorded-delivery letter with acknowledgement of receipt no later than the fourth business day preceding the meeting, accompanied by an account registration certificate.

There is no provision for participation and voting by videoconferencing or any means of telecommunication for this meeting and, accordingly, no site of this kind has been set up for this purpose.

All documents that, pursuant to law, must be submitted to general meetings shall be made available to shareholders at the registered office within the legal time limits.

This notification constitutes notice, subject to any changes made to the agenda following any requests to include items and draft resolutions on the agenda made by the shareholders.

Shareholders may exercise their right to electronic consultation provided in Article R.210-20 of the French Commercial Code starting Thursday, May 26, 2011, on the company website: www.transgene.fr/assemblee_generale_2011.

The Board of Directors