

TRANSGENE
Incorporated as a *société anonyme* with a share capital of €72,523,405
Strasbourg business registry number 317 540 581
Head office: Boulevard Gonthier d'Andernach – 67400 Illkirch-Graffenstaden France

Notice of meeting serving as convening notice

ORDINARY AND EXTRAORDINARY MEETING OF SHAREHOLDERS

The Shareholders of Transgene are hereby convened to the Ordinary and Extraordinary Meeting of Shareholders on June 21, 2012 at 2:00 p.m., at the company's head office, with the following agenda and draft resolutions:

Agenda

Ordinary items:

- 1) Reports including notably the Board of Directors' management report on the consolidated and separate financial statements for the financial year 2011 and the report on the conditions governing the organization of the Board's work and the internal control procedures in compliance with Article L. 225-37 of the French Commercial Code;
- 2) Statutory auditors' report on the separate financial statements for the financial year 2011;
- 3) Statutory auditors' report on the consolidated financial statements for the financial year 2011;
- 4) Statutory auditors' special report on the agreements covered by Article L. 225-38 of the French Commercial Code;
- 5) Statutory auditors' special report pursuant to Article L. 225-235 of the French Commercial Code;
- 6) Approval of the separate financial statements for the financial year 2011;
- 7) Approval of the consolidated financial statements for the financial year 2011;
- 8) Discharge to directors;
- 9) Allocation of income;
- 10) Powers.

Extraordinary items:

- 1) Delegation of authority to the Board of Directors to issue up to fifteen million shares, representing an increase of a maximum of €34,321,520 in the company's share capital, by the issuance of ordinary shares or any other securities that give access to share capital with shareholders' preferential subscription rights maintained;
- 2) Delegation of authority to the Board of Directors to issue up to eleven million one hundred thousand shares, representing an increase of a maximum of €25,397,930 in the company's share capital, by the issuance of ordinary shares or any other securities that give access to share capital with waiver of preferential subscription rights;
- 3) Delegation of authority to the Board of Directors to increase the company's share capital to the benefit of qualified investors or members of a restricted investor group with the waiver of existing preferential subscription rights in their favor;
- 4) Decision regarding the issue price of ordinary shares and/or any other securities that give access to ordinary shares of the Company in the event of the waiver of preferential subscription rights, not exceeding the annual limit of 10% of the capital;
- 5) Authorization granted to the Board of Directors to increase the number of shares or securities to be issued in the event of an increase in the company's share capital, with or without the shareholders' preferential subscription rights;
- 6) Authorization granted to the Board of Directors to increase the Company's share capital by waiving existing preferential subscription rights to remunerate contributions of shares in a public exchange offer or contributions in kind of companies' securities.
- 7) Overall limitation of authorizations;
- 8) Authorization granted to the Board of Directors to issue shares and/or securities that give access to share capital of the Company and whose subscription is reserved to the Company's employees under the corporate savings plan;
- 9) Modification of company bylaws: corporate name TRANSGENE SA;
- 10) Powers.

Draft resolutions

Ordinary items:

First resolution (Approval of separate financial statements for the financial year ended December 31, 2011) - The Shareholders' Meeting, acting under the quorum and majority requirements for ordinary shareholders' meetings, having read the management report of the Board of Directors and the Chairman's report appended to the management report, having read the statutory auditors' general report and the financial statements for the financial year ended December 31, 2011, approves the separate financial statements for said financial year reporting a loss of €41,642,043.80, and the operations evidenced by these financial statements or summarized in these reports.

The Shareholders' Meeting acknowledges the absence of non-deductible spendings covered in Article 39.4 of the General Tax Code.

Second resolution (Approval of consolidated financial statements for the financial year ended December 31, 2011) - The Shareholders' Meeting, acting under the quorum and majority requirements for ordinary shareholders' meetings, having read the group management report of the Board of Directors, the statutory auditors' general report and the consolidated financial statements for the financial year ended December 31, 2011, approves the consolidated financial statements for said financial year reporting a loss of €43,395,091.65, and the operations evidenced by these financial statements or summarized in these reports.

Third resolution (Approval of the Statutory auditors' special report) - The Shareholders' Meeting, acting under the quorum and majority requirements for ordinary shareholders' meetings, having read the statutory auditors' special report as per Article L 225-40 of the French Commercial Code, acknowledges that no new agreement under the provisions of Article L. 225-38 of said Code was signed for the financial year ended December 31, 2011, and approves the terms of this report.

Fourth resolution (Discharge to directors) - The Shareholders' Meeting, acting under the quorum and majority requirements for ordinary shareholders' meetings, acknowledges that the Board of Directors has complied with the stipulations of the French Commercial Code relative to companies. It grants discharge to the directors individually in respect of their management in the financial year whose financial statements it has just approved.

Fifth resolution (Allocation of income) - The Shareholders' Meeting, acting under the quorum and majority requirements for ordinary shareholders' meetings, resolves to allocate the loss of €41,642,043.80 for the financial year to the "Retained earnings" account that will bring the total to €356,069,798.03. The Shareholders' Meeting notes that no dividend has been distributed in the past three financial years.

Sixth resolution (Powers) - The Shareholders' Meeting, acting under the quorum and majority requirements for ordinary shareholders' meetings, grants full powers to the bearer of a certified copy or excerpt of the minutes of this meeting for the purpose of carrying out all disclosure formalities relative to the resolutions adopted hereinabove.

Extraordinary items:

Seventh resolution (Delegation of authority to the Board of Directors to increase capital by the issuance of ordinary shares or any other securities that give access to capital with shareholders' preferential subscription rights maintained) - The Shareholders' Meeting, acting under the quorum and majority requirements for extraordinary shareholders' meetings, having read the report of the Board of Directors and the statutory auditors' special report, and pursuant to the provisions of Articles L. 225-129-2 to L. 225-129-6 and L. 228-92 et al. of the French Commercial Code:

Delegates to the Board of Directors the authority to decide one or more capital increases by the issuance, in France or abroad, in euros, of ordinary shares of the Company or any other securities that give access, by any means, immediately and/or later, to the ordinary shares of the Company (including as a result of the attribution of share subscription warrants free of charge), where such securities may also be denominated in any monetary unit or established by reference to several currencies.

The delegation hereby granted to the Board of Directors is valid for a period of twenty-six (26) months from this Meeting.

Decides that the total amount of increases in share capital that are likely to be carried out immediately and/or later, shall not exceed the maximum limit of fifteen million shares, representing a share capital increase of up to €34,321,520, with the understanding that this amount shall count towards the overall ceiling of €34,321,520 set down in the thirteenth resolution, and that to this sum shall be added, if applicable, the additional amount of shares to be issued to safeguard, in compliance with the law and any contractual stipulation, the rights of the bearers of securities that entitle their holder to shares.

Decides also that the nominal amount of the resulting issue of debt securities giving access to the share capital, shall not exceed fifty million euros in par value (or the exchange value of this amount for an issue in foreign currency or in the monetary unit established by reference to several currencies).

Decides that the shareholders shall have preferential subscription rights to the securities issued in keeping with this resolution, in proportion to the amount of the shares they hold.

Decides that should the subscriptions as of right and for excess shares, where applicable, not absorb the entire issue of shares or securities as defined hereinabove, the Board of Directors may make an offering of all or part of the unsubscribed securities to the general public.

Notes that this delegation shall automatically entail, in favor of the holders of securities issued in keeping with this resolution and which give access to the ordinary shares of the Company, the waiver by the shareholders of their preferential subscription right to the shares to which said securities grant entitlement immediately or later.

Delegates full powers to the Board of Directors, with the option of subdelegating, to implement said delegation, decide upon the subscription price of the securities to be issued, and modify the bylaws accordingly.

Acknowledges that this delegation shall invalidate any previously-granted delegation for the same purpose, in relation to the unused amounts.

Eighth resolution (Delegation of authority to the Board of Directors to increase capital by the issuance of ordinary shares or any other securities that give access to capital with the waiver of preferential subscription rights) - The Shareholders' Meeting, acting under the quorum and majority requirements for extraordinary shareholders' meetings, having read the report of the Board of Directors and the statutory auditors' special report, and pursuant to the provisions of Articles L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136 and L. 228-92 et seq. of the French Commercial Code:

Delegates to the Board of Directors the authority to decide one or more capital increases by the issuance, in France or abroad, in euros, of ordinary shares of the Company or any other securities that give access, by all means, immediately and/or later, to the ordinary shares of the Company, where such securities may also be denominated in any monetary unit or established by reference to several currencies.

The delegation hereby granted to the Board of Directors is valid for a period of twenty-six (26) months from this Meeting.

Decides that the total amount of increases in share capital that may be carried out immediately and/or later, shall not exceed the maximum limit of eleven million one hundred thousand shares, representing a share capital increase of up to €25,397,930, with the understanding that this amount shall count towards the overall ceiling of €34,321,520 set down in the thirteenth resolution, and that to this sum shall be added, if applicable, the additional amount of shares to be issued to safeguard, in compliance with the law and any contractual stipulation, the rights of the bearers of securities that entitle their holder to shares.

Decides also that the nominal amount of the resulting issue of debt securities giving access to the share capital, shall not exceed fifty million euros in par value (or the exchange value of this amount for an issue in foreign currency or in the monetary unit established by reference to several currencies).

Decides to waive the shareholders' preferential subscription rights to the securities issued pursuant to the law and confers upon the Board of Directors the power to grant shareholders a pre-emptive right to subscribe to them in application of the provisions of Article L. 225-135 of the French Commercial Code.

Decides that the amounts owed to the Company, or that will be owed, for each of the shares issued or that will be issued after consideration of the issue price of said warrants or securities, in the event of issuance of separate subscription warrants or the attribution of shares or any other securities that give access to the ordinary shares of the Company, shall be at least equal to the minimum price set down by the legal and/or regulatory provisions applicable on the issue date, irrespective of whether the securities to be issued immediately or later equate to the capital shares already issued.

Notes that this delegation shall automatically entail, in favor of the holders of securities issued in keeping with this resolution and which give access to the ordinary shares of the Company, the waiver by the shareholders of their preferential subscription right to the shares to which said securities grant entitlement immediately or later.

Delegates full powers to the Board of Directors, with the option of subdelegating, to implement said delegation, decide upon the subscription price of the securities to be issued, and modify the bylaws accordingly.

Acknowledges that this delegation shall invalidate any previously-granted delegation for the same purpose, in relation to the unused amounts.

Ninth resolution (Delegation of authority to the Board of Directors to increase the company's share capital to the benefit of qualified investors or members of a restricted investor group and to waive existing preferential subscription rights in their favor) - The Shareholders' Meeting, acting under the quorum and majority requirements for extraordinary shareholders' meetings, having read the report of the Board of Directors and the statutory auditors' special report, and 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:

Delegates to the Board of Directors the authority to decide one or more capital increases by the issuance, in France or abroad, in euros, of ordinary shares of the Company or any other securities that give access, by all means, immediately and/or later, to the ordinary shares of the Company, where such securities may also be denominated in any monetary unit or established by reference to several currencies, and to waive existing preferential subscription rights in favor of qualified investors or members of a restricted investor group, such as those defined by Article D. 411-1 of the French Monetary and Financial Code (hereinafter termed "Beneficiaries").

Decides that the validity period of the delegation of authority under this resolution shall expire on the date of the annual shareholders' meeting called to approve the financial statements for the financial year 2012.

Decides that the maximum nominal amount of increases in share capital that may be carried out immediately or later, under this delegation, cannot exceed 20% of the share capital (with the understanding that said 20% limit may be evaluated at any time, and is applicable to a capital adjusted for transactions affecting it after the date of this meeting, without taking into account the nominal amount of the capital that may be increased as a result of the exercise of all rights and securities already issued and whose exercise is deferred), and that this amount shall count towards the ceiling set down in the thirteenth resolution.

Decides to waive, in favor of Beneficiaries, the shareholders' preferential subscription rights to the securities that may be issued by virtue of this delegation.

Decides that the amounts owed to the Company, or that will be owed, for each of the shares issued or that will be issued after consideration, in the event of issuance of separate subscription warrants or the attribution of shares or any other securities that give access to the ordinary shares of the Company, of the issue price of said warrants or securities, shall be at least equal to the minimum price set down by legal and/or regulatory provisions applicable on the issue date, irrespective of whether the securities to be issued immediately or later equate to the capital shares already issued.

Decides also that the nominal amount of the resulting issue of debt securities giving access to the share capital, shall not exceed fifty million euros in par value (or the exchange value of this amount for an issue in foreign currency or in the monetary unit established by reference to several currencies).

Notes that this delegation shall automatically entail, in favor of the holders of securities issued in keeping with this resolution and which give access to the ordinary shares of the Company, the waiver by the shareholders of their preferential subscription right to the shares to which said securities grant entitlement immediately or later.

Delegates full powers to the Board of Directors, with the option of subdelegating, to implement said delegation, decide upon the subscription price of the securities to be issued, freely choose the qualified investors or members of the restricted investor group such as those defined by the law, and modify the bylaws accordingly.

Acknowledges that this delegation shall invalidate any previously-granted delegation for the same purpose, in relation to the unused amounts.

Tenth resolution (determining issue of ordinary shares and/or all securities to provide access to Company ordinary shares within the annual limit of 10% of capital in case of elimination of preferential subscription rights) – The Shareholders' Meeting, acting under the quorum and majority requirements for extraordinary shareholders' meetings, having read the group management report of the Board of Directors and the statutory auditors' special report pursuant to Article L-225-136 1° – second paragraph of the French Commercial Code, and in the limit of 10% of share capital annually upon issue (stipulating that this 10% limit is evaluated at any point, related to adjusted capital in function of operations, with and without a public offer, allocating it subsequent to this meeting and not given the minimal amount of capital liable to be increased by the exercise of all rights and securities already issued and the exercise of which is delayed):

Authorizes the Board of Directors, with the ability to sub-delegate, to set the issue price of ordinary shares or all securities giving access to Company ordinary shares, after taking into account market timing, at a price at least equal to the weighted average by volume (in the central order book and excluding extra-market blocks) of share closing prices of the Company on NYSE Euronext Paris during the last three trading sessions prior to setting the issue price, this average being able to be corrected as necessary to take into account due date differences and potentially be reduced by a maximum of 20% discount.

This authorization thus given to the Board of Directors is valid for a duration of twenty-six (26) months from this general meeting.

Acknowledges that the Board of Directors will be able to apply this resolution as well in the context of the eighth and ninth resolutions, notably in the context of securities issued on a continuous flow basis.

Acknowledges that, in the hypothesis where the Board of Directors comes to use the authority given it by this resolution, the Board of Directors will make an additional report certified by the statutory auditors describing the definitive conditions of the transaction and providing key elements of the effective impact on a shareholder standpoint.

Acknowledges that this authorization voids all prior authorizations having the same purpose.

Eleventh resolution (authorization given to the Board of Directors to increase the number of shares, equities or securities to be issued in case of increase of share capital of the Company with or without preferential shareholder subscription rights) – The Shareholders' Meeting, adjudicating on quorum and extraordinary shareholders' meeting conditions, in accordance with provisions of Article L. 225-135-1 of the French Commercial Code, authorizes the Board of Directors, with the ability to sub-delegate, in case of adoption of the seventh, eighth, and ninth resolutions, for a duration of twenty-six (26) months including this general meeting, to increase, pursuant to Article R 225-118 of the French Commercial Code or any other applicable provision, on its only decisions in the global threshold limit set by the thirteenth resolution, within thirty (30) days from the closing of subscription of the initial issue and in the limit of

15% of the initial issue and at the same price as that of the initial issue, the number of shares, equities, or securities to be issued in case of increase of share capital of the Company, with or without shareholder preferential subscription rights, decided in application of the seventh, eighth or ninth resolutions.

Twelfth resolution (authorization given to the Board of Directors to increase the share capital of the Company with elimination of preferential subscription rights to compensate contributions in equities in case of securities exchange bid or contribution-in-kind regarding company securities) – The Shareholders' Meeting, acting under the quorum and majority requirements for extraordinary shareholders' meetings, having read the group management report of the Board of Directors, has decided that the issues set out in the eighth resolution adopted by this general meeting will, as necessary, serve to compensate equities which would contribute to the company according to the securities exchange bid procedure made pursuant to provisions of Articles L. 225-148 of the French Commercial Code.

Similarly, the shareholders' meeting authorizes the Board of Directors to decide, pursuant to Article L 225-147-al. 6 of the French Commercial Code, on the statutory auditor's report, to proceed, in context of the authorization given by the eighth resolution to one or numerous increases of capital, within the limit of 10% of its share capital (it being stipulated that this 10% limit is evaluated at any point, applying to capital adjusted in function of operations subsequently affecting it to this general meeting and not given the nominal amount of capital able to be increased through all rights and securities already issued and whose exercise is delayed), in order to compensate contributions-in-kind given to the company made up of equities or securities giving access to capital, when provisions of Article L. 225-148 of the French Commercial Code are not applicable.

Note that this authorization gives as a matter of right to all bearers of securities issued regarding this resolution and giving access to ordinary shares of the Company, shareholders waiving their preferential subscription rights to shares of which these securities entitle them immediately or later.

In any event, the amount of capital increases made in virtue of this resolution will be allocated on the global threshold of €34,321,520 set by the thirteenth resolution.

Decides that the Board of Directors will have all powers, with ability to sub-delegate, to implement this resolution and notably to decide the list of securities contributed, to approve or reduce the valuation of contributions and granting of specific benefits, to set the exchange rate and, as necessary, the amount of the cash boot to pay and account for the number of equities contributed in exchange.

This authorization thus granted to the Board of Directors is valid for a duration of twenty-six (26) months including this general meeting.

Acknowledges that this authorization voids all prior authorizations having the same purpose.

Thirteenth resolution (global limit of authorizations) – The Shareholders' Assembly, adjudicating on quorum and extraordinary shareholders' meeting conditions, after having deliberated, decided that the global amount of share capital increases liable to be made immediately and/or later in virtue of the seventh, eighth, ninth, eleventh, and twelfth resolutions of this general meeting, will not be greater than a maximum of fifteen million shares representing a capital increase of a maximum amount of €34,321,520, and that the supplemental amount of shares to be issued to conserve will increase this amount, as necessary, pursuant to the law and, as necessary, of the contractual obligations, the rights of bearers of securities entitled to shares.

Fourteenth resolution (authorization given to the Board of Directors to issue shares and/or equities giving access to share capital of the company, whose subscription would be reserved for employees of the company who are company savings plan members) - The Shareholders' Meeting, acting under the quorum and majority requirements for extraordinary shareholders' meetings, having read the group management report of the Board of Directors and the statutory auditors' special report pursuant to Article L. 3332-18 et al. of the French Employment Code and Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code, and in accordance with provisions of the said Code:

Delegates to the Board of Directors, for a duration of twenty-six (26) months from this decision, all powers with the effect of increasing the share capital, once or on numerous occasions, on its sole decisions, through issue of shares or other equities giving access to capital of the company reserved for French or foreign company savings plan members related to the company under conditions of Article L. 225-180 of

the French Commercial Code and L. 3344-1 of the French Employment Code, within the limit of 400,000 new shares to be issued.

Decides that the subscription price for new shares shall not be less than the average of the first prices quoted during the twenty trading sessions prior to the day of the decision of the Board of Directors setting the subscription start date, reduced by the maximum legal discount on the day of the decision by the Board of Directors.

Decides that the characteristics of other equities giving access to capital in the company will be decided by the Board of Directors under the conditions set by regulations.

Decides to eliminate the preferential subscription rights to shares, in favor of employee members of a company savings plan, of which issue of shares or other equities giving access to capital set in this resolution shall give immediate or later right, and to renounce all rights to shares or other equities which would be given by application of this resolution.

Delegates all powers to the Board of Directors, with the ability to sub-delegate, to implement this authorization, to set the subscription price of equities to be issued, and modify by-laws in consequence.

Acknowledges that this authorization voids all prior authorizations having the same purpose.

Fifteenth resolution (modifying by-laws: corporate name) – the Shareholders' Meeting, adjudicating on quorum and extraordinary shareholders' meeting conditions, has decided to modify the corporate name which will be TRANSGENE S.A. Consequently, Article 3 of the by-laws is modified as follows:

Article 3 (former mention)

The company takes the name of:

"TRANSGENE"

This name must be preceded or followed immediately by the words "Société Anonyme" or "S.A."

Article 3 (new mention)

The company takes the name of:

"TRANSGENE SA"

This name must be preceded or followed immediately by the words "Société Anonyme" or "S.A."

Sixteenth resolution (powers) - the Shareholders' Meeting, adjudicating on quorum and extraordinary shareholders' meeting conditions, gives all powers to the bearer of a copy of or a certified copy of these minutes to accomplish all promotional formalities regarding the above adopted resolutions.

Regardless of how many shares they hold, all shareholders can take part in the meeting or be represented by their spouse or another shareholder.

In accordance with the provisions of article R.225-85 of the French Commercial Code, the right to participate in general meetings will be defined and proven by registering shares in the name of the shareholder or intermediary registered to act on their behalf, on the third day before the meeting, i.e. June 18, 2012, at midnight Paris time, in the registered account maintained by Société Générale, which is the Company's Agent, or in the bearer share account maintained by an authorized intermediary.

Registration of shares held in the bearer share accounts at financial intermediaries must be evidenced by a certificate of participation (*attestation de participation*), which the intermediaries will issue (or by electronic means in accordance with the provisions of Article R.225-61 of the French Commercial Code) and appended to:

- the mail voting form;
- the proxy vote;
- the request for an admission card in the name of the shareholder or on the shareholder's behalf by the registered intermediary.

The Shareholders seeking to participate directly in this meeting should make their request by returning their ballot either directly to Société Générale, Corporate Issuer Investor Relations, Shareholders' Meetings, BP 81236, 32 rue du Champ du Tir, 44312 Nantes Cedex 3, FRANCE, for registered shareholders, or via their financial intermediary for bearer shareholders, and will receive an admission card. Regardless, if a bearer shareholder wants to participate physically in the meeting and has not received their admission card to D-3, i.e. June 18, 2012, they must request via their financial intermediary to give them a certificate of participation allowing them to qualify as shareholders on D-3, i.e. June 18, 2012, to be admitted to the meeting.

Absent attending this meeting in person, shareholders can choose one of the following three methods:

- 1) Address a proxy to the company without indicating the agent;
- 3) Vote by mail;
- 3) Give a proxy to another shareholder or their spouse. The mail voting or proxy methods are addressed to shareholders registered purely or administratively.

All bearer shareholders wishing to vote by mail or proxy can request a voting form from Société Générale, Corporate Issuer Investor Relations, Shareholders' Meetings, BP 81236, 32 rue du Champ du Tir, 44312 Nantes Cedex 3, FRANCE, or with the company no later than six days before the meeting date. If the shareholder returns the form to vote by mail, they will not be able to be represented (by proxy) or directly participate in the meeting. The form should be sent in such a way that Société Générale can receive it at the latest two days before the opening of the meeting. This notice takes into account the convocation notice provided that no modification is made to the agenda or draft resolutions above following a registration request of draft resolutions presented by shareholders. Shareholders representing at least 5% of capital and the shareholders' associations can require registration of draft resolutions in the agenda by sending them to the headquarters twenty days from publication of this notice. Written questions from shareholders can be submitted by e-mail to the following address: communication@transgene.fr, at the latest the fourth business day preceding the date of the meeting.

The Board of Directors