

TRANSGENE
A French *Société Anonyme* with share capital of
€87,964,029.39
No. 317 540 581 Trade Register of Strasbourg
Registered office: 400 boulevard Gonthier d'Andernach – 67400 Illkirch-Graffenstaden

Notice of Meeting

ANNUAL GENERAL MEETING AND EXTRAORDINARY SHAREHOLDERS MEETING

The shareholders of Transgene are called to an ordinary and extraordinary general meeting on June 18, 2014 at 11:00 AM, at the registered office, for consideration of the following agenda and draft resolutions:

Agenda

Ordinary meeting:

- 1) Reports comprising, in particular, the management report of the board of directors on the corporate and consolidated financial statements for 2013 and the report on the conditions for organizing the work of the Board and internal auditing in accordance with Article L. 225-37 of the French Commercial Code (*Code de commerce*);
- 2) Report by the statutory auditors on the 2013 corporate financial statements;
- 3) Report by the statutory auditors on the 2013 consolidated financial statements;
- 4) Special report by the statutory auditors pursuant to 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 corporate financial statements for the 2013 fiscal year;
- 7) Adoption of the consolidated financial statements for the 2013 fiscal year;
- 8) Discharge of directors;
- 9) Allocation of earnings (loss);
- 10) Board of Directors (renewal of the mandates of directors Philippe Archinard, Benoît Habert, Patrick Hurteloup, Alain Mérieux and the company TSGH SAS;
- 11) Authorization.

Extraordinary meeting:

- 1) Delegation of authority granted to the Board of Directors to issue a maximum of 17,300,000 shares, i.e., a capital increase for a maximum nominal amount of €39,584,161.70, by issuing ordinary shares or securities granting access to capital with shareholders' preemptive subscription rights;
- 2) Delegation of authority granted to the Board of Directors to issue a maximum of 13,450,000 shares, i.e., a capital increase for a maximum nominal amount of €30,774,969.65, by issuing ordinary shares or securities granting access to capital, with cancellation of shareholders' preemptive subscription rights;
- 3) Delegation of authority to the Board of Directors to increase the share capital in favor of qualified investors or investors who belong to a small circle of investors with the cancellation of their preemptive subscription rights;
- 4) Determination of the issue price of the ordinary shares and/or securities granting access to shares of the Company, in the event of cancellation of shareholders' preemptive subscription rights, up to the annual limit of 10% of the share capital;
- 5) Authorization granted to the Board of Directors to increase the number of shares, securities or transferable securities to be issued in the event of a capital increase with or without shareholders' preemptive subscription rights;
- 6) Authorization granted to the Board of Directors to increase the share capital, with the cancellation of shareholders' preemptive subscription rights, in payment for securities received in the case of an exchange offer or for a contribution in kind in the form of securities;
- 7) Authorization granted to the Board of Directors to issue shares and/or securities granting access to the company's share capital and for which the subscription would be reserved for company employees who are members of the employee savings plan;
- 8) Authorization.

Draft resolutions

Ordinary meeting:

Resolution 1 (Adoption of the corporate financial statements for the year ended December 31, 2013) – The Annual 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, 2013, adopts the corporate financial statements for the aforesaid year, which record the loss of an amount of €41,454,267.89, along with the transactions recorded in those statements or summarized in those reports.

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

Resolution 2 (Adoption of the consolidated financial statements for the year ended December 31, 2013) – The Annual 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, 2013, adopts the consolidated financial statements for the aforesaid year, which record the loss of an amount of €42,857,946.73, along with the transactions recorded in those statements or summarized in those reports.

Resolution 3 (Adoption of the special report of the statutory auditors) – The Annual 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, 2013 and adopts the terms of that report.

Resolution 4 (Discharge of directors) – The Annual 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 discharge to each director for his or her management for the year for which the financial statements it has just adopted.

Resolution 5 (Allocation of earnings/loss) – The Annual General Meeting, deliberating under the conditions of quorum and majority for ordinary general meetings, resolves to allocate the loss for the year of €41,454,267.89 to the item "Balance carried forward", the amount of which shall accordingly total €438,190,295.05. The Annual General Meeting notes that no dividend has been paid for the previous three fiscal years.

Resolution 6 (Renewal of term of a director) – The Annual General Meeting, deliberating under the conditions of quorum and majority for annual general meetings, notes the expiry of the term as director of Philippe Archinard. It resolves to renew the term of this director for the term set in Article 12 of the bylaws, i.e. for a term of three years, which will expire at the end of the Annual General Meeting to approve the financial statements for the fiscal year ended December 31, 2016.

Resolution 7 (Renewal of term of a director) – The Annual General Meeting, deliberating under the conditions of quorum and majority for annual general meetings, notes the expiry of the term as director of Benoît Habert. It resolves to renew the term of this director for the term set in Article 12 of the bylaws, i.e. for a term of three years, which will expire at the end of the Annual General Meeting to approve the financial statements for the fiscal year ended December 31, 2016.

Resolution 8 (Renewal of term of a director) – The Annual General Meeting, deliberating under the conditions of quorum and majority for annual general meetings, notes the expiry of the term as director of Patrick Hurteloup. It resolves to renew the term of this director for the term set in Article 12 of the bylaws, i.e. for a term of three years, which will expire at the end of the Annual General Meeting to approve the financial statements for the fiscal year ended December 31, 2016.

Resolution 9 (Renewal of term of a director) – The Annual General Meeting, deliberating under the conditions of quorum and majority for annual general meetings, notes the expiry of the term as director of Alain Mérieux. It resolves to renew the term of this director for the term set in Article 12 of the bylaws, i.e. for a term of three years, which will expire at the end of the Annual General Meeting to approve the financial statements for the fiscal year ended December 31, 2016.

Resolution 10 (Renewal of term of a director) – The Annual General Meeting, deliberating under the conditions of quorum and majority for annual general meetings, notes the expiry of the term as director of the company TSGH SAS. It resolves to renew the term of this director for the term set in Article 12 of the bylaws, i.e. for a term of three years, which will expire at the end of the Annual General Meeting to approve the financial statements for the fiscal year ended December 31, 2016.

Resolution 11 (Authorization) - The Annual General Meeting, deliberating under the conditions of quorum and majority for annual general meetings, gives full authorization to the bearer of a copy or certified excerpt of these minutes to perform all the activities necessary to publish the resolutions adopted above..

Extraordinary meeting:

Resolution 12 (Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares or securities with shareholders' preemptive subscription rights) – The Annual 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.225-129-2 to L. 225-129-6 and L. 228-92 of the French Commercial Code:

- delegates to the Board of Directors the authority to decide on one or more capital increases by issuing, in France or abroad, euro-denominated ordinary shares of the Company or securities granting access by any means, immediately or in the future, to ordinary shares of the Company (including by allocation of free subscription bonds); these securities may also be denominated in any other currency or set by reference to several currencies;

This delegation so granted to the Board of Directors is valid for a period of twenty-six (26) months from this meeting;

- resolves that the maximum amount of the capital increases that may be carried out, immediately or in the future, may not exceed a maximum of 17,300,000 shares, representing an increase in share capital of a maximum nominal amount of €39,584,161.70; to which amount will be added, where applicable, the supplementary amount of shares to be issued in order to maintain the rights of holders of securities giving the right to shares, in accordance with the law and where applicable, under the contractual provisions ;

- further resolves that the nominal amount of the debt securities granting access to share capital that may be issued may not exceed a nominal amount of €50 million (or the equivalent value of this amount if issued in foreign currency or in a currency unit established by reference to more than one currency);

- resolves that the shareholders have, in proportion to the amount of their shares, a preemptive subscription right to securities issued under this resolution;

- resolves that if the irrevocable and, where applicable, revocable subscriptions of shares or securities, as defined above, have not fully taken up an issue, the Board may offer all or part of the unsubscribed securities to the public;

- notes that the present delegation unconditionally and expressly entails waiver by the shareholders of their preemptive rights to shares to which these securities shall give right either immediately or in the future in favor of the bearers of the securities issued under this resolution and granting access to the ordinary shares of the Company;

- delegates full authority to the Board of Directors, with authority to subdelegate, to implement this delegation, to determine the subscription price of the securities to be issued and to amend the bylaws accordingly;

- notes that this delegation supersedes any previous delegation having the same purpose for the amounts not used.

Resolution 13 (Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares or securities with preemptive subscription rights) – The Annual 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.225-129-2 to L. 225-129-6 and L. 228-92 of the French Commercial Code:

- delegates to the Board of Directors the authority to decide on one or more capital increases by issuing, in France or abroad, euro-denominated ordinary shares of the Company or securities granting access by any means, immediately or in the future, to ordinary shares of the Company; these securities may also be denominated in any other currency or set by reference to several currencies;

This delegation so granted to the Board of Directors is valid for a period of twenty-six (26) months from this meeting;

- resolves that the maximum amount of the capital increases that may be carried out, immediately or in the future, may not exceed a maximum of 13,450,000 shares, representing an increase in share capital of a maximum nominal amount of €30,774,969.65; this amount is attributed to the ceiling stipulated in resolution 12 and to which will be added, where applicable, the supplementary amount of shares to be issued in order to maintain the rights of holders of securities giving the right to shares, in accordance with the law and where applicable, under the contractual provisions;

- further resolves that the nominal amount of the debt securities granting access to capital that may be issued may not exceed a nominal amount of €50 million (or the equivalent value of this amount if issued in foreign currency or in a currency unit established by reference to more than one currency);

- resolves to cancel shareholders' preemptive subscription rights to these securities that will be issued in accordance with the legislation and to grant the Board of Directors the authority to establish a priority subscription right pursuant to the provisions of Articles L. 225-135 of the French Commercial Code;

- resolves that the amount paid or owed to the Company for each share issued or to be issued, after taking into account the issue price of the aforementioned warrants or securities, in the event that there are warrants to subscribe or allocate ordinary shares or any other securities granting access to ordinary shares of the Company are issued, , will be at least equal to the minimum price provided for by the law and/or regulations in force on the day of the issue and that the securities to be issued, either immediately or in the future, are or are not equivalent to the equity securities already issued;

- notes that the present delegation unconditionally and expressly entails waiver by the shareholders of their preemptive rights to shares to which these securities shall give right either immediately or in the future in favor of the bearers of the securities issued under this resolution and granting access to the ordinary shares of the Company ;

- delegates full authority to the Board of Directors, with authority to subdelegate, to implement this delegation, to determine the subscription price of the securities to be issued and to amend the bylaws accordingly;

- notes that this delegation supersedes any previous delegation having the same purpose for the amounts not used.

Resolution 14 (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 cancellation of subscription rights in their favor) – The Annual 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:

- delegates to the Board of Directors, the authority to decide one or more capital increases by issuing in France or abroad euro-denominated ordinary shares of the Company or securities granting access by all means, immediately or in the future, to ordinary shares of the Company; these securities may also be denominated in any other currency or set by reference to several currencies, with the cancellation 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 (hereafter referred to as the "Beneficiaries");

This delegation so granted to the Board of Directors is valid for a period of twenty-six (26) months from this meeting;

- resolves that any issues of preferred shares and securities granting access to preference shares are expressly excluded;

- resolves that the maximum nominal amount of capital increases likely to be carried out, immediately or in the future, under this delegation, may not exceed a maximum of 20% of the share capital (on the understanding that this maximum of 20% can be increased at any time by application of a share capital figure adjusted to reflect transactions affecting share capital subsequent to this meeting and not taking into account the nominal amount of capital that may be increased by the exercise of any rights and

securities already issued and for which the exercising thereof is deferred); this amount is attributable to the ceiling set forth in resolution 12;

- further resolves that the nominal amount of the debt securities granting access to capital that may be issued may not exceed a nominal amount of €50 million (or the equivalent value of this amount if issued in foreign currency or in a currency unit established by reference to more than one currency) on the date of the decision to carry out the issue;
- resolves to cancel, in favor of the Beneficiaries, the preemptive subscription right of shareholders for shares that may be issued under this delegation;
- notes that the present delegation unconditionally and expressly entails waiver by the shareholders of their preemptive rights to shares to which these securities shall give right either immediately or in the future in favor of the bearers of the securities issued under this resolution and granting access to the ordinary shares of the Company;
- resolves that the amount paid or owed to the Company for each share issued or to be issued, after taking into account the issue price of the aforementioned warrants or securities, in the event that there are warrants to subscribe or allocate ordinary shares or any other securities granting access to ordinary shares of the Company are issued, will be at least equal to the minimum price provided for by the law and/or regulations in force on the day of the issue, whether or not the securities to be issued, either immediately or in the future, belong to the same class as the equity securities already issued;
- delegates full authority to the Board of Directors, with authority to subdelegate, to implement this delegation, to determine the subscription price of the securities to be issued, to freely select qualified investors or investors included in the restricted circle of investors as defined by the law and to amend the bylaws accordingly;
- notes that this delegation supersedes any previous delegation having the same purpose for the amounts not used.

Resolution 15 (Determination of the issue price of the ordinary shares and/or securities granting access to shares of the Company, in the case of cancellation of preemptive subscription rights, up to the annual limit of 10% of share capital) - The Annual 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, in accordance with Article L. 225-136 1 paragraph 2 of the French Commercial Code and within a limit of 10% of the Company share capital per year at the time of the issue (on the understanding that this maximum of 10% is applied to a share capital figure adjusted to reflect transactions, with or without a public offering, affecting share capital subsequent to this meeting and excluding the nominal amount of capital that may be increased by the exercising of all rights and securities already issued and for which the exercising thereof is deferred):

- authorizes the Board of Directors, with authority to subdelegate, to set the issue price of ordinary shares or securities granting access to ordinary shares of the Company, after considering market opportunities, at a price that is at least equal to the weighted average by volume (in the central order book and excluding off-market blocks) of the closing price of the Company share on Euronext Paris over the three trading sessions preceding the setting of the issue price; this average may be corrected, where applicable, to take into account shares with different dates for the right to dividends, and may be reduced by a maximum discount of 20%;
- specifies that the last three trading sessions mentioned above shall immediately precede the setting of the issue price of the shares, which takes place at the end of the period during which investors place firm or non-binding orders for subscriptions (this is known as book building) and therefore takes into account the prices of these orders;

This delegation so granted to the Board of Directors is valid for a period of twenty-six (26) months from this meeting;

- notes that the Board of Directors may implement this resolution as well as part of resolutions 13 and 14, specifically within the framework of the continuous issue of securities;
- notes that, in the event that the Board of Directors uses the delegation granted to it in this resolution, the Board of Directors will compile an additional report certified by the statutory auditors, describing the final terms of the transaction and providing methods to assess the actual impact on the situation of the shareholder;
- notes that this delegation supersedes any previous delegation having the same purpose.

Resolution 16 (Authorization granted to the Board of Directors to increase the number of shares, securities or transferable securities to be issued in the event of a capital increase with or without shareholders' preemptive subscription rights) - The Annual 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. 225-135-1 of the French Commercial Code, authorizes the Board of Directors, with the authority to subdelegate, in the event of the adoption of resolutions 12, 13 and 14, for a period of twenty six (26)

months from this meeting, to increase the number of shares or securities to be issued in the event of a capital increase of the Company with or without preferential subscription rights of shareholders, decided pursuant to resolutions 12 and 13, in accordance with Article R. 225-118 of the French Commercial Code or any other applicable provision, on its own decision within the limit of the maximum ceiling set by resolution 12, within a period of thirty (30) days from the closing of the initial issue and limited to 15% of the initial issue and at the same price as the initial issue.

Resolution 17 (Authorization granted to the Board of Directors to increase the share capital with the cancellation of preemptive subscription rights to compensate the contribution of securities in the case of an exchange offer or contribution in kind applicable to corporate securities) – The Annual General Meeting, deliberating under the conditions of quorum and majority for extraordinary general meetings, having reviewed the report of the Board of Directors, resolves that the issue provided for in resolution 13 adopted by this meeting may be used to remunerate the securities that will be allocated to the Company in accordance with a public exchange offer made in accordance with the provisions of Article L. 225-148 of the French Commercial Code.

Similarly, the Annual General Meeting authorizes for the same period of twenty six (26) months, the Board of Directors to decide, based on the report of an auditor appointed for the appraisal of the transaction, within the framework of the delegation granted by resolution 13, to make one or more capital increases, limited to 10% of the share capital (on the understanding that this maximum of 10% can be increased at any time by application of a share capital figure adjusted to reflect transactions affecting share capital subsequent to this meeting and excluding the nominal amount of capital that may be increased by the exercising of all rights and securities already issued and for which the exercising thereof is deferred), to remunerate contributions in kind granted to the Company and consisting of equity securities or securities granting access to capital, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable.

Notes that the present delegation unconditionally and expressly entails waiver by the shareholders of their preemptive rights to shares to which these securities shall give right either immediately or in the future, in favor of the bearers of the securities issued under this resolution and granting access to the ordinary shares of the Company. In all cases, the amount of capital increases carried out under this resolution shall be deducted from the ceiling provided for under resolution 12 adopted by this meeting.

Resolves that the Board of Directors will have full authority, with authority to subdelegate, to implement this resolution and in particular to determine the list of securities contributed, to approve or reduce the valuation of contributions and grant special benefits, to set the exchange ratio and, where applicable, the amount of cash to pay and to note the number of securities contributed to the exchange.

This delegation so granted to the Board of Directors is valid for a period of twenty-six (26) months from this meeting.

Notes that this delegation supersedes any previous delegation having the same purpose.

Resolution 18 (Delegation of authority granted to the Board of Directors to issue shares and/or securities granting access to share capital and of which the subscription would be reserved to company employees who are members of the employee savings plan) – The Annual 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 Articles 233-14 and following of the French Labor Code and Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and in accordance with the provisions of the 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 own decision, through an issue of shares or other securities granting access to capital of the Company reserved for 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 L. 3344-1 of the French Labor Code, of up to 100,000 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 setting 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 the company's capital shall be determined by the Board of Directors under the conditions set by the regulations;

- resolves to cancel, for the benefit of employees who are members of an employee savings plan, the preemptive subscription rights to which the issue of shares or other securities granting access to capital provided for in this resolution shall give rise, immediately or in the future, and to cancel all rights to shares or other securities that may be allocated pursuant to this resolution;

- delegates full authority to the Board of Directors, with authority to subdelegate, under the conditions set forth by law, within the limits and under the conditions specified above to:

- set the characteristics of the securities to be issued, the amounts proposed for subscription, and in particular to determine the issue price, dates, deadlines, terms and conditions of subscription, payment, issue, and use of the securities, within the limits set forth in the laws and regulations in effect,
- note the implementation of the capital increases for the amount of the shares that shall actually be subscribed or other securities issued under 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 under this authorization,
- conclude all agreements, to perform 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;

in general, conclude all agreements, including to implement the planned issues properly, take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued under this delegation as well as the exercising of the rights attached thereto.

Resolution 19 (Authorization) – The Annual 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 perform all publication formalities pertaining to the resolutions adopted above.

Participation in the Annual General Meeting

All shareholders, regardless of the number of shares that they own, have the right to participate in the Annual General Meeting, either by attending it in person or by being represented by a spouse or civil partner, by another shareholder or any other person or legal entity of their choice.

Pursuant to Article R. 225-85 of the French Commercial Code, the right to participate in general meetings is proven by the entry in the accounts of securities in the name of the shareholder or the intermediary registered on his behalf, on the third business day prior to the Annual General Meeting at 0.00 am, Paris time, June 13, 2014, either in the registered shareholder account held on behalf of the Company by its authorized agent Société Générale or in the bearer shares accounts held by an accredited financial intermediary.

The posting of securities in the bearer shareholder account held by the accredited financial intermediary who keeps the share account is registered by a certificate delivered by the accredited financial intermediary in addition to the absentee ballot or proxy form or the admission card application filled out with the name of the shareholder represented by the registered intermediary.

Registered shareholders, whether direct or intermediary, who wish to attend the meeting personally must request an admission card from Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3, or present themselves on the day of the Annual General Meeting directly at the counter provided for this purpose with a valid identification.

Bearer shareholders who wish to attend the meeting personally must request an admission card from their financial intermediary. However, if bearer shareholders who wish to attend the Annual General Meeting in person and have not received their admission card by the third business day preceding the Annual General Meeting i.e., July 13, 2014 midnight, Paris time, they must ask their financial intermediary to issue a shareholding certificate that will enable them to prove their shareholder status.

If unable to attend the Annual General Meeting in person, shareholders may choose between the following three options:

- vote by absentee ballot;
- send a proxy form to the Company without naming a proxy, in which case it will be a vote in favor of the resolutions presented or approved by the Board of Directors and a vote against the adoption of any other draft resolutions;
- give a proxy form to their spouse, to another shareholder or partner with whom the shareholder has entered into a civil partnership or to any person or entity of the shareholder's choice.

All shareholders who would like to vote by absentee ballot or by proxy must use the absentee ballot or proxy form that will be sent with the notice if they have registered shares (direct or intermediary) or they

can download it from the Company's website www.transgene.fr under [Investors & Media – Annual General Meeting of June 18, 2014] or they may request it from Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3, or from the Company upon written request at least six business days before the Annual General Meeting i.e., June 12, 2014 at the latest.

The absentee ballot or proxy form must be sent, with an account registration certificate, to Société Générale at the following address: Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3,. It must be received at the latest three business days before the Annual General Meeting, i.e., before June 13, 2014.

A shareholder may not in principle return both the absentee ballot and the proxy form. In the event of returning the proxy form and the absentee ballot, the proxy form shall be considered, subject to the votes cast in the absentee ballot.

If the shareholder returns the absentee ballot, there is no longer any possibility of being represented by proxy or attending the Annual General Meeting.

Written questions

Pursuant to Article R. 225-84 of the French Commercial Code, any shareholder may submit written questions to the Chairman of the Board of Directors from the date of this document. The questions must be addressed to the attention of the Chairman of the Board of Directors at the registered offices of the Company, either by registered letter with acknowledgement of receipt or by email to the following email address: communication@transgene.fr no later than four business days preceding the Annual General Meeting, i.e., June 12, 2014 at 11:59 PM, Paris time. They must be sent with a certificate of account registration, either in the registered shareholder account held on behalf of the Company by its authorized agent Société Générale or in the bearer shares accounts held by an accredited financial intermediary who keeps the share account.

Requests to include items or draft resolutions in the agenda

Requests to include items or draft resolutions in the agenda by shareholders fulfilling the conditions set forth in Article R. 225-71 of the French Commercial Code must be sent to the registered offices addressed to the attention of the Chairman of the Board of Directors either by registered letter with acknowledgement of receipt or by email to the following email address: communication@transgene.fr. Requests to include items or draft resolutions in the agenda must be received by the Company no later than May 23 at 11:59 PM, Paris time.

Requests to include items on the agenda must be justified. The request to add draft resolutions must be accompanied with the text of the resolutions, which may be accompanied by a brief explanatory statement. When the draft resolution is on the presentation of a candidate to the Board of Directors, it is accompanied by the information referred to in paragraph 5 of Article R. 225-83 of the French Commercial Code.

The authors of the request to include items or draft resolutions in the agenda must prove, on the date of their request, the possession or representation of the required share of capital required by the registration of the relevant securities either in the accounts of registered shares held by the authorized agent Société Générale, or in the bearer shares accounts held by an accredited financial intermediary. To this end, a certificate of account registration must be sent with all requests.

The examination by the Annual General Meeting of the items or draft resolutions filed by 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 on the third business day preceding the Annual General Meeting, i.e., June 13, at midnight, Paris time.

Documents provided for shareholders

Shareholders may obtain the documents referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, within the period stated in and pursuant to Article R. 225-88 of the French Commercial Code, on request from the registered office of the Company or Société Générale. The documents set out in Article R. 225-83 of the French Commercial Code will also be available for shareholders at the registered office of the Company.

All information and documents referred to in Article R. 225-73-1 of the French Commercial Code will also be available at the latest on the twenty-first day before the Annual General Meeting, i.e., May 28, 2014 on the Company's website www.transgene.fr under "Investors & Media - General Meeting of June, 18 2014."

This notification constitutes a notice of meeting, subject to any changes made to the agenda or draft resolutions above after any requests to include items and draft resolutions on the agenda made by the shareholders or the workers' council.

The Board of Directors