

TRANSGENE

ARTICLES OF ASSOCIATION

TITLE I

CORPORATE PURPOSE - COMPANY NAME - REGISTERED OFFICE - DURATION

Article 1

A French corporation (*société anonyme*) is being formed between the owners of the shares created hereafter and those which may subsequently be created. It will be governed by the laws and regulations in force and by these articles of association.

Article 2

The purpose of the Company, both in France and abroad, on its own behalf and on behalf of third parties is as follows:

- all activities of research, development, studies for the refinement of processes of production and marketing, preclinical and clinical development of production and marketing of all products and processes in the areas of bioindustry, biotechnology and more specifically genetic engineering, principally for the purpose of experimenting, developing and taking advantage or causing to take advantage of medications for human and veterinary medicine, and generally the application of all sciences and techniques that might contribute to the development of said products and processes;
- the creation, acquisition, by any means and the operation in any form of any company connected directly or indirectly with these activities, as well as the investment by any means in such companies;
- Group financing activities;
- the provision of any type of assistance to the companies belonging to the same group of companies as the Company;
- and more broadly, all commercial, industrial and financial operations involving any kind of asset that might relate directly or indirectly to the foregoing purpose or that might lead to its achievement, expansion or development.

Article 3

The name of the Company is:

“TRANSGENE”

On all deeds and documents of the Company and intended for third parties, the Company name must always be immediately preceded or followed by the words “*société anonyme*” or the initials “SA”, the Trade and Companies Register identification number and the mention of the company’s share capital.

Article 4

The registered office is located at Boulevard Gonthier d'Andernach, 67400 Illkirch-Graffenstaden, France.

Article 5

The duration of the Company is set at 99 years from the date of its registration in the Trade and Companies Register, unless it is wound up early or extended by the extraordinary general meeting.

TITLE II

SHARE CAPITAL - SHARES - PAYMENTS

Article 6

The share capital is €83 466 214 consisting of 83 466 214 shares with a par value of one euro each, all in the same class, subscribed for in cash and fully paid up.

Article 7

The shares may be held either in registered or bearer form at the shareholder's discretion. They are subject to registration in accordance with legal and regulatory conditions.

The Company keeps itself informed of the ownership of its shares under the conditions provided for by law. As such, the Company may make use of all legal provisions relating to the identification of the holders of securities conferring immediately or in the future a voting right in its own shareholders' meetings. In particular, the Company may ask at any time, at its expense, from the central custodian maintaining the accounts of the shares issued, as applicable, for the name or company name, nationality, year of birth or year of formation, and the mailing address and, if applicable, the email address of the holders of securities conferring, immediately or in the future, a voting right in its own shareholders' meetings, the number of securities held by each of them and, if applicable, any restrictions on such securities.

Shares and other transferable securities, whether in registered or bearer form, are freely negotiable in accordance with legal and regulatory conditions.

Article 8

Each share entitles the holder to profits and Company assets in a proportion corresponding to the portion of capital it represents.

It also entitles the holder to voting rights and the right to be represented at general shareholders' meetings in accordance with the conditions provided for by law and the Company's articles of association. Double voting rights are granted to all fully paid registered shares registered in the name of the same shareholder for at least three years. In the event of a capital increase through the capitalization of reserves, profits or share premiums, double voting rights shall be granted from the date of issue in respect of new shares allotted free of charge to a shareholder as a result of their ownership of existing shares that are already entitled to double voting rights, provided that such new shares are registered shares.

The liability of each shareholder is limited to the nominal amount of their shares. Any calls for funds in excess of that value are prohibited.

The rights and obligations attached to a share shall pass to the acquirer thereof, whoever they may be.

The ownership of a share automatically entails acceptance of these articles of association and of the decisions of the general shareholders' meetings.

Where a certain number of shares is required for the exercise of a right, shareholders without the required number of shares are personally responsible for combining interests to obtain the required number of shares.

Article 9

Shares are indivisible vis-à-vis the Company which recognizes only one owner for each share. All the coowners of a share are therefore required to be represented in dealings with the Company by the same person.

Unless otherwise agreed, the usufructuaries of shares validly represent the bare owners in dealings with the Company. However, the voting right belongs to the usufructuary at ordinary general meetings and to the bare owner at extraordinary general meetings.

Article 10

The share capital may be increased or decreased by any methods or means authorized by law.

TITLE III

COMPANY MANAGEMENT

Article 11

The Company is managed by a Board of Directors composed of at least three members and at most fifteen members, subject to applicable regulatory and legal exemptions.

The Directors are appointed for a period of three (3) years. They are reappointed by rotation such that Board members are reappointed on a regular basis in the most equal groups possible. By way of exception, for rotation purposes, the ordinary general meeting may appoint a Director for a term of one, two or four 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 term expires. The terms of office of the current Directors shall be extended accordingly to reflect the new applicable term.

The Directors may be re-elected and may be recalled by the general shareholders' meeting at any time. In the event of a vacancy of one or more seats, the Board may, in the manner prescribed by law, make provisional appointments. The Directors so appointed do not serve longer than the remainder of their predecessor's term, and their appointment must be ratified by the next following shareholders' meeting.

Article 12

The Board of Directors elects from among its members who are individuals a Chairman and, possibly, one or more Vice-Chairmen, and sets their term of office that not exceed their term of office as a Director, nor the time remaining from their appointment to the end of the ordinary general meeting called to approve the financial statements for the fiscal year in which the Chairman reaches 67 years of age.

However, the Board may under exceptional circumstances extend the period, fiscal year by fiscal year, as long as this extension does not exceed two fiscal years.

In the event of the absence or incapacity of the Chairman, the Board shall appoint a Chairman pro tempore from among the Vice-Chairs or, failing that, the Directors.

The Board of Directors meets as often as the Company's interests so require, upon notice of meeting sent by its Chairman. In addition, if the Board has not met for more than two months, a number of Directors constituting at least one third of the Board members may ask the Chairman to convene a Board meeting to address a specific agenda.

When the duties of the Chairman and the Chief Executive Officer are separated, the Chief Executive Officer may ask the Chairman to convene a Board meeting to address a specific agenda.

The Board may also appoint a Secretary, who may or may not be a shareholder.

Article 13

The Board of Directors is responsible for determining the Company's business strategy and for overseeing its implementation. While subject to the powers expressly granted to shareholders and within the limits of the corporate purpose, the Board deals with all matters concerning the due operation of the Company and regulates its activities.

In its relations with third parties, the Company is bound even by the acts of the Board of Directors which do not fall within the scope of the corporate purpose, unless it proves that the third party knew the act exceeded this purpose or could not have been unaware thereof under the circumstances. The mere publication of the articles of association does not in itself constitute such proof.

The Board of Directors proceeds with the controls and verifications it deems appropriate. Directors receive all of the information required to accomplish their mission and may request any document they consider useful.

Article 14

The Board of Directors may be allocated annual fixed compensation in the form of Directors' fees, the amount of which, recognized under general and administrative expenses, is determined by the ordinary general meeting and remains unaltered until such time as the meeting decides otherwise.

The Board of Directors distributes such compensation among its members in such proportions as it deems appropriate.

Article 15

The Chairman of the Board of Directors shall represent the Board of Directors. He organizes and directs its work and reports back to the general shareholders' meeting. He ensures the proper operations of the Company's bodies, and, specifically, that the Directors are capable of fulfilling their duties.

Except for the powers that the law expressly confers on the shareholders' meetings, as well as the powers that it specially reserves to the Board of Directors, and within the limits of the corporate purpose, the Chairman is invested with the broadest powers to act in the Company's name under all circumstances.

No limitation placed on the Chairman's powers by the Board of Directors can be contested by third-parties.

The Board appoints a committee, acting under its supervision, to monitor matters relating to the preparation and control of accounting and financial information, under the conditions provided for by law. The Board may establish one or more additional committees to assess the matters submitted for their examination by the Board or its Chairman.

Subject to the terms of the paragraphs above, the Board of Directors may delegate to one or more of its members or third parties, whether or not they are shareholders, any type of specific mandate for one or more specific objects, under conditions it defines, with or without potential substitution, to proceed with all studies and inquiries. When this occurs, the Board defines compensation, both fixed and proportional. If a Director is given a paid term of office, then the provisions of Articles L. 225-38 et seq. of the French Commercial Code shall apply.

Article 16

The Company's executive management is exercised by either the Chairman of the Board of Directors or another individual appointed by the Board of Directors and holding the title of Chief Executive Officer, under the Board's supervision.

The Board of Directors chooses between the two methods of exercising the Company's executive management, namely by the majority of Directors present or represented. Decisions relating to this choice shall be taken in accordance with these articles of association at any time for a period of one year from the date of adoption of these articles of association, then only upon the appointment or reappointment of the Chairman or the Chief Executive Officer. These decisions shall remain valid until the first expiration of their terms of office.

In accordance with Article L. 225-51-1 of the French Commercial Code, if the Board decides not to segregate the duties of the Chairman and the Chief Executive Officer, the Company's executive management is exercised by the Chairman, under the Board's supervision. In the latter case, the legal, regulatory or statutory provisions relating to the Chief Executive Officer apply to the Chairman who holds the title of Chairman and Chief Executive Officer.

If the Board of Directors decides to separate the positions of Chairman and Chief Executive Officer, subject to the powers that the law confers expressly on shareholders' meetings as well as the powers that are specially reserved to the Board of Directors and within the limitations of the corporate purpose, the Chief Executive Officer shall be vested with the broadest powers to act in the Company's name under all circumstances and represent it in relations with third parties.

On a recommendation from the Chief Executive Officer, the Board of Directors may appoint one or more persons to assist the Chief Executive Officer with the title of Deputy Chief Executive Officer.

The number of Deputy Chief Executive Officers may not exceed five.

If they are Directors of the Company, the Chief Executive Officer and Deputy Chief Executive Officers may not be appointed for longer than their term as Directors.

The Board of Directors sets the compensation of the Chairman of the Board, the Chief Executive Officer and, as applicable, the Deputy Chief Executive Officers. This compensation may be fixed or a combination of fixed and variable.

Subject to the terms of the paragraphs above, the Board of Directors may delegate to one or more of its members or third parties, whether or not they are shareholders, any type of specific mandate for one or more specific objects, under conditions it defines, with or without potential substitution, to proceed with all studies and inquiries. When this occurs, the Board defines compensation, both fixed and proportional.

If a Director is given a paid term of office, then the provisions of the French Commercial Code related to regulated agreements apply.

Article 17

The Directors are invited to the meetings of the Board by any means, including verbally. In accordance with legal and regulatory provisions, the rules of procedure of the Board of Directors may stipulate that the Directors participating in Board meetings by video conference or any other means of telecommunication allowing for their identification and guaranteeing their effective participation are deemed present for the purposes of quorum and majority.

Deliberations take place in quorum and majority conditions set out by law. In the event of a tie vote, the vote of the session's Chairman shall prevail.

A Director may give his or her proxy to another Director to represent him or her at a Board meeting.

Minutes are prepared and copies and excerpts of deliberations are issued and certified as defined by law. The Secretary of the Board of Directors is authorized to certify the copies and excerpts of the minutes of the deliberations.

Article 18

The Responsible Pharmacist, who shall be licensed to practice in France (Table B of the Order) and shall file his license on behalf of the Company, will be responsible for the Company's compliance with the rules imposed by law and regulation governing the profession of pharmacist.

In this regard, the Qualified Pharmacist is fully empowered by law with all powers to make direct contact with all authorities or organizations with jurisdiction, to make all applications, solicit all approvals or authorizations, verify raw materials and authorize their use, make frequent inspections of laboratories, oversee manufacturing, and alone authorize the use and marketing of the finished products. In addition, he or she shall approve the hiring of pharmacists and the heads of other technical departments before they start work at the Company.

In the event of a conflict between the Chairman and the Qualified Pharmacist, the Board of Directors will arbitrate without ever imposing a decision that runs counter to the law or regulations and that might incur the liability of the Pharmacist.

Article 19 - Non-voting Directors

The ordinary general meeting may appoint non-voting Directors who may or may not be shareholders. No more than two non-voting Directors may be appointed at any one time.

The non-voting Directors are appointed for a period of two (2) years. Their term of office expires at the end of the general meeting called to approve the financial statements for the prior fiscal year and held during the year in which their term expires. Non-voting Directors may be reappointed. They may be dismissed by the general shareholders' meeting at any time and with no compensation.

The duties of non-voting Directors are unpaid. Non-voting Directors may be reimbursed for expenses incurred in the normal course of their duties through an allowance set by the Board of Directors. If the Board delegates a specific assignment to one or several non-voting Directors, it may award them compensation in accordance with the importance of the assignment, in addition to the budget for carrying out the assignment.

Non-voting Directors are invited to all Board meetings and shareholders' meetings and participate in deliberations in an advisory capacity.

They have an overall and standing advisory and supervisory role within the Company. However, in no case shall they interfere in the management of the Company, nor generally substitute themselves for its legal bodies.

In performing their duties, the non-voting Directors may in particular:

- communicate their observations to the Board of Directors,
- ask to review all books, records and company documents at the Company's registered office,
- request and receive all information relevant to their duties from the Company's senior management and Statutory Auditor(s),
- have to report to the shareholders' meeting on a specific matter at the request of the Board of Directors.

TITLE IV

COMPANY AUDIT

Article 20

The ordinary general meeting appoints one or more Principal Statutory Auditors and one or more Alternate Statutory Auditors meeting the conditions set forth by the law and regulations.

TITLE V

GENERAL SHAREHOLDERS' MEETINGS

Article 21

General shareholders' meetings are called and deliberate pursuant to the terms of the law. Meetings take place either at the registered office or at another place specified in the notice of meeting.

The right to participate in general shareholders' meetings is defined and justified in accordance with the provisions of Article R.225-85 of the French Commercial Code.

The shareholders participating in general meetings by video conference or any other means of telecommunication are deemed present for the purposes of quorum and majority, in accordance with the applicable legal and regulatory conditions and the provisions stipulated below.

Each shareholder may vote by mail or proxy in accordance with the applicable regulatory conditions, and in particular by means of a form drawn up and received by the Company in accordance with the conditions set forth by the law and regulations.

If the Board of Directors so decides at the time the general shareholders' meeting is called, shareholders may attend and vote at general meetings by video conference or any other means of telecommunication enabling their identification, in accordance with the terms and conditions set forth by the laws and regulations in force. The decision of the Board of Directors to use telecommunication or video conferencing means will be published in the notice of meeting.

The electronic form can be completed and signed directly on this website using an identifying code and a password. Proxies or votes thus communicated electronically before the general shareholders' meeting, and the confirmation of receipt provided, shall be deemed as irrevocable written instructions enforceable on all parties, it being stipulated that in the event that property is transferred before the legal delay for recording the securities in the accounting records, the Company shall invalidate or amend, as needed, the proxy or vote communicated prior to this date and time.

General shareholders' meetings are chaired by the Chairman of the Board of Directors or, in his absence, by a Vice-Chairman or by a Director appointed for that purpose by the Board of Directors. Failing this, the general meeting shall elect its own Chairman.

Minutes of the general shareholders' meetings are prepared and copies certified and delivered as defined by law. The Secretary of the Board of Directors is authorized to certify the copies and excerpts of the minutes of shareholders' meetings.

TITLE VI

PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

Article 22

The fiscal year begins on January 1 and ends on December 31 each year.

Accounting records of corporate transactions are kept in due form in accordance with the law.

At the end of each fiscal year, the Board of Directors approves the financial statements of the Company, including in particular the balance sheet, the income statement and the notes to the financial statements.

The Board of Directors presents the consolidated financial statements at the general meeting, together with its report and the parent company financial statements. The general meeting deliberates and votes on all matters related to the consolidated financial statements for the past fiscal year.

Article 23

The income statement, which summarizes income and expenses for the fiscal year, shows profit (or loss) for the year after deduction of depreciation, amortization and provisions.

At least 5% of the profit for the year reduced, as applicable, by accumulated losses, is allocated to the legal reserve until the amount of said reserve reaches one-tenth of the share capital. The allocation resumes when, for any reason, the amount of the reserve has fallen below that limit.

The residual balance, plus any profit carried forward, constitutes the profit available for distribution to shareholders.

The ordinary general meeting may appropriate from available profit whatever sums it deems fit, either to be carried forward as retained earnings to the following fiscal year, or to be transferred to one or more discretionary, general or special reserves, which may or may not be restricted.

The balance of the profit available for distribution to shareholders, plus any amounts that the general meeting decided to transfer out of discretionary reserves to make them available for distribution, are paid out to shareholders.

Dividends are deducted first from profit for the year.

Except for capital reductions, no dividend can be paid out to shareholders when equity is or would become, following the payment, lower than the amount of the capital plus the reserves that the law or the articles of association do not allow to be distributed.

TITLE VII

DISSOLUTION - LIQUIDATION

Article 24

Upon the dissolution of the Company, the general meeting appoints one or more liquidators, subject to the quorum and majority requirements for ordinary general meetings.

The liquidators represent the company. They have the most extensive powers to liquidate any assets, including out of courts. The liquidators are authorized to pay the creditors and distribute the residual balance.

The general shareholders' meeting may authorize the continuation of ongoing operations or start new operations for liquidation purposes.

Any residual equity after the par value of the shares have been reimbursed is distributed among the shareholders in proportion to their respective shareholdings.

TITLE VIII

DISPUTES

Article 25

Any disputes which may arise during the life of the Company or during its liquidation, either between the shareholders and the Company or between the shareholders themselves with respect to the corporate business shall be judged in accordance with the law and submitted to the competent French courts.