

TRANSGENE
Société anonyme à Conseil d'administration (a French Corporation with a board of directors)
with share capital of
83 466 214 €
Trades and Companies Registry of Strasbourg No. 317540 581
Registered office: 400 boulevard Gonthier d'Andernach – 67400 Illkirch-Graffenstaden

Notice of meeting serving as convocation

ATTENTION

Dear shareholders, in light of the coronavirus epidemic (Covid-19) and the fight against its propagation, we direct your attention to the measures restricting all gatherings of people announced by the government on 16 March 2020.

The procedures for holding the General Meeting have been adopted pursuant to Order No. 2020-321 of 25 March 2020 (the “**Covid-19 Order**”) adapting the rules for holding meetings and making decisions by general meetings and executive bodies of legal entities and private-law entities not having legal personhood which was enacted as a result of the covid-19 epidemic. We invite you to refer to the rules for participating in the general meeting found below.

**ORDINARY AND EXTRAORDINARY GENERAL MEETING
of 27 May 2020 at 10:00 AM at the registered office**

Ladies and gentlemen, shareholders of the Transgene company are summoned to the ordinary and extraordinary general meeting at the registered office on 27 May 2020 at 10:00 AM having the following agenda and draft resolutions:

Agenda

Ordinary part:

- 1. Approval of the company's financial statements for the financial year ending 31 December 2019;**
- 2. Approval of the consolidated financial statements for the financial year ending 31 December 2019;**
- 3. Allocation of earnings;**
- 4. Discharge of liability for directors;**
- 5. Approval of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2019 to the Company's executive officers (the Chairman and CEO, the Deputy CEO and the directors);**
- 6. Approval of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2019 to Philippe Archinard in his capacity as President and General Manager of Transgene;**
- 7. Approval of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2019 to Christophe Ancel in his capacity as Deputy CEO of Transgene;**
- 8. Approval of items concerning the compensation policy for executive officers in financial year 2020;**
- 9. Approval of the criteria and principles for determining, distributing, and awarding fixed, variable, and exceptional items comprising the total compensation and benefits of any kind that may be awarded in financial year 2020 to the President and General Manager;**
- 10. Approval of the criteria and principles for determining, distributing, and awarding fixed, variable, and exceptional items comprising the total compensation and benefits of any kind that may be awarded in financial year 2020 to the Deputy CEO;**

11. Approval of the criteria and principles for determining, distributing, and awarding fixed, variable, and exceptional items comprising the total compensation and benefits of any kind that may be awarded in financial year 2020 to the directors;
12. Renewal of a term as director – Philippe Archinard;
13. Renewal of a term as director – Benoît Habert;
14. Renewal of a term as director – Marie Landel;
15. Renewal of a term as director – Maya Saïd;
16. Renewal of a term as director – TSHG – represented by Dominique Takizawa;
17. Approval of the special report from the external auditors;
18. Authorization granted to the Board of Directors to conduct transactions involving the Company's shares;

Extraordinary part

19. Authorization to reduce share capital due to losses because of a decrease in the face value of shares and the allocation of the amount of the reduction to the "Retained earnings" account;
20. Delegation of powers granted to the Board of directors for the purpose of increasing the Company's share capital through the issuance of ordinary shares or any and all equity-linked securities while maintaining the shareholders' preferential right of subscription;
21. Delegation of powers granted to the Board of directors for the purpose of increasing the Company's share capital through the issuance of ordinary shares or any and all equity-linked securities while eliminating the shareholders' preferential right of subscription in favor of all types of investors;
22. Delegation of powers granted to the Board of directors for the purpose of increasing the share capital through recourse to qualified investors or a limited circle of investors with elimination of the shareholders' preferential right of subscription;
23. Determination of the issue price of ordinary shares and/or of any securities providing access to the Company's ordinary shares, while eliminating the shareholders' preferential right of subscription, up to the annual limit of 10% of the share capital;
24. Delegation of powers granted to the Board of directors for the purpose of increasing the Company's share capital through the issuance of ordinary shares or any and all equity-linked securities while eliminating the shareholders' preferential right of subscription in favor of certain categories of people;
25. Authorization given to the Board of directors for the purpose of increasing the number of shares, securities or bonds to be issued in the event that the Company's share capital is increased with or without the shareholders' preferential right of subscription;
26. Authorization given to the Board of directors for the purpose of increasing the Company's share capital with elimination of the shareholders' preferential subscription right to compensate contributions of securities in the event of a public offer of exchange;
27. Authorization given to the Board of directors for the purpose of increasing the Company's share capital with elimination of the shareholders' preferential subscription right to compensate in-kind contributions involving shares in companies or equity-linked securities of companies;
28. Authorization given to the Board of directors to issue shares and/or securities linked to equity in the Company and for which the subscription is reserved to Company employees who are members of the company's savings plan;
29. Authorization to reduce share capital by canceling treasury shares held by the Company; and
30. Powers for formalities.

Resolutions

Ordinary part:

First resolution (Approval of the company's financial statements for the financial year ending 31 December 2019) - The general meeting, ruling in the presence of a *quorum* and by a majority for ordinary General meetings, having examined the management report created by the Board of directors and the President's report attached to the management report, the general report from the statutory auditors, and Transgene's financial statements pertaining to the financial year ending 31 December 2019, approves the financial statements for said financial year, which show a loss in the amount of 22,008,646 euros, as well as the transactions reflected in these financial statements or summarized in these reports.

The general meeting notes the absence of non-deductible expenditures referenced in article 39.4 of the General Tax Code.

Second resolution (Approval of the consolidated financial statements for the financial year ending 31 December 2019) - The general meeting, ruling in the presence of a *quorum* and by a majority for ordinary General meetings, having examined the management report created by the Board of directors, the general report from the statutory auditors, and Transgene's consolidated financial statements for the financial year ending 31 December 2019, approves the consolidated financial statements for said financial year, which show a loss in the amount of 18,804,437 euros, as well as the transactions reflected in these financial statements or summarized in these reports.

Third resolution (Allocation of profit (loss)) - The general meeting, ruling in the presence of a *quorum* and by a majority of the ordinary General meetings, has decided to allocate a loss for the financial year in an amount of 22,008,646 euros to reduce the "Retained earnings" account, the amount of which thus comes to a total of 58,892,699 euros. The general meeting notes that no dividend was distributed during the last three fiscal years.

Fourth resolution (Discharge of liability for directors) - The general meeting, ruling in the presence of a *quorum* and by a majority of the ordinary General meetings, recognizes that the Board of directors has complied with the requirements of the Commercial code insofar as they concern companies. It hereby discharges the directors of liability for their management with respect to the financial year of which it has just approved the financial statements.

Fifth resolution (Approval of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2019 to the Company's executive officers (the Chairman and CEO, the Deputy CEO, and the directors)) - The General meeting, ruling in the presence of a *quorum* and by the majority required for ordinary general meetings approves, in accordance with articles L.225-37-2 and L.225-100 of the Commercial Code, the fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2019 to the Company's executive officers (the Chairman and CEO, the Deputy CEO, and the directors) as presented in the table found in part 2 Corporate governance, Chapter 2.3.2 Compensation for 2019 - Amount of compensation for executive officers.

Sixth resolution (Approval of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2019 to Philippe Archinard in his capacity as President and General Manager of Transgene) - The General meeting, ruling in the presence of a *quorum* and by the majority required for ordinary general meetings approves, in accordance with articles L.225-37-2 and L.225-100 of the Commercial Code, the fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2019 to Philippe Archinard in his capacity as President and General Manager of Transgene as presented in the table found in part 2 Corporate governance, Chapter 2.3.3 Compensation for 2019 - Amount of compensation for executive officers and directors.

Seventh resolution (Approval of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2019 to Christophe Ancel in his capacity as Deputy CEO of Transgene) – The General meeting, ruling in the presence of a *quorum* and by the majority required for ordinary general meetings approves, in accordance with articles L.225-37-2 and L.225-100 of the Commercial Code, the fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2019 to Christophe Ancel in his capacity as Deputy CEO of Transgene as presented in the table found in part 2 Corporate governance, Chapter 2.3.3 Compensation for 2019 – Amount of compensation for executive officers and directors.

Eighth resolution (Approval of items in the compensation policy for executive officers for financial year 2020) – The general meeting, ruling in the presence of a *quorum* and by the majority required for ordinary General meetings, in application of article L.225-37-2 of the Commercial Code, having examined the report attached to the management report, approves the items in the compensation policy for executive officers for financial year 2020, as detailed in part 2 Corporate governance, Chapter 2.3.1 Compensation for 2020 – Compensation policy – Principles and criteria for determining compensation of executive officers – General information about the compensation policy.

Ninth resolution (Approval of principles and criteria for determining, distributing, and awarding fixed, variable, and exceptional items comprising the total compensation and benefits of any kind that may be awarded during financial year 2020 to the President and General Manager) – The General meeting, ruling in the presence of a *quorum* and by the majority required for ordinary general meetings, pursuant to article L.225-37-2 of the Commercial Code, having examined the report attached to the management report, approves the principles and criteria for determining the fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2020 to the Chairman and CEO of Transgene, as detailed in part 2 Corporate governance, Chapter 2.3.1.2 Compensation for 2020 – Compensation policy – Principles and criteria for determining compensation of executive officers and directors – Criteria and methods retained by the Board of directors for the determination, division, and distribution of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind to the Chairman and CEO (Philippe Archinard).

Tenth resolution (Approval of principles and criteria for determining, distributing, and awarding fixed, variable, and exceptional items comprising the total compensation and benefits of any kind that may be awarded during financial year 2020 to the Deputy CEO) – The General meeting, ruling in the presence of a *quorum* and by the majority required for ordinary general meetings, pursuant to article L.225-37-2 of the Commercial Code, having examined the report attached to the management report, approves the principles and criteria for determining the fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2020 to the Deputy CEO of Transgene, as detailed in part 2 Corporate governance, Chapter 2.3.1.3 Compensation for 2020 – Compensation policy – Principles and criteria for determining compensation of executive officers and directors – Criteria and methods retained by the Board of directors for the determination, division, and distribution of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind to the Deputy CEO (Christophe Ancel).

Eleventh resolution (Approval of principles and criteria for determining, distributing, and awarding fixed, variable, and exceptional items comprising the total compensation and benefits of any kind that may be awarded during financial year 2020 to the directors) – The General meeting, ruling in the presence of a *quorum* and by the majority required for ordinary general meetings, pursuant to article L.225-37-2 of the Commercial Code, having examined the report attached to the management report, approves the principles and criteria for determining the fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2020 to the directors, as detailed in part 2 Corporate governance, Chapter 2.3.1.4 Compensation for 2020 – Compensation policy – Principles and criteria for determining compensation of executive officers and directors – Criteria and methods retained by the Board for the determination, division, and distribution of compensation allowed for service as a director.

Twelfth resolution (Renewal of a director's term – Philippe Archinard) – The general meeting ruling in the presence of a *quorum* and by the majority required of ordinary general meetings, finding that Philippe Archinard's term as director is expiring, decides to renew this director's term of office for the time set forth in article 11 of the Articles, that being for a term of three (3) years which shall expire at the end of the ordinary General meeting that shall rule on the financial statements for the financial year ending 31 December 2022.

Convenience translation only.

The French original prevails in case of conflict.

Thirteenth resolution (Renewal of a director's term – Benoît Habert) – The general meeting ruling in the presence of a *quorum* and by the majority required of ordinary general meetings, finding that Benoît Habert's term as director is expiring, decides to renew this director's term of office for the time set forth in article 11 of the Articles, that being for a term of three (3) years which shall expire at the end of the ordinary General meeting that shall rule on the financial statements for the financial year ending 31 December 2022.

Fourteenth resolution (Renewal of a director's term – Marie Landel) – The general meeting ruling in the presence of a *quorum* and by the majority required of ordinary general meetings, finding that Marie Landel's term as director is expiring, decides to renew this director's term of office for the time set forth in article 11 of the Articles, that being for a term of three (3) years which shall expire at the end of the ordinary General meeting that shall rule on the financial statements for the financial year ending 31 December 2022.

Fifteenth resolution (Renewal of a director's term – Maya Saïd) – The general meeting ruling in the presence of a *quorum* and by the majority required of ordinary general meetings, finding that Maya Saïd's term as director is expiring, decides to renew this director's term of office for the time set forth in article 11 of the Articles, that being for a term of three (3) years which shall expire at the end of the ordinary General meeting that shall rule on the financial statements for the financial year ending 31 December 2022.

Sixteenth resolution (Renewal of a director's term – THSG – represented by Dominique Takizawa) – The general meeting ruling in the presence of a *quorum* and by the majority required of ordinary general meetings, finding that the term as director of THSG – represented by Dominique Takizawa – is expiring, decides to renew this director's term of office for the time set forth in article 11 of the Articles, that being for a term of three (3) years which shall expire at the end of the ordinary General meeting that shall rule on the financial statements for the financial year ending 31 December 2022.

Seventeenth resolution (Approval of the special report from the external auditors) – The general meeting, ruling in the presence of a *quorum* and by the majority required of ordinary General meetings, after having examined the special report from the external auditors in execution of article L.225-40 of the Commercial Code, acknowledges new agreements covered by the provisions of article L.225-38 of said code entered into during the financial year ending 31 December 2019 and approves the terms of this report.

Eighteenth resolution (Authorization to the Board of directors to conduct transactions involving the Company's shares) – The general meeting ruling in the presence of a *quorum* and by the majority required for ordinary General meetings, after having examined the Board of director's report, decides to adopt the share-buyback program described below and to this end, authorizes the Board of directors, with the right of sub-delegation, in accordance with the provisions of articles L.225-205 et seq. of the Commercial Code to purchase shares of the Company.

- decides that the purchases of shares of the Company may involve a number of shares such as:
 - the maximum number of shares that may be purchased by virtue of this authorization may not exceed 10% of the total number of shares comprising the Company's share capital and, with respect to acquisitions made for the purpose of conservation and later delivery as payment or in exchange in the context of a merger, D merger, or contribution operation, 5% of the total number of shares comprising the Company's share capital, it being stipulated that (i) these limits apply to an amount of the Company's share capital which shall be, as applicable, adjusted to take account of operations impacting the share capital occurring after this meeting and (ii) when the shares are bought back to promote liquidity in the conditions defined by the general regulations of the Autorité des marchés financiers (the French financial market authority –« AMF »), the number of shares considered when calculating the aforementioned 10% limit corresponds to the number of shares purchased, after deducting the number of shares re-sold during the period of authorization; and
 - the acquisitions made by the Company may not under any circumstances lead it to hold, at any time whatsoever, directly or indirectly, more than 10% of its share capital.
- decides that shares may be purchased for the purpose of:
 - allowing an investment service provider to serve as a market maker, acting completely independently in the context of a liquidity agreement, and in accordance with the charter of professional ethics of the AMAFI recognized by the AMF;
 - to retain for the purpose of, at a later point, delivering its shares as payment or exchange in the context of external growth operations initiated by the Company;

- to deliver its shares upon the exercise of rights from equity-linked securities providing access to Company shares through conversion, exercise, reimbursement, or exchange in the context of stock market regulations;
 - to cancel the shares particularly in order to increase the return on investment of equity and reserves and earnings-per-share, and/or to neutralize the dilutive impact on shareholders from capital-raising operations, this goal being conditioned on the adoption of a specific resolution by the extraordinary general meeting;
 - to allocate shares to employees or executive officers of the Company and of its subsidiaries in the conditions and following the procedures provided by law, particularly with respect to the awarding of free shares, participation in the fruits of company expansion, the stock option scheme, or through a company savings plan;
 - to achieve any other purpose authorized or which should become authorized by law or recognized or which should become recognized as a market practice by the AMF; in such a scenario, the Company shall inform its shareholders through a communiqué;
- fixes the maximum purchase price at €25 per share, and decide that the maximum amount of funds intended to realize this share purchase program may not exceed twenty million euros (€20,000,000);
 - delegates to the Board of directors, with power of sub- delegation following the conditions set forth in article L.225-209 of the Commercial code, in the event of a change in the face value of the share, increased capital through the incorporation of reserves, awarding of free shares, division or grouping of shares, distribution of reserves or any other assets, amortization of capital or any other operation involving capital and reserves, the power to adjust the aforementioned purchase price in order to take account of the impact that these operations have on the value of the share.
 - decides that these operations of purchase, disposal, exchange, or transfer may be performed by any means, meaning over a regulated market, in a multilateral trading system, through a systematic internalizes, or on an ad hoc basis, including through the acquisition or disposal of blocks, or even the use of financial instruments, particularly derivative financial instruments traded on a regulated market or on a multilateral trading system, by means of a systematic internalizes or on an ad hoc basis or by the use of coupons and, this in conditions authorized by provisions of law and regulation in force as of the date of the operations considered and at the times that the Board of directors of the Company or the person acting as delegated by the Board of directors so deems fit; the maximum portion of the share capital acquired or transferred in the form of blocks of securities may involve the entirety of the program;
 - furthermore, it confers all powers to the Board of directors, with the power of sub- delegation in the conditions provided by article L.225-209 of the Commercial Code, to decide and effect the implementation of this authorization, to specify, if necessary, the terms and particularly to place all orders in a stock exchange or outside of the market, to allocate or reallocate the shares acquired to the various objectives pursued under the applicable conditions of law and regulation, to enter into any and all agreements particularly for the purpose of keeping share purchase and sale ledgers, to perform any and all formalities and declarations made any and all bodies, particularly the AMF and generally speaking, to do everything necessary for the purpose of concluding the operations performed in application of this authorization.
 - it also confers all powers to the Board of directors, should the law or the AMF extend or complement the authorized objectives for the share buyback programs, for the purpose of informing the public, as provided by applicable law and regulation, of any changes to the program concerning the modified objectives;
 - it confers all powers to the Board of directors, with the power of delegation to, particularly:
 - enter into any and all agreements particularly for the purpose of maintaining share sale and purchase ledgers;
 - perform any and all declarations to the AMF and any and all other bodies;
 - perform any and all formalities; and
 - decides that this authorization is given for a maximum term of eighteen (18) months starting from this meeting.
- The Board of directors shall inform the annual ordinary General meeting of the operations conducted in application of this authorization.

Extraordinary part:

Nineteenth resolution (Authorization to reduce capital due to losses as a result of a decrease in the face value of shares and the allocation of the amount of the reduction to the "Retained earnings" account) - The general meeting, ruling in the presence of a *quorum* and by the majority required for extraordinary general meetings, after having examined the report from the Board of directors, the special report from the external auditors written in accordance with article L.225-204 of the Commercial code, the Company's annual financial statements for the financial year ending 31 December 2019 as approved by the first resolution of this general meeting, and after having noted that these annual financial statements show share capital amounting to 83,265,464 euros, a loss of 22,008,646 euros allocated to the "Retained earnings" account in a negative amount of 36,884,053 euros (bringing the latter to 58,892,699 euros, in accordance with the third resolution of this general meeting);

- authorizes the Board of directors, pursuant to the provisions of article L.225-204 of the Commercial code, to proceed with a reduction in share capital in the amount of 41,632,732 euros to bring it from 83,265,464 euros to 41,632,732 euros (on the basis of the amount of share capital at 31 December 2019 and subject to the changes in share capital occurring prior to the effective realization date of this reduction in share capital reflecting a reduction of 0.50 euro for each 1.00 euro in modification) by the means of reducing the face value by 0.50 euro of the 83,265,464 shares comprising the Company's share capital, thus reduced from 1 euro per share to 0.50 euro per share. The amount of the reduction in capital, that being 41,632,732 euros on the basis of the amount of share capital as of 31 December 2019 will be posted to the losses for the financial year ending 31 December 2019 allocated to the "Retained earnings" account (in accordance with the third resolution of this general meeting) the amount of which will thus be brought from 58,892,699 euros to 17,259,967 euros on the basis of the amount of share capital at 31 December 2019;

- gives it all powers to perform and record the reduction in capital authorized by this resolution, to make the corresponding accounting entries, proceed with the correlative change in the Articles, and generally speaking, perform all necessary formalities.

This authorization is given for a maximum term of twelve (12) months starting from this meeting.

Twentieth resolution (Delegation of powers granted to the Board of directors for the purpose of increasing the Company's share capital through the issuance of ordinary shares or any other equity-linked security maintaining the shareholders' preferential right of subscription) - The general meeting, ruling in the presence of a *quorum* and by a majority required of extraordinary general meetings, having examined the report from the Board of directors and the special report from the external auditors, and in accordance with the provisions of articles L.225-129-2 and L.225-129-6 and L.228-92 of the Commercial code;

- delegates to the Board of directors, the power to decide on one or more increases of capital through the issuance, in France or abroad, in euros, of ordinary Company shares or of any and all securities giving access by any means, whether immediately and/or over time, to ordinary Company shares (including through the free award of share warrants), these securities may be freely denominated in any currency whatsoever or established with reference to multiple currencies;

- decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded;

The delegation thus conferred to the Board of directors is valid for a term of twenty-six (26) months starting from this meeting;

- decides that the total nominal amount of increases in the share capital capable of thus being conducted immediately and/or over time, by virtue of this delegation, may not be above a maximum of:

(i) in the event of the approval and realization of the reduction in capital referenced in the nineteenth resolution above, 20,500,000 euros; or

(ii) in the absence of the reduction in capital referenced in the nineteenth resolution above, 41,000,000 euros;

that being, in both cases, for informational purposes, 41,000,000 shares and approximately 51% of the Company's capital, an amount to which will be added, as applicable, the additional amount from shares to be issued to preserve the rights of bearers of equity-linked securities as provided by law and, if applicable, by contract;

- decides, furthermore, that the face value of equity-linked securities representing claims thus capable of being issued may not exceed 50 million euros face value (or the equivalent value of this amount in case of an issue in foreign currency or in a monetary unit established with reference to multiple currencies);

- decides that the shareholders have, in proportion to the number of their shares, a preferential right of subscription to securities issued by virtue of this resolution;

- decides that if those subscriptions as of right, and, as applicable, preferential subscriptions for excess shares, have not absorbed the entirety of and issuance of shares or securities as defined above, the Board of directors may offer to the public all or part of the non-subscribed securities;
- decides that the Board of directors may, where applicable: decide not to count Treasury shares when determining preferential subscription rights attached to the other shares;
- finds that this delegation inherently is associated with a waiver by the shareholders, benefiting holders of securities issued by virtue of this resolution and which give access to ordinary Company shares, of the shareholders' preferential subscription right to those shares to which such securities give right whether immediately or over time;
- delegates all powers to the Board of directors, with power of sub-delegation, to implement this delegation, establish the subscription price for the securities to be issued, and modify the Articles as a consequence;
- notes that this delegation terminates any prior delegation having the same subject involving non-utilized amounts.

Twenty-first resolution (Delegation of powers granted to the Board of directors for the purpose of increasing the Company's share capital through the issuance of ordinary shares or any other equity-linked security eliminating the shareholders' preferential right of subscription to the benefit of all types of investors) - The general meeting, ruling in the presence of a *quorum* and by a majority required of extraordinary general meetings, having examined the report from the Board of directors and the special report from the external auditors, and in accordance with the provisions of articles L.225-129-2 to L.225-129-6, L.225-135, L. 225-136 and L.228-93 of the Commercial code;

- delegates to the Board of directors, the power to decide on one or more increases of capital through the issuance, in France or abroad, in euros, of ordinary Company shares or of any and all securities giving access by any means, whether immediately and/or over time, to ordinary Company shares, these securities may be freely denominated in any currency whatsoever or established with reference to multiple currencies;

The delegation thus conferred to the Board of directors is valid for a term of twenty-six (26) months starting from this meeting;

- decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded;
- decides that the total nominal amount of increases in the share capital capable of thus being conducted immediately and/or over time, by virtue of this delegation, may not be above a maximum of:
 - (i) in the event of approval and of the realization of the reduction in capital referenced in the nineteenth resolution above, 16,000,000 euros; or
 - (ii) in the absence of the reduction in capital referenced in the nineteenth resolution above, 32,000,000 euros;

that being, in both cases, for informational purposes, 32,000,000 shares and approximately 40% of the capital of the Company, this amount being posted against the overall cap established in the twentieth resolution and that to this amount shall be added, as applicable, the additional number of shares to be issued to preserve the rights of bearers of equity-linked securities as provided by law and if applicable, contract;

- decides, furthermore, that the face value of equity-linked securities representing claims thus capable of being issued may not exceed 50 million euros face value (or the equivalent value of this amount in case of an issue in foreign currency or in a monetary unit established with reference to multiple currencies);
- decides to eliminate the preferential subscription right of shareholders to these securities which shall be issued as provided by law to the benefit of all types of investors and to confer on the Board of directors the power to institute, in favor of shareholders, a priority right to subscribe them in application of the provisions of articles L.225-135 of the Commercial code;
- decides that the money coming to, or which is to come to, the Company for each of the shares issued or to be issued, after accounting for, in the case of the issuance of detachable warrants for shares or any other equity-linked securities providing access to ordinary Company shares, the issue price of said warrants or securities in any other amounts to be received by the Company in respect of these warrants or securities, shall be at least equal to the minimum price provided by the applicable law and/or regulation on the day of the issue and this, whether the securities to be issued are immediate or deferred, are or are not considered equity securities already issued.
- finds that this delegation inherently is associated with a waiver by the shareholders, benefiting holders of securities issued by virtue of this resolution and which give access to ordinary Company shares, of the shareholders' preferential subscription right to those shares to which such securities give right whether immediately or over time;

- delegates all powers to the Board of directors, with power of sub-delegation, to implement this delegation, establish the subscription price for the securities to be issued, and modify the Articles as a consequence;
- notes that this delegation terminates any prior delegation having the same subject involving non-utilized amounts.

Twenty-second resolution (Delegation of powers granted to the Board of directors for the purpose of increasing the Company's share capital through recourse to qualified investors or a limited circle of investors with elimination of the shareholders' preferential right of subscription) - The general meeting, ruling in the presence of a *quorum* and by a majority required of extraordinary general meetings, having examined the report from the Board of directors and the report from the external auditors, and in accordance with the provisions of articles L.225-136 of the Commercial code and article L.411-2 1° of the Monetary and financial code:

- delegates to the Board of directors, the power to decide on one or more increases of capital through the issuance, in France or abroad, in euros, of ordinary Company shares or of any and all securities giving access by any means, whether immediately and/or over time, to ordinary Company shares; these securities may be freely denominated in any currency whatsoever or established with reference to multiple currencies, with the elimination of the shareholders' preferential right of subscription in favor of qualified investors, as referenced in article L.411-2 1° of the Monetary and financial code and defined by article 2(e) of Regulation (EU) No. 2017/1129 of 14 June 2017, or belonging to a limited circle of investors, as defined by article D.411-4 of the Monetary and financial code (hereinafter the "Beneficiaries");

The delegation thus conferred to the Board of directors is valid for a term of twenty-six (26) months starting from this meeting;

- decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded;
- decides that the maximum nominal amount of increases in the share capital capable of being realized immediately and/or over time, by virtue of this delegation, may not be greater than:

(i) a maximum of:

(a) in the event of approval and of the realization of the reduction in capital referenced in the nineteenth resolution above, 16,000,000 euros; or

(b) in the absence of the realization of the reduction in capital referenced in the nineteenth resolution above, 32,000,000 euros;

this being, in both cases, for informational purposes, 32,000,000 shares and approximately 40% of the capital of the Company, and

(ii) the maximum of 20% of the share capital over twelve (12) months, (it being stipulated that this 20% limit is continually assessed at all times, applying to capital adjusted as a function of operations affecting it after this meeting and not considering the nominal amount of capital that may be increased by exercising all rights and securities already issued, the exercise of which has been deferred), this amount being posted to the overall cap provided in the twentieth resolution and, to this amount there will be added, as applicable, the additional number of shares to be issued to preserve the rights of holders of equity-linked securities, as required by law and, as applicable, contract.

- decides, furthermore, that the face value of equity-linked securities representing claims thus capable of being issued may not exceed 50 million euros face value (or the equivalent value of this amount in case of an issue in foreign currency or in a monetary unit established with reference to multiple currencies) as of the issue date;

- decides to eliminate, in favor of the Beneficiaries, the preferential subscription right of shareholders for shares that may be issued by virtue of this delegation;

- finds that this delegation inherently is associated with a waiver by the shareholders, benefiting holders of securities issued by virtue of this resolution and which give access to ordinary Company shares, of the shareholders' preferential subscription right to those shares to which such securities give right whether immediately or over time;

- decides that the money coming to, or which is to come to, the Company for each of the shares issued or to be issued, after accounting for, in the case of the issuance of detachable warrants for shares or any other equity-linked securities providing access to ordinary Company shares, the issue price of said warrants or securities in any other amounts to be received by the Company in respect of these warrants or securities, shall be at least equal to the minimum price provided by the applicable law and/or regulation on the day of the issue and this, whether the securities to be issued are immediate or deferred are or are not considered equity securities already issued.

- delegates all powers to the Board of directors, with the power of sub-delegation, to implement this delegation, establish the subscription price for securities to be issued, freely choose qualified investors or

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those investors comprising the limited circle of investors as defined by law and modify the Articles as a consequence;

- notes that this delegation terminates any prior delegation having the same subject involving non-utilized amounts.

Twenty-third resolution Determination of the issue price for ordinary shares and/or any and all equity-linked securities providing access to ordinary Company shares, in the event of the elimination of the shareholders' preferential subscription right, up to a maximum annual limit of 10% of capital) The general meeting, ruling in the presence of a *quorum* and by the majority required of extraordinary general meetings, having examined the report by the Board of directors and the special report from the External auditors, pursuant to article L.225-136 1° second subsection of the Commercial code, and within the limit of up to 10% of the share capital over twelve (12) months at the time of issue (it being stipulated that this 10% limit is continually assessed at all times, applying to capital adjusted as a function of operations affecting it subsequent to this meeting and not considering the nominal amount of capital that may be increased by exercising all rights and securities already issued, the exercise of which has been deferred):

- authorizes the board of directors, with the power of sub-delegation, to establish the issue price of ordinary shares or of any equity-linked securities giving access to the Company's ordinary shares, after taking account of market opportunities, at a price at least equal to the volume-weighted average (in the central order book and outside non-market blocks) of the closing price of the Company's share on Euronext Paris over the course of the last three stock exchange sessions preceding the establishment of the issue price, this mean may be, as applicable, corrected to take account of differences in dated date and may eventually be lowered by a maximum discount of 20%;

- stipulates that the last three stock exchange sessions above will be those that immediately precede the establishment of the share issue price, an establishment which takes place, as applicable, at the end of the period during which investors place subscription orders, whether firm or indicative (the so-called "book building" period) and thus in light of the price found in these orders;

The delegation thus conferred to the Board of directors is valid for a term of twenty-six (26) months starting from this meeting;

- notes that the Board of directors may apply this resolution, both in the context of the twenty-first resolution as well as the twenty-second resolution, particularly in the context of issues of securities made on an ad hoc basis;

- notes that, in the event in which the Board of directors should use the delegation of power that is hereby conferred upon it, the Board of directors shall create a supplemental report, certified by the external auditors, describing the definitive conditions of the operation and providing items that will allow an assessment of the effective impact on the shareholder's standing;

- notes that this delegation terminates any prior delegation having the same subject.

Twenty-fourth resolution (Delegation of powers granted to the Board of directors for the purpose of increasing the Company's share capital through the issuance of ordinary shares or any other equity-linked security eliminating the shareholders' preferential right of subscription to the benefit of categories of persons) - The general meeting, ruling in the presence of a *quorum* and by the majority required of extraordinary general meetings, after having deliberated on it and examined the report from the Board of directors and the special report from the external auditors, in accordance with articles L.225-129 to L.225-129-6, L.225-135, L. 225-138, L.228-91 et seq. of the Commercial code;

- delegates to the Board of directors, the power to decide on one or more increases of capital, with the elimination of the shareholders' preferential right of subscription, through the issuance, in France or abroad, in euros, of ordinary Company shares or of any and all securities giving access by any means, whether immediately and/or over time, to ordinary Company shares, these securities may be freely denominated in any currency whatsoever or established with reference to multiple currencies;

- decides that the total nominal amount of increases in the share capital capable of thus being conducted immediately and/or over time, by virtue of this delegation, may not be above a maximum of:

(i) in the event of approval and of the realization of the reduction in capital referenced in the nineteenth resolution above, 16,000,000 euros; or

(ii) in the absence of the reduction in capital referenced in the nineteenth resolution above, 32,000,000 euros;

this being, in both cases, for informational purposes, 32,000,000 shares and approximately 40% of the capital of the Company, this amount being posted against the overall cap established in the twentieth resolution and that to this amount shall be added, as applicable, the additional number of shares to be issued to preserve, as provided by law and if applicable, the contractual stipulations, rights of bearers of equity-linked securities;

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- decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded;
- decides, furthermore, that the face value of equity-linked securities representing claims thus capable of being issued may not exceed 50 million euros face value (or the equivalent value of this amount in case of an issue in foreign currency or in a monetary unit established with reference to multiple currencies);
- decides to eliminate the shareholders' preferential subscription right to the securities that are the subject of this resolution and to reserve the right to have them subscribed:

- (a) in the context of an industrial or strategic agreement with the Company,
 1. with industrial or commercial companies in the pharmaceutical/biotechnology sector, or
 2. with investment companies or fund managers, or
 3. with collective savings fund managers, under French law or foreign law, or by any other legal entity (including a trust) or individual, investing in the pharmaceutical/biotechnology sector, and

- (b) in the context of an offer referenced by 1° of article L.411-2 of the Monetary and financial code for French investors and by the equivalent provisions for foreign investors,
 1. with industrial or commercial companies in the pharmaceutical/biotechnology sector, or
 2. with investment companies or fund managers, or collective savings fund managers, under French or foreign law, or
 3. with any other legal entity (including a trust) or individual investing in the pharmaceutical/biotechnology sector, meeting, in each of the aforementioned cases, the criteria for participating in such an offer, or even
 4. with French or foreign investment service providers capable of guaranteeing such an operation;

- authorizes the board of directors, with the power of sub-delegation, to establish the issue price of ordinary shares or of any equity-linked securities giving access to the Company's ordinary shares, after taking account of market opportunities, at a price at least equal to the volume-weighted average (in the central order book and outside non-market blocks) of the closing price of the Company's share on Euronext Paris over the course of the last three stock exchange sessions preceding the establishment of the issue price, this mean may be, as applicable, corrected to take account of differences in dated date and may eventually be lowered by a maximum discount of 20%;

- stipulates that the last three stock exchange sessions above will be those that immediately precede the establishment of the share issue price, an establishment which takes place, as applicable, at the end of the period during which investors place subscription orders, whether firm or indicative (the so-called "book building" period) and thus in light of the price found in these orders;

- decides that the Board of directors shall have all powers to implement this delegation, with the power of sub-delegation, and particularly to establish the list of beneficiaries, within the category (or categories) of previously mentioned beneficiaries in favor of whom the shareholders' preferential right of subscription has been eliminated and to determine the number to issue in favor of each beneficiary;

Finds that this delegation carries with it, in favor of the holders of equity-linked securities of the Company, a waiver by the shareholders of their preferential right of subscription to those shares to which the issued securities give right; and

Notes the fact that, in the event in which the Board of directors should use the delegation of power that is hereby conferred upon it, the Board of directors shall submit a report to the next ordinary General meeting, as required by applicable law and regulation, on the use made of the authorizations conferred in this resolution.

The delegation thus conferred to the Board of directors is valid for a term of eighteen (18) months starting from this meeting;

Twenty-fifth resolution (Authorization given to the Board of directors for the purpose of increasing the number of shares, stocks, or securities to be issued for the purpose of increasing the Company's share capital with or without the shareholders' preferential right of subscription) – The general meeting, ruling in the presence of a quorum and by the majority required of extraordinary general meetings, having examined the report by the Board of directors, pursuant to the provisions of article L.225-135-1 of the Commercial code, authorizes the Board of directors, with the power of sub-delegation, in the event of the adoption of the twentieth, twenty-first, twenty-second and twenty-fourth resolutions, for a term of twenty-six (26) months starting from this meeting, to increase, in accordance with article R. 225-118 of the Commercial code or any other applicable provision, at its sole discretion within the limits of the overall cap established by the twentieth resolution, within a period of thirty (30) days of the close of the subscription of the initial issuance and within the limit of up to 15% of the initial issuance and at the same price as the one chosen for the initial issuance, the number of shares, stocks, or securities to be issued in the event of an increase in the Company's share capital with or without the shareholders' preferential right of subscription, decided in application of the twenty-first, twenty-second, twenty-third or twenty-fifth resolutions.

Twenty-sixth resolution (Authorization given to the Board of directors for the purpose of increasing the Company's share capital with elimination of the shareholders' preferential subscription right to compensate contributions of securities in the event of a public offer of exchange) – The general meeting ruling in the presence of a quorum and by the majority required of extraordinary general meetings, having examined the report by the Board of directors, decides that the issuances provided in the twenty-first resolution adopted by this meeting may, as applicable, serve to remunerate securities that might be contributed to the Company following the procedure of a public offer of exchange made in accordance with the provisions of articles L.225-148 of the Commercial code.

Finds that this delegation, inherently is accompanied by a waiver by the shareholders, benefiting holders of securities issued by virtue of this resolution and which give access to ordinary Company shares, of their preferential subscription right to those shares to which such securities give right whether immediately or over time. In any case, the amount of increases in capital effected by virtue of this resolution is posted against the overall cap provided by the twentieth resolution adopted by this meeting.

Decides that the Board of directors shall have all powers, with the power of sub-delegation, to implement this resolution and particularly to determine the list of contributed securities, approve or reduce the assessment of contributions and grant particular benefits, establish the parity of exchange and, as applicable, the amount of the balancing payment to be paid and to record the number of securities contributed to the exchange.

The delegation thus conferred to the Board of directors is valid for a term of twenty-six (26) months starting from this meeting;

Notes that this delegation terminates any prior delegation having the same subject.

Twenty-seventh resolution (Authorization given to the Board of directors for the purpose of increasing the Company's share capital with the elimination of the shareholders' preferential right of subscription to compensate in-kind contributions involving equity securities or equity-linked securities of companies) – The general meeting, ruling in the presence of a quorum and by the majority required of extraordinary general meetings, having examined the report by the Board of directors, authorizes the Board of directors to decide, based on the report from the external auditor, to proceed, in the context of the delegation given in the twenty-first resolution with the one or more increases in capital, within the 10% limit of its share capital (it being stipulated that this 10% limit is assessed continuously at all times, applying to capital adjusted as a function of operations affecting it subsequent to this meeting not counting the nominal amount of capital that may be increased through the exercise of any and all rights and securities already issued and the exercise of which has been deferred), for the purpose of compensating in-kind contributions made to the company and constituted of equity securities or equity-linked securities, when the provisions of article L.225-148 of the Commercial code are not applicable.

Finds that this delegation, inherently is accompanied by a waiver by the shareholders, benefiting holders of securities issued by virtue of this resolution and which give access to ordinary Company shares, of their preferential subscription right to those shares to which such securities give right whether immediately or over time. In any case, the amount of increases in capital effected by virtue of this resolution is posted against the overall cap provided by the twentieth resolution adopted by this meeting.

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Decides that the Board of directors shall have all powers, with the power of sub-delegation, to implement this resolution and particularly to determine the list of contributed securities, approve or reduce the assessment of contributions and grant particular benefits, establish the parity of exchange and, as applicable, the amount of the balancing payment to be paid and to record the number of securities contributed to the exchange.

The delegation thus conferred to the Board of directors is valid for a term of twenty-six (26) months starting from this meeting;

Notes that this delegation terminates any prior delegation having the same subject.

Twentieth-eighth resolution (Authorization given to the Board of directors to issue shares and/or securities linked to equity in the Company and for which the subscription is reserved for Company employees who are members of the company's savings plan) - The general meeting, ruling in the presence of a *quorum* and by the majority required of extraordinary general meetings, having examined the report by the Board of directors and the special report from the external auditors, in the context of the provisions of articles L.3332-18 et seq. of the Labour Code and articles L.225-129-6 and L.225-138-1 of the Commercial code, and in accordance with the provisions of this same code:

- delegates to the Board of directors, for a term of twenty-six (26) months starting from this meeting, all powers for the purpose of proceeding to increase the share capital, on one or more occasions, at its sole discretion, through the issuance of shares or other equity-linked securities providing access to the Company's capital reserved to members of a company savings plan of French or foreign companies related to the Company in the conditions of article L.225-180 of the Commercial code and L.3344-1 of the Labour Code, within the limit of an increase in share capital of a maximum amount of 100,000 euros (or, in the event of approval and of realization of the reduction in capital referenced in the nineteenth resolution above, 50,000 euros), that being 100,000 new shares to be issued;

- decides that the subscription price of new shares cannot be less than the average of the first prices quoted over the 20 stock exchange sessions preceding the day of the decision by the Board of directors establishing the initial date for subscriptions, less the maximum discount provided by law on the day of the Board of directors' decision;

- decides that the properties of the other equity-linked securities of the Company shall be determined by the Board of directors in the conditions set by regulation;

- decides to eliminate, in favor of employees that are members of a company savings plan, the preferential right of subscription to those shares to which the issuance of shares or other equity-linked securities provided by this resolution shall give right immediately or over time, and to waive any and all rights to shares or other securities that might be awarded through application of this resolution;

- decides that the Board of directors shall have all powers to implement this delegation, with the power of sub-delegation as provided by law, within the limits and under the above-stipulated conditions, for the purpose namely, of:

- establishing the properties of securities to be issued, amounts proposed for subscription, and particularly to determine the issue prices, dates, deadlines, procedures, and conditions for subscription, release, delivery, and enjoyment of the securities, within current legal or regulatory limits,
- recording the realization of increases in capital up to the number of shares that shall be effectively subscribed or other securities issued by virtue of this authorization;
- as applicable, allocating the costs of increases in capital up to the number of shares that shall be effectively subscribed or other securities issued by virtue of this authorization,
- enter into any and all agreements, perform directly or by agent any and all operations and procedures including proceeding with formalities subsequent to increases in capital and the correlative changes to the Articles and, more generally, doing everything necessary;

generally speaking, make any agreement particularly to achieve the successful conclusion of the issuances under consideration, taking any and all measures in performing any and all formalities useful for the issuance, listing, and financial service of securities issued by virtue of this delegation as well as to the exercise of the rights associated therewith.

Twenty-ninth resolution (Authorization to reduce capital by canceling treasury shares held by the Company) – The general meeting, ruling in the presence of a *quorum* and by the majority required for extraordinary general meetings, after having examined the report from the Board of directors and the special report from the external auditors, in the context of the authorization for the Company to buy back its own shares, referenced in the fifteenth resolution of this general meeting, in its ordinary part,

- authorizes the Board of directors, pursuant to the provisions of article L.225-209 of the Commercial code, to cancel, on one or more occasions, in such proportions and at such times that it deems fit, all or part of the shares of the Company that it should hold by virtue of any authorization to purchase shares of the Company, whether present or future, conferred to the Board of directors by the ordinary General meeting of the shareholders pursuant to the provisions of article L.225-209 of the Commercial code, up to the limit of 10% of the share capital per period of twenty-four (24) months and to correlatively reduce the share capital, it being recalled that this 10% limit applies to an amount of the Company's capital which shall be, as applicable, adjusted to take account of operations impacting the share capital subsequent to the present meeting;
- authorizes the Board of directors to allocate the difference between the purchase price of the cancelled shares and their face value to available premiums and reserves;
- gives it all powers to establish the conditions and procedures, realize and record the reduction(s) in capital subsequent to the cancellation operations authorized by this resolution, to make the corresponding accounting entries, proceed with the correlative change to the Articles, and generally speaking, perform all necessary formalities.

This authorization is given for a maximum term of eighteen (18) months starting from this meeting.

Thirtieth resolution (Powers for formalities) – The general meeting, ruling in the presence of a *quorum* and by the majority required of ordinary general meetings, gives all powers to the bearer of a copy or a certified true copy of these minutes for the purpose of performing any and all publishing formalities related to the above-adopted ordinary and extraordinary resolutions.

Participation in the general meeting

Each shareholder, regardless as to the number of shares he possesses, may participate in the general meeting as provided below.

Pursuant to article 4 of the Covid-19 Order, the Transgene general meeting shall be held although the shareholders and other persons entitled to attend it shall not be physically present. Shareholders are thus invited to vote at the general meeting either through correspondence or by proxy.

Pursuant to article R. 225-85 of the Commercial code, one may demonstrate one's right to participate in the general meeting through accounting entries of securities in the name of the shareholder or of the intermediary recorded on his behalf, on the second business day preceding the general meeting, that being 25 May 2020, at 12:00 AM, Paris time, either in the accounts of registered securities maintained by Société Générale, agent for the company, or in bearer accounts maintained by an approved intermediary.

Accounting entries of securities in bearer accounts maintained by financial intermediaries are recognized by a statement of participation delivered by the latter attached to the remote voting form or the proxy form established in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

There is no plan to vote using electronic means of communication.

Shareholders may choose one of the two following methods:

- vote by correspondence;
- Send a power of attorney to the company without indicating a proxy, in which case a yes vote shall be made to the resolutions presented or authorized by the Board of directors and a nay vote to the adoption of all other drafts or resolutions;

Any registered shareholder wishing to vote by correspondence or by proxy must use the form for voting by correspondence or by proxy which shall be sent to him with the notice of meeting.

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Any shareholder of bearer securities may download the form from the Company's website (www.transgene.fr) heading "Investisseurs – Assemblée Générale du 27 mai 2020" (Investors – General Meeting of 27 May 2020) or may obtain it from Société Générale, Service Assemblées Générales, CS 30812, 44308 Nantes Cedex 3, upon written request no later than six days prior to the date of the general meeting, i.e. no later than 21 May 2020

The form for voting by correspondence or by proxy must be sent, by the account holder, accompanied by a statement of participating, to Société Générale at the following address: Société Générale, Service Assemblées Générales, CS 30812, 44308 Nantes Cedex 3. It must be received no later than three business days prior to the general meeting, i.e. before 22 May 2020.

A shareholder may not, in principle, return both the form for vote by correspondence and the proxy form. If the proxy form and the vote by correspondence form are returned, only the vote by correspondence form shall be considered.

If the shareholder returns the vote by correspondence form, he shall no longer have the ability to be represented (by proxy) at the general meeting.

Written questions

Pursuant to article R. 225-84 of the Commercial code, each shareholder may submit written questions starting from this insertion. These questions must be sent and directed to the attention of the Chairman of the Board of directors by email using the following electronic address: communication@transgene.fr, no later than the fourth business day preceding the date of the general meeting, i.e. no later than 20 May 2020 at 11:59 PM, Paris time. They must be accompanied by a statement of account registration, either in the registered securities accounts maintained by Société Générale, the Company's agent, or in the bearer securities accounts maintained by an authorized intermediary.

Requests for registration of points or draft resolutions on the agenda

Requests for the registration of points or draft resolutions on the agenda by shareholders who fulfill the conditions set forth by article R. 225-71 of the Commercial code must be directed to the Chairman of the Board of directors via email at the following electronic address: communication@transgene.fr. Requests for registration of points or draft resolutions on the agenda must reach the Company no later than 23 April 2020 at 11:59 PM, Paris time.

Requests for registration of a point on the agenda are to be reasoned. Requests for registration of draft resolutions must be accompanied by the text of the resolutions, which may include a brief presentation of the reasons behind them. When the draft resolution involves the presentation of a candidate for the Board of directors, it is to be accompanied by the information provided by article R. 225-83 (5°) of the Commercial code.

The authors of the request for registration of points or draft resolutions on the agenda must demonstrate, on the date of their request, that they possess or represent the required fraction of the share capital through the registration of corresponding securities, either in registered accounts maintained by Société Générale, the Company's agent, or in accounts of bearer securities maintained by an authorized intermediary. To this end, they shall transmit with their request, a statement of account registration.

The examination by the general meeting of points or draft resolutions submitted by shareholders as required by regulation, is subordinate to the transmission by the authors of the request of a new statement demonstrating the accounting entries of the securities on the second business day preceding the date of the general meeting, i.e. 25 May 2020 at 12:00 AM, Paris time.

Documents provided to shareholders

Shareholders may procure, within the deadlines and conditions of article R. 225-88 of the Commercial code and Article 3 of the Covid-19 Order, the documents provided by articles R. 225-81 and R. 225-83 of the Commercial code by emailing the following electronic address of the Company: communication@transgene.fr or Société Générale. As applicable, the shareholder must mention his electronic address in his request.

All of the information and related documents mentioned in article R. 225-73-1 of the Commercial code may also be consulted, no later than the twenty-first day preceding the general meeting, i.e. 6 May, on the company's website www.transgene.fr heading "Investisseurs - Assemblée Générale du 27 mai 2020" (Investors - General Meeting of 27 May 2020)

This notice is provided in place of the convocation provided that no modification is made to the agenda or to the above draft resolutions subsequent to a request for registration of points or draft resolutions presented by the shareholders or Labour Management Committee.

The Board of directors