

NOTICE OF MEETING

SHAREHOLDERS' GENERAL MEETING 2025

THURSDAY, MAY 15, 2025 AT 10:00 AM

To be held at the Company's Headquarters

400, Boulevard Gonthier d'Andernach
67400 Illkirch-Graffenstaden - France



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Notice of Meeting

2025 ANNUAL GENERAL MEETING

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Chairman and CEO

Illkirch-Graffenstaden, April 22, 2025

Dear Shareholder,

The annual general meeting of shareholders provides Transgene with an opportunity to communicate information, engage in a dialogue with its shareholders, and give an account of its operations and results.

I hope you will be able to participate. The schedule and location of the meeting are as follows:

ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

THURSDAY, MAY 15, 2025 AT 10:00 AM

**AT THE COMPANY'S HEADQUARTERS
400, BD GONTHIER D'ANDERNACH
67400 ILLKIRCH-GRAFFENSTADEN**

Below, you will find all the useful information for this meeting as well as the instructions for participating. You will have the opportunity to express your opinion:

- Either by voting by mail;
- Or by attending personally or being represented;
- Or by giving power to Chairman at the Assembly to vote on your behalf.

On behalf of the Board of Directors, I thank you for your trust and the attention you will bring to the proposed resolutions submitted to your vote.

Dr. Alessandro Riva
Chairman and CEO

The present notice as well as the access plan to the meeting place are available on the Company's website (<https://www.transgene.fr/investisseurs/#Ag>).

TRANSGENE

Public limited company with a share capital of
€66,146,966€

N° 317 540 581 Trade and Companies Register of
Strasbourg
Registered Office: 400 boulevard Gonthier d'Andernach
– 67400 Illkirch-Graffenstaden

Notice of meeting serving as convocation

ORDINARY AND EXTRAORDINARY GENERAL MEETING

To be held on May 15, 2025 at 10:00 AM at the Company's registered office

The shareholders of Transgene are hereby convened to attend the Ordinary and Extraordinary General Meeting on May 15, 2025, at 10:00 AM, at the Company's registered office. The meeting shall have the following agenda and draft resolutions:

Agenda

Ordinary part :

1. *Approval of the company's separate financial statements for the fiscal year ending December 31, 2024;*
2. *Approval of the consolidated financial statements for the financial year ended 31 December 2024;*
3. *Allocation of earnings;*
4. *Discharge of liability for the directors;*
5. *Approval of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2024 to the Company's corporate officers (the Chairman & 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 2024 to Mr. Alessandro Riva in his capacity as Chairman & CEO;*
7. *Approval of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2024 to Mr. Christophe Ancel in his capacity as Deputy CEO of Transgene;*
8. *Approval of items concerning the compensation policy for corporate officers in financial year 2025;*
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 2025 to the Chairman & CEO of Transgene;*
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 2025 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 2025 to the directors;*
12. *Renewal of a director - Mr. Alessandro Riva;*
13. *Renewal of a director - Mr. Jean-Luc Bélingard;*
14. *Renewal of a director - Mr. Jean-Yves Blay;*
15. *Approval of the special report from the Statutory Auditors;*
16. *Authorization granted to the Board of Directors to conduct transactions involving the Company's shares;*

Extraordinary part :

17. *Reduction of Share Capital motivated by losses, through a reduction in par value;*
18. *Reverse stock split of the Company's shares by way of an attribution of one (1) new share having a par value of €3.00 each in exchange for ten (10) old shares having a par value of €0.30 each;*
19. *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;*
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 eliminating the shareholders' preferential right of subscription in favor of all types of investors;*
21. *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;*
22. *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 persons;*
23. *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 persons designated by the Board;*
24. *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;*
25. *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 reserved for TSGH;*
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 exchange offer;*
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 granted to the Board of Directors to award free shares to Company and Group executives and employees, with cancellation of shareholders' preferential subscription rights;*
29. *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;*
30. *Authorization to reduce share capital by canceling treasury shares held by the Company;*
31. *Modification of the Articles of Association taking into account the provision of the Law 2024-537 of 13 June, 2024 known as "Loi Attractivité" and the age limits applicable to the Chairman of the Board, the CEO and Deputy CEO; and*
32. *Powers for formalities.*

Overview of Shareholder Resolutions

In addition to the ordinary resolutions submitted for your vote, we will ask you to vote on an extraordinary basis, on the reduction of the share capital by reducing the nominal value of the shares, on the principle of a reverse stock split, as well as on the renewal of the financial delegations already voted by the Shareholders' General Meeting of May 15, 2024. The proposed renewal of the financial delegations takes into account the entry into force of the French "Attractiveness" law and provides an opportunity to increase the capacity of these delegations while maintaining the same objective of facilitating the Company's refinancing operations.

Furthermore, we suggest the renewal of the authorization to operate on the Company's shares, which was most recently adopted by the Shareholders' General meeting of May 15, 2024, and implemented by the Company under a liquidity contract, as well as an authorization for the cancellation of treasury shares, a corollary of Transgene's share buyback program.

Finally, we propose to amend the Articles of Association to harmonize them with legislative changes and ensure long-term governance.

Your Board of Directors recommends the adoption of all the resolutions submitted to you, except for Resolution 29, for which it recommends rejection.

DRAFT RESOLUTIONS PROPOSED ON AN ORDINARY BASIS

Resolutions 1 and 2 submit for your approval the annual financial statements of Transgene for the fiscal year ended December 31, 2024, which show a loss of **€ 34,463,821.41** and the Group's consolidated financial statements, which show a loss of **€ 33,971,367.77** as approved by the Board of Directors at its meeting of March 27, 2025. The Board of Directors, after reviewing the Audit Committee's report, recommends the adoption of these resolutions. It is specified that no expenditure referred to in Article 39-4 of the French General Tax Code (luxury expenses) was incurred during the financial year.

Resolution 3 relates to the appropriation of a net loss of **€ 34,463,821.41** to retained earnings, bringing it to **(€ 144,937,122.81)**. The Board of Directors, after reviewing the Audit Committee's report, recommends the adoption of these resolutions.

Resolution 4 proposes that you release the Directors from their liability for their duties during fiscal year 2024. The Board of Directors, after reviewing the Audit Committee's report, recommends the adoption of these resolutions.

Resolutions 5, 6, 7 and 8 propose, pursuant to Articles L. 22-10-9 I and L. 22-10-34 of the French Commercial Code, that you approve the components of compensation paid or allocated in respect of the past fiscal year, to the following directors:

- To M. Alessandro Riva in his capacity of Chairman and CEO;
- To M. Christophe Ancel in his capacity of Deputy Chief Executive Officer;
- To the members of the Board.

These elements are presented in detail in Chapter 3, Corporate Governance, under sections 3.8.2 "2024 Compensation – Amount of Compensation of Corporate Officers" and 3.8.3 "Individual Compensation for 2024 – Amount of Compensation of Executive Corporate Officers" of the Company's 2024 Universal Registration Document and Annual Financial Report. These resolutions relate to the so-called 'ex post' approval of the compensation of the Company's executive corporate officers. The Board of Directors, after reviewing the Remuneration Committee's report, recommends the adoption of these resolutions.

Resolutions 9, 10, 11 and 12 propose, in accordance with Article L. 22-10-8 of the French Commercial Code, that you approve the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total compensation and benefits of any kind attributable for the 2025 fiscal year, to the Chairman & Chief Executive Officer, the Deputy CEO and the members of the Board of Directors of the Company. These principles and criteria are described in the Board of Directors' report attached to the Management Report and are presented in detail in Chapter 3, Corporate Governance, under section 3.8.1 "2025 Compensation – Compensation Policy – Principles and Criteria for Determining the Compensation of Corporate Officers" of the Company's 2024 Universal Registration Document and Annual Financial Report. These resolutions correspond to the so-called 'ex ante' approval of the compensation policy for the Company's corporate officers. The Board of Directors, after reviewing the Remuneration Committee's report, recommends the adoption of these resolutions.

The Board of Directors is currently composed of ten members, including four independent directors, in accordance with Recommendation R3 of the MiddleNext Corporate Governance Code as adopted by the Company

Resolutions 12, 13 and 14 propose the renewal of the terms of office of three current members of the Board of Directors: Mr. Alessandro Riva, Mr. Jean-Luc Bélingard and Mr. Jean-Yves Blay, whose independent status was reaffirmed through the Board's annual self-assessment process. These directorships are for a statutory term of three years, expiring at the end of the Annual General Meeting to be held on May 15, 2025, which will vote on the financial statements for the fiscal year ended December 31, 2024.

Furthermore, subject to the approval of **Resolution 12** regarding his reappointment, the Board of Directors intends to confirm Mr. Alessandro Riva in his current role as Chairman and Chief Executive Officer of the Company.

The proposed renewals are based on the significant contributions these directors have made to the Board's work and their recognized expertise in their respective fields. The Board of Directors recommends that shareholders vote in favor of these resolutions.

Brief biographies of each director proposed for renewal are presented below. Additional information on their backgrounds and current directorships is provided in Chapter 3 "Corporate Governance," section 3.3.2 "List of offices and positions held," of the Company's 2024 Universal Registration Document and Annual Financial Report.

Mr. Alessandro Riva (64, U.S. citizen) joined Transgene in 2022 as Chairman of the Board. In May 2023, he was appointed Chairman and CEO by the Board of Directors to accelerate the development of Transgene's portfolio of innovative immunotherapies. A graduate in medicine and surgery from the University of Milan, he also holds a specialist degree in oncology and hematology from the same institution. Mr. Riva has nearly 30 years of experience in the life sciences industry. Before joining Transgene, he served as CEO of Intima Bioscience, focused on cell therapies for solid tumors, and previously as CEO of Ichnos Sciences. He also held senior global roles at Gilead Sciences, as Executive Vice President, Head of Oncology and Cell & Gene Therapy, and at Novartis Pharmaceuticals as Executive Vice President, Global Head of Oncology Development and Medical Affairs. He currently serves on the boards of BeOne Medicines (formerly BeiGene) and Century Therapeutics.

Mr. Jean-Luc Bélingard (73, French citizen) has served as a member of the Board since 2013. A graduate of HEC and holder of an MBA, he is currently a board member of bioMérieux S.A., where he previously served as Chairman and CEO.

Mr. Jean-Yves Blay (59, French citizen) has been a Professor of Medical Oncology since 1999 and has served as Director General of the Léon Bérard Center in Lyon since 2014. A medical doctor specialized in oncology since 1990, he also holds a PhD from Claude Bernard University in Lyon (1994) and has been authorized to supervise research since 1996. He currently leads the European Reference Network for rare adult cancers (EURACAN).

If approved, the renewals will take effect for a three-year term, expiring at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2027.

Should the Assembly approve these reappointments, the Board will remain composed of 10 members. The balance in terms of independence and gender diversity would continue to meet applicable regulations, with 4 independent directors (40%) and 4 women directors (40%).

Resolution 15 is submitted for your approval and relates to the Statutory Auditors' Special Report prepared in accordance with Article L. 225-40 of the French Commercial Code. This special report outlines related-party agreements previously submitted to the General Meeting, those entered into before the end of the 2024 fiscal year and now presented for your approval, as well as agreements concluded after the close of the 2024 fiscal year, which are also subject to your approval.

Two new agreements governed by Article L. 225-38 of the aforementioned Code were entered into during the fiscal year ended December 31, 2024. They are as follows:

Debt compensation agreement signed on July 30, 2024, between Transgene and TSGH.

In September 2023, Transgene signed a shareholder current account advance agreement with TSGH for €36 million, increased to a maximum of €66 million in March 2024.

This agreement allows for repayment of advances by offsetting them against a capital increase subscribed by TSGH. Advances allocated to the payment of a capital increase subscribed before September 20, 2024, are excluded from the interest calculation base.

As of the signing date, the outstanding advances totaled €35,609,143 excluding interest. Transgene entered into the debt offset agreement and carried out a reserved capital increase subscribed by TSGH through debt offset. On August 1, 2024, Transgene repaid €32,999,999.57 through debt offset in the context of the capital increase.

In an unfavorable market context, this reserved capital increase reduced the drawn amount under the current

account advance to €2,609,143, thereby lowering the Company's financial debt.

In addition, the transaction resulted in interest savings of €758,064.34 and reaffirmed the confidence of Transgene's long-standing investor in the Company's business. For these reasons, the Board of Directors deemed the terms of this debt offset agreement to be favorable to Transgene and its shareholders.

Service agreement signed on July 2, 2024, between Transgene and TSGH.

The agreement covers consulting services in finance and human resources provided by TSGH to Transgene. TSGH charges for these services based on incurred costs plus an 8% margin, capped at €170,000, with actual travel and mission expenses invoiced separately.

The agreement runs from April 15, 2024, to December 31, 2024. As of December 31, 2024, the total amount invoiced under this agreement was €52,956.

The agreement was entered into in the context of the onboarding of the Company's new Chief Financial Officer and Human Resources Director, in order to provide them with support and guidance during their transition. The support included assistance with implementing group-level financial procedures, organizing finance and HR departments (including mentoring for the new HR Director), as well as tax and accounting matters, and the setup of management control and HR systems. Given the competitive pricing and quality of the services provided—particularly their alignment with the Group's standards and procedures—the Board of Directors considered that the terms of this service agreement are favorable to Transgene and its shareholders.

Additionally, a third new agreement governed by Article L. 225-38 of the French Commercial Code was entered into after the close of the 2024 fiscal year:

Amendment No. 2 dated March 27, 2025, to the current account advance agreement between Transgene and TSGH, initially signed on September 20, 2023, and amended once on March 27, 2024.

The current account advance agreement, as amended by Amendments No. 1 and No. 2, provides for a maximum amount of €48 million to be made available to Transgene.

Amendment No. 1 (dated March 27, 2024) increased the ceiling to €66 million. On August 1, 2024, €32,999,999.57 was offset in the context of a capital increase, reducing the available ceiling to €33,000,000.43.

Amendment No. 2 (dated March 27, 2025) increased the ceiling back up to €48 million.

The advances are disbursed as needed within the above limit.

Transgene must repay the advance by no later than April 30, 2026, except for amounts offset through a capital increase.

The advance bears interest at the monthly average of the 3-month Euribor rate plus 1% per annum, capped at the maximum tax-deductible rate.

In the current economic climate, further exacerbated by geopolitical uncertainties, this amendment demonstrates TSGH's ongoing commitment to supporting the Company by ensuring funding is available through April 2026 under favorable conditions. It also further illustrates the confidence of Transgene's long-term investor—an important signal in the context of current refinancing efforts. For these reasons, the Board of Directors considered the terms of Amendment No. 2 to be favorable to Transgene and its shareholders.

Further details on related-party agreements previously approved by the General Meeting in accordance with Article L. 225-38 of the French Commercial Code, and which remained in force during the 2024 fiscal year, can be found in the Statutory Auditors' Special Report, Chapter 6, Section 6.7 of the Company's 2024 Universal Registration Document.

Resolution 16 is intended to renew the authorization, approved by the Ordinary General Meeting of May 15, 2024, to trade in the Company's shares. The main features of the share buyback program are as follows:

- The number of shares that may be acquired may not exceed 10% of the shares comprising the share capital, i.e. for information purposes, 13,229,393 shares based on the share capital at December 31, 2024, and the Company may not hold, directly or indirectly, more than 10% of its share capital.
- Purchases, disposals or transfers may be carried out at any time, except during a public offering of the Company's shares, on one or more occasions, by any means, including block trading or the use of derivatives.
- The total amount of funds allocated to the program may not exceed € 20,000,000 and the maximum purchase price would be € 25 per share. It being specified that, in accordance with the provisions of European Regulation No. 2016/1052 of March 8, 2016, the Company may not purchase shares at a price higher than the higher of the following two values: the last listed price resulting from the execution of a transaction in which the Company was not a party, or the highest current independent tender offer on the trading platform where the purchase was made; and

- The objectives of this program would be limited to those authorized by the regulations in force.

This resolution would be granted for a period of 18 months and would replace, at the date of the Meeting, the previous authorization granted by the General Meeting of May 15, 2024.

A description of the share buyback program is provided in Chapter 6 “Information on the Company and its Share Capital,” section 6.6 “Share Buyback Program” of the Company’s 2024 Universal Registration Document and Annual Financial Report. In addition, information regarding share buybacks is regularly published on the Company’s website. Approval of this resolution will notably allow the extension of the liquidity agreement initially established by the Company in 2016 and

transferred to a new service provider on January 2, 2020. The Board of Directors undertakes not to use this authorization for purposes other than the continuation of the current liquidity agreement, should a public offer be made for the Company’s shares.

The resolution also allows other possible uses of treasury shares, such as cancellation. This last possibility requires a corollary resolution submitted to your vote under the conditions of Extraordinary General Meetings (**Resolution 30**).

The Board of Directors recommends that shareholders approve this resolution.

DRAFT RESOLUTIONS PROPOSED ON AN EXTRAORDINARY BASIS

We invite you to vote on resolutions aimed at reducing the share capital by decreasing the nominal value of the shares, as well as granting the Board of Directors the authority to carry out, at its sole discretion, certain issuances of shares and securities resulting in a capital increase (financial delegations); and to authorize the Board to reduce the capital by cancelling shares held by the Company. Finally, you will be asked to vote on the amendment of the Company’s Articles of Association.

Share capital reduction and financial delegations

Subject to the adoption of Resolutions 1, 2, and 3, **Resolution 17** proposes to acknowledge that the “Retained Earnings” account shows a negative balance of (€144,937,122.81), compared to total available reserves and share premiums of €74,284,540.29, and decides to allocate the negative retained earnings against all available reserves and premiums. Following this allocation, the resolution proposes to decide in principle on a reduction of the share capital due to losses, in the amount of €26,458,786.40, by offsetting part of the remaining debit balance of the “Retained Earnings” account against the share capital, through a reduction in the nominal value of the shares comprising the share capital from €0.50 to €0.30.

It will be proposed to grant full powers to the Board of Directors, pursuant to Article L. 25-204 of the French Commercial Code, for a period of twelve months from the date of the Shareholders’ General Meeting, for the purpose of determining the final amount of the share capital reduction based on the share capital as of the date of the Board of Directors’ decision, recording the new amount of share capital and the updated balance of the “Retained Earnings” account, amending the Company’s Articles of Association accordingly, and carrying out all related formalities.

The proposed share capital reduction, to be carried out by decreasing the nominal value of the Company’s shares, is justified by the current share price, which is approaching the nominal value (currently €0.50). As

the Company actively explores refinancing opportunities, this situation may limit its flexibility, since under Article L. 225-136 of the French Commercial Code, new shares cannot be issued at a subscription price below their nominal value. This is a purely technical adjustment, with no impact on shareholders’ rights or on the economic value of their holdings. To safeguard the Company’s financial flexibility and enable future capital raising operations under compliant conditions, the Board of Directors recommends the approval of this resolution.

Subject to the adoption of Resolution 17, **Resolution 18** proposes to authorize a reverse stock split of the Company’s shares, by allocating one (1) new share with a nominal value of €3.00 for every ten (10) existing shares with a nominal value of €0.30 each. The Board of Directors would be granted authority to implement or postpone the reverse stock split, in accordance with applicable regulations, within a twelve-month period from the date of the General Meeting. In particular, the Board would be empowered to set the effective date of the reverse split, carry out all legal and regulatory formalities, including required publications, confirm and record the exact number of old and new shares consolidated, amend the Company’s Articles of Association accordingly, and more generally, take any appropriate and necessary measures to carry out this transaction.

Finally, it is noted that the draft resolution refers to a Special Report from the Statutory Auditors. However, this document is not applicable to our Company in

practice, as listed public limited companies are exempt from this requirement.

This reverse stock split is primarily a technical measure aimed at making the Company's shares more attractive to investors. A higher share price may improve the Company's perception on the financial markets and help attract a broader base of institutional investors.

It is important to emphasize that this transaction will have no impact on the economic value of shareholders' holdings, nor on their rights.

The Board of Directors recommends the adoption of this resolution to strengthen the Company's market image and support future capital raising initiatives.

In **Resolutions 19 to 25**, the Board of Directors proposes that you once again grant it broad delegations of authority to carry out capital increases.

The purpose of these delegations is to:

- Provide the Company with greater flexibility to raise the necessary resources for the Group's development, depending on market conditions. Given the ambitious development plan for TG4050 and the growing interest of the scientific and medical communities in personalized therapies, the Group's annual expenditures could more than double in the coming years;
- Strengthen the Company's equity capital;
- Grant the Board of Directors increased flexibility — in the Company's best interest — in terms of timing and seizing financing opportunities, without being subject to the delays and constraints of convening a new General Meeting.

We propose that you renew the set of financial delegations granted to the Board of Directors under largely the same terms as the set of delegations most recently approved by the Shareholders' General Meeting of May 15, 2024. The main changes in 2025 compared to 2024 relate to the number of authorized shares and the method of calculating the price of certain private placements. This would allow your Company to finance its ambitious development plan, which could include the launch of several phase I, II and III studies during the validity of the proposed authorizations, while protecting the interests of minority shareholders and also aligned with the objectives of the French "Attractiveness" Law of June 2024.

The Board also proposes a new delegation (see **resolution 25 below**) allowing for a capital increase reserved for the majority shareholder. This would

allow the absorption of the significant current account advance (see also **Resolution 15**) provided by the latter without your Company being obliged to repay it in cash.

These delegations are all valid for a period of **26 months** from the date of the Shareholders' General Meeting, except for the delegations found in Resolutions 22 and 23, which are valid for **18 months**.

With the exception of **Resolution 19**, these resolutions involve the cancellation of shareholders' preferential subscription rights.

The proposed delegations are as follows:

1. Delegation of authority granted to the Board of Directors to issue up to 250,000,000 shares (representing a maximum nominal capital increase of €75,000,000 based on a nominal value of €0.30 per share, following the capital reduction contemplated in Resolution 17), or 25,000,000 shares (representing a nominal capital increase of €75,000,000 based on a nominal value of €3.00 per share, following both the capital reduction in Resolution 17 and the reverse stock split in Resolution 18), through the issuance of ordinary shares or any securities giving access to the share capital, with shareholders' preferential subscription rights maintained (**Resolution 19**). The preservation of preferential subscription rights allows shareholders who exercise them to avoid dilution, while others retain the option to sell their rights. The subscription price for new shares under **Resolution 19** will be freely determined by the Board of Directors and will benefit all shareholders through the maintenance of their preferential subscription rights.
2. Delegation of authority granted to the Board of Directors to issue up to 250,000,000 shares (representing a maximum nominal capital increase of €75,000,000 based on a nominal value of €0.30 per share, following the capital reduction contemplated in Resolution 17), or 25,000,000 shares (representing a nominal capital increase of €75,000,000 based on a nominal value of €3.00 per share, following both the capital reduction in Resolution 17 and the reverse stock split in Resolution 18), through the issuance of ordinary shares or any securities giving access to the share capital, with the cancellation of shareholders' preferential subscription rights (**Resolution 20**). This authorization allows the Board to carry out a financing transaction on the financial markets within a short timeframe. The subscription price of the new shares issued under Resolution 20 will be determined by the Board of Directors or, by delegation, by the Chief Executive Officer, as follows:

- (i) The volume-weighted average (in the central order book and excluding off-market blocks) of the closing prices of the Company's share on Euronext Paris chosen from a period comprising between 5 and 30 consecutive trading sessions from the last 30 trading sessions preceding the setting of price of issuance, or
- (ii) at the last closing price of the Company's share on Euronext Paris prior to setting the price of issuance.

This average or closing price may, where applicable, be adjusted to reflect differences in dividend entitlement dates and may be subject to a maximum discount of 25%.

This delegation of authority granted to the Board of Directors may be used to increase the Company's share capital through the issuance of shares to all types of investors.

3. Delegation of authority granted to the Board of Directors to increase the Company's share capital for the benefit of qualified investors or a restricted group of investors, with cancellation of shareholders' preferential subscription rights in their favor (**Resolution 21**). This delegation allows for a faster and simpler method of financing than a capital increase via a public offering, whether or not shareholders' preferential subscription rights are maintained. Capital increases carried out under this resolution may not exceed 250,000,000 shares (representing a maximum nominal capital increase of €75,000,000 based on a nominal value of €0.30 per share, following the capital reduction contemplated in Resolution 17), or 25,000,000 shares (representing a nominal capital increase of €75,000,000 based on a nominal value of €3.00 per share, following both the capital reduction in Resolution 17 and the reverse stock split in Resolution 18), through the issuance of ordinary shares or any securities giving access to the share capital, with cancellation of shareholders' preferential subscription rights. The subscription price of the new shares issued under Resolution 21 shall be determined by the Board of Directors or, by delegation, by the Chief Executive Officer, based on one of the following methods:

- (a) The volume-weighted average of the Company's closing share prices on Euronext Paris (central order book, excluding off-market block trades), over a period of between five and thirty consecutive trading sessions, chosen from the last thirty trading days preceding the date the price is set;

- (b) The last closing price of the Company's share on Euronext Paris prior to the pricing date.

This average or closing price may, where applicable, be adjusted to reflect differences in dividend entitlement dates and may be subject to a maximum discount of 25%.

4. Delegation of authority granted to the Board of Directors to increase the Company's share capital through the issuance of ordinary shares or any securities giving access to the share capital, with cancellation of shareholders' preferential subscription rights for the benefit of specific categories of persons (**Resolution 22**). As with Resolution 21, this delegation enables a faster and more streamlined financing process compared to a capital increase via a public offering. Capital increases carried out under this resolution may not exceed 250,000,000 shares (representing a maximum nominal capital increase of €75,000,000 based on a nominal value of €0.30 per share, following the capital reduction contemplated in Resolution 17), or 25,000,000 shares (representing a nominal capital increase of €75,000,000 based on a nominal value of €3.00 per share, following both the capital reduction in Resolution 17 and the reverse stock split in Resolution 18), through the issuance of ordinary shares or any securities giving access to the share capital, with cancellation of shareholders' preferential subscription rights. The subscription price of the new shares issued under this resolution shall be determined by the Board of Directors or, by delegation, by the Chief Executive Officer, based on one of the following methods:

- (a) The volume-weighted average of the Company's closing share prices on Euronext Paris (central order book, excluding off-market block trades), over a period of between five and thirty consecutive trading sessions, chosen from the last thirty trading days preceding the date the price is set;
- (b) The last closing price of the Company's share on Euronext Paris prior to the pricing date.

This average or closing price may, where applicable, be adjusted to reflect differences in dividend entitlement dates and may be subject to a maximum discount of 25%.

The subscription of shares issued under this resolution is primarily reserved for investors (industrial or commercial companies, investment funds, collective investment management funds) specialized in the pharmaceutical and/or biotechnology sectors. This delegation supersedes and renders null and void any prior delegation with the same purpose.

5. Delegation of authority granted to the Board of Directors to increase the share capital through the issuance of ordinary shares or any securities giving access to the share capital, with cancellation of shareholders' preferential subscription rights for the benefit of persons designated by the Board of Directors (**Resolution 23**). As with the previous two resolutions, this resolution allows for a faster and more straightforward financing method than a capital increase through a public offering. Capital increases carried out under this resolution may not exceed 250,000,000 shares (representing a maximum nominal capital increase of €75,000,000 based on a nominal value of €0.30 per share, following the capital reduction contemplated in Resolution 17), or 25,000,000 shares (representing a nominal capital increase of €75,000,000 based on a nominal value of €3.00 per share, following both the capital reduction in Resolution 17 and the reverse stock split in Resolution 18). Issuances under this resolution must also respect a limit of 30% of the share capital over a twelve (12)-month period at the time of issuance. The subscription price of the new shares issued under this resolution shall be determined by the Board of Directors or, by delegation, by the Chief Executive Officer, based on one of the following methods:

- (a) The volume-weighted average of the Company's closing share prices on Euronext Paris (central order book, excluding off-market block trades), over a period of between five and thirty consecutive trading sessions, chosen from the last thirty trading days preceding the date the price is set;
- (b) The last closing price of the Company's share on Euronext Paris prior to the pricing date.

This average or closing price may, where applicable, be adjusted to reflect differences in dividend entitlement dates and may be subject to a maximum discount of 25%.

6. Authorization granted 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 preferential subscription rights

(**resolution 24**). This resolution allows the size of the capital increase to be increased, up to a limit of 15% of the issuance initially planned, in order not to have to reduce subscriptions in the event of any excess demand. This delegation is the so-called "over-allotment" or "greenshoe" option in financial jargon.

7. Delegation of authority granted to the Board of Directors to increase the Company's share capital by issuing ordinary shares or any securities giving access to the capital with the removal of the preferential subscription rights of shareholders, reserved for TSGH (**Resolution 25**). This resolution allows for a capital increase reserved for TSGH, which will be able to use in whole or in part the sums advanced under the current account advance concluded on September 20, 2023, and first amended on March 27, 2024 and secondly amended in March 27, 2025 to subscribe to a capital increase of Transgene. Transgene could thereby allow the outstanding balance of the credit facility to be converted into shares by offsetting debts rather than reimbursing the outstanding balance in cash. In addition to offsetting debt under the current account, this resolution could also be used as a whole or in part to provide new cash financing to Transgene.

This authorization to increase the share capital is limited to a maximum amount of €70 million. The subscription price of the newly issued shares shall be equal to (at the discretion of the Board of Directors):

- (i) The volume-weighted average of the Company's closing share prices on Euronext Paris (central order book, excluding off-market block trades), over a period of between five and thirty consecutive trading sessions, chosen from the last thirty trading days preceding the date the price is set; or
- (ii) The last closing price of the Company's share on Euronext Paris prior to the pricing date.

This average (under clause (i)) or closing price (under clause (ii)) may, where applicable, be adjusted to reflect differences in dividend entitlement dates and may be subject to a maximum discount of 15%; or

- (iii) The subscription price of a capital increase if carried out within the days following a capital increase implemented under Resolutions 20 to 24.

If adopted, this delegation will supersede and render null and void any prior delegation with the same purpose. In the event of rejection,

Resolution 23 of the General Meeting of May 15, 2024, will remain in effect.

TSGH is not entitled to vote on this resolution, which must be adopted by a qualified majority of the other shareholders.

The directors affiliated with Institut Mérieux have chosen not to take part in the Board's decision to submit the twenty-fifth resolution to shareholders, nor in the Board's recommendation in favor of its adoption.

8. Authorization granted to the Board of Directors to increase the Company's share capital through the issuance of ordinary shares or any securities giving access to the share capital as consideration for contributions of securities in the event of a public exchange offer (**Resolution 26**).
9. Authorization granted to the Board of Directors to increase the Company's share capital through the issuance of ordinary shares or any securities giving access to the share capital as consideration for contributions in kind consisting of equity securities or securities giving access to the capital of other companies (**Resolution 27**). This delegation is granted within the limit set by applicable laws and regulations at the time of its use, which currently stands at 20%.

The financial authorizations (Resolutions 19 to 24, as well as Resolutions 26 and 27) may be used cumulatively by the Board of Directors, within a global limit of up to 250,000,000 shares. Due to its specific nature, Resolution 25 is subject to a separate limit expressed in value, set at €70 million.

French law does not prohibit the use of these financial authorizations during a public offer for your Company. However, the representation of the majority shareholder on the Board of Directors ensures that such authorizations would only be used in the interest of all shareholders.

Resolution 28 proposes to renew the authorization to allocate free shares to the Company's employees and executive officers with a view to implementing the Company's share-based compensation policy. This authorization establishes a new budget of **2,000,000,000** shares (representing a maximum nominal capital increase of €600,000, based on a nominal value of €0.30 per share following the capital reduction contemplated in Resolution 17), or 200,000 shares (representing a nominal capital increase of €600,000, based on a nominal value of €3.00 per share following both the capital reduction in Resolution 17 and the reverse stock split contemplated in Resolution 18). This resolution will cancel and replace, without retroactive effect, the

unused portion of Resolution 26 of the Shareholders' General Shareholders' Meeting of May 15, 2024. This envelope represents approximately 1.51% of the share capital of your Company. Taking into account existing dilutive instruments, the potential cumulative dilution would amount to less than 2% of the capital in the event of full use of this envelope. This resolution is proposed to you by the Board of Directors on the recommendation of the Compensation Committee.

Resolution 29 is proposed in response to the legal requirement for the Extraordinary General Meeting to vote on a proposed capital increase reserved for employees, carried out within the framework of a company savings plan, in accordance with Article L. 225-129-6 of the French Commercial Code. We are therefore submitting a resolution to this effect, with a cap of 1,000,000 shares (representing a maximum nominal capital increase of €300,000 based on a nominal value of €0.30 per share, following the capital reduction contemplated in Resolution 17), or a cap of 100,000 shares (representing a nominal capital increase of €300,000 based on a nominal value of €3.00 per share, following both the capital reduction in Resolution 17 and the reverse stock split contemplated in Resolution 18). In accordance with the law, your preferential subscription rights are waived in this context, and the subscription price for shares issued may not exceed the average quoted share price over the twenty trading sessions preceding the date of the Board of Directors' decision setting the opening date of the subscription period, nor may it be more than 20% below that average.

The Board of Directors does not support the adoption of this resolution. A discounted share subscription is less advantageous for employees compared to the free share awards already implemented by the Company, and for a plan of limited scope, the associated administrative costs would be prohibitive. As a result, the Board of Directors recommends voting against this resolution.

Resolution 30 aims to renew the authorization granted by the Ordinary General Meeting held on May 15, 2024, to carry out transactions on the Company's shares repurchased pursuant to Resolution 16, by cancelling shares, in one or more operations, up to a limit of 10% of the share capital over a period of twenty-four (24) months, and to reduce the share capital accordingly. This authorization forms part of the implementation of the liquidity agreement provided for under Resolution 16, which is intended to promote smoother trading and more regular share price movements. Under this agreement, certain shares may have been repurchased on the market. These buybacks serve the purpose of supporting price stability and enhancing the market value of the Company's shares, in the interest of all shareholders.

To further strengthen the effectiveness of this mechanism and enable the Company to optimally adjust its capital structure, it is proposed to grant the Board of Directors the option to cancel, in full or in part, the shares thus repurchased. This option is all the more relevant in the current context of market

volatility. For this reason, the Board of Directors recommends the adoption of this resolution.

Amendment of the Articles of Association

Resolution 31 aims to amend Articles 13, 17, 18.4, and 21 of the Company's Articles of Association to align them with the provisions of Law No. 2024-537 of June 13, 2024 (known as the "Attractiveness Law"), and to modify Articles 13 and 16 in order to update the age limit applicable to the Chair of the Board of Directors, the Chief Executive Officer, and Deputy Chief Executive Officers. The amendments to Article 17 primarily concern the harmonization of rules relating to directors' participation in Board meetings remotely, and the procedures for written and postal consultations and voting. The revised Article 13 will authorize the Board of Directors to make the necessary changes to the Articles of Association to ensure compliance with new legislative and regulatory provisions, subject to ratification by the next Extraordinary General Meeting, in accordance with legal requirements. Articles 18.4 and 21 are amended to allow Ordinary and Extraordinary General Meetings to be held via telecommunication means enabling shareholder identification. Finally, it is proposed to raise the age limit applicable to the Chair of the Board of Directors, Vice-Chairs, Chief

Executive Officer, and Deputy Chief Executive Officers from 67 to 75 years of age, to ensure governance stability and continue to benefit fully from the expertise, strategic insight, and deep company knowledge acquired by the executives over the years. This change also reflects broader trends toward longer professional careers, where the contribution of experienced executives is a key lever for value creation and leadership continuity, especially in the complex and fast-evolving environment of biotechnology companies. This adjustment to the age limit does not call into question the regular assessment of executive performance but rather offers greater flexibility to adapt governance to long-term strategic challenges. The Board of Directors therefore recommends the adoption of this resolution.

Powers for formalities

Resolution 32 has as its purpose the powers necessary to carry out the legal formalities related to the resolutions passed, whether in the ordinary or extraordinary part of the Combined General Meeting.

Use of existing shareholder authorizations since January 1, 2024

- **Share buybacks:** In 2024, a total of 455,677 shares were repurchased (net of disposals) under the liquidity agreement established in June 2016, with an initial allocation of €500,000.
- **Share cancellations:** No shares were cancelled in 2024.
- **Equity-based compensation:**
 - On May 26, 2024, 544,783 free shares were definitively vested based on Resolution 14 of the Shareholders' Meeting held on May 26, 2021, and Resolution 30 of the Shareholders' Meeting held on May 25, 2022.
 - On June 19, 2024, the Board of Directors, pursuant to Resolution 26 of the General Meeting held on May 15, 2024, approved a free share plan (AGA) comprising the allocation of 1,195,734 shares over three years under the 2024 Plan, and the grant of 197,740 shares to the Chairman and CEO in respect of 2023. As of today, none of these shares have vested.
- **Capital increase:**
 - On **August 1, 2024, 30,898,876 new shares** were subscribed by TSGH in exchange for a receivable held against the Company, for a total amount of **€32,999,999.58** (representing a nominal

capital increase of **€15,449,438**). This issuance was carried out pursuant to Resolution 23 of the Shareholders' Meeting held on May 15, 2024.

- **No other shares have been issued by the Company.**

Absence of "Say on Climate" resolution

Under current French law, decisions relating to CSR matters do not fall within the scope of powers reserved for the Shareholders' General Meeting. However, Transgene acknowledges that for its shareholders, this policy and its implementation are important factors in assessing the performance of the Board of Directors and Executive Management. In light of the importance of the topic, a dedicated discussion on the Company's CSR issues will be included during the Combined General Meeting scheduled for May 15, 2025.

Transgene notes that, similar to "Say on Pay" resolutions, a growing number of French companies

are submitting so-called "Say on Climate" resolutions to shareholders, allowing them to express their views on the company's climate transition plan. At this stage, such a resolution at Transgene would be premature. Nevertheless, the Company remains particularly attentive to CSR matters and publishes a dedicated Chapter 4 in its Universal Registration Document, which is entirely focused on these issues.

Resolutions

Ordinary part:

First resolution

Approval of the company's separate financial statements for the fiscal year ending December 31, 2024

The Shareholders' General Meeting, ruling in the presence of a *quorum* and by a majority required for Ordinary General Meetings, having examined the management report prepared by the Board of Directors and the Chairman's report attached to the management report, the general report from the Statutory Auditors, and Transgene's separate financial statements for the fiscal year ending December 31, 2024, approves the separate financial statements for said fiscal year, which show a loss of **€ 34,463,821.41**, as well as the transactions reflected in these financial statements or summarized in these reports.

The Shareholders' 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 ended 31 December 2024

The Shareholders' General Meeting, ruling in the presence of a *quorum* and by a majority required for Ordinary General Meetings, having examined the management report prepared by the Board of Directors, the general report from the Statutory Auditors, and Transgene's consolidated financial statements for the fiscal year ending December 31, 2024, approves the consolidated financial statements for said fiscal year, which show a loss of **€ 33,971,367.77** as well as the transactions reflected in these financial statements or summarized in these reports.

Third resolution

Allocation of earnings

The Shareholders' General Meeting, ruling in the presence of a *quorum* and by a majority required for Ordinary General Meetings, has decided to allocate the loss of the fiscal year in an amount of **€ 34,463,821.41** to reduce the "Retained earnings" account, the amount of which thus totals (**€ 144,937,122.81**). The General Meeting notes that no dividend was distributed during the last three fiscal years.

Fourth resolution

Discharge of liability for the 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 regarding companies. It hereby discharges the directors of liability for their management with respect to the fiscal 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 2024 to the Company's corporate officers (the Chairman & 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. 22-10-9 I and L. 22-10-34 of the Commercial Code, the fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or allocated for fiscal year 2024 to the Company's executive officers (the Chairman & CEO, the Deputy CEO, and the directors) as presented in the table in part 3 Corporate governance, Chapter 3.8.2 "Compensation for 2024 – Directors' and corporate officers' compensation" of the 2024 Universal Registration Document incorporating the Report on Corporate Governance.

Sixth resolution

Approval of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2024 to Mr. Alessandro Riva in his capacity as Chairman & CEO

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. 22-10-9 I and L. 22-10-34 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 2024 to Mr. Alessandro Riva in his capacity as Chairman & CEO of Transgene as presented in the table in part 3 Corporate governance, Chapter 3.8.3 "Compensation for 2024 – Directors' and corporate officers' compensation" of the 2024 Universal Registration

Document incorporating the Report on Corporate Governance.

Seventh resolution

Approval of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or awarded for financial year 2024 to Mr. 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. 22-10-9 I and L. 22-10-34 of the Commercial Code, the fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or allocated for fiscal year 2024 to Mr. Christophe Ancel as Deputy CEO of Transgene as presented in the table in part 3 Corporate governance, Chapter 3.8.3 “Compensation for 2024 – Directors’ and corporate officers’ compensation” of the 2024 Universal Registration Document incorporating the Report on Corporate Governance.

Eighth resolution

Approval of items concerning the compensation policy for corporate officers in financial year 2025

The General Meeting, ruling in the presence of a *quorum* and by the majority required for Ordinary General Meetings, in application of Article L. 22-10-8 of the Commercial Code, having examined the report attached to the management report, approves the items in the compensation policy for executive officers for fiscal year 2025, as detailed in part 3 Corporate governance, Chapter 3.8.1.1 “Compensation for 2025 – Compensation policy – Principles and criteria for determining compensation of directors and corporate officers – General information about the compensation policy” of the 2024 Universal Registration Document incorporating the Report on Corporate Governance.

Ninth resolution

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 2025 to the Chairman & CEO of Transgene

The General Meeting, ruling in the presence of a *quorum* and by the majority required for Ordinary General Meetings, pursuant to Article L. 22-10-8 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 allocated for fiscal year 2025 to the Chairman and

Chief Executive officer Transgene, as detailed in part 3 Corporate governance, Chapter 3.8.1.2 “Compensation for 2025 – Compensation policy – Principles and criteria for determining compensation of directors and corporate officers – Criteria and methods retained by the Board of Directors for the determination, distribution and allocation of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind to the Chairman & Chief Executive officer” of the 2024 Universal Registration Document incorporating the Report on Corporate Governance.

Tenth resolution

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 2025 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. 22-10-8 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 allocated for fiscal year 2025 to the Deputy CEO of Transgene, as detailed in part 3 Corporate governance, Chapter 3.8.1.3 “Compensation for 2025 – Compensation policy – Principles and criteria for determining compensation of directors and corporate officers – Criteria and methods retained by the Board of Directors for the determination, distribution and allocation of fixed, variable, and exceptional items comprising the total compensation and benefits of any kind to the Deputy CEO” of the 2024 Universal Registration Document incorporating the Report on Corporate Governance.

Eleventh resolution

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 2025 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. 22-10-8 of the Commercial Code, approves the principles and criteria for determining the fixed, variable, and exceptional items comprising the total compensation and benefits of any kind paid or allocated for fiscal year 2025 to the directors, as detailed in part 3 Corporate governance, Chapter 3.8.1.4 “Compensation for 2025 – Compensation policy – Principles and criteria for determining compensation of directors and corporate officers – Criteria and

methods retained by the Board for the determination, distribution and allocation of compensation for a director” of the 2024 Universal Registration Document incorporating the Report on Corporate Governance.

Twelfth resolution

Renewal of a Director - Alessandro Riva

The General meeting, ruling under the conditions of quorum and majority applicable to ordinary general meetings, resolves to renew the term of office of Mr. Alessandro Riva as director for a period of three (3) years, which will expire at the end of the ordinary general meeting that will rule on the financial statements for the fiscal year ending December 31, 2027.

Mr. Alessandro Riva has indicated that he will accept the duties thus entrusted to him and that there is no obstacle to his appointment.

Thirteenth resolution

Renewal of a Director – Jean-Luc Bélingard

The General meeting, ruling under the conditions of quorum and majority applicable to ordinary general meetings, resolves to renew the term of office of Mr. Jean-Luc Bélingard as director for a period of three (3) years, which will expire at the end of the ordinary general meeting that will rule on the financial statements for the fiscal year ending December 31, 2027.

Mr. Jean-Luc Bélingard has indicated that he will accept the duties thus entrusted to him and that there is no obstacle to his appointment.

Fourteenth resolution

Renewal of a Director – Jean-Yves Blay

The General meeting, ruling under the conditions of quorum and majority applicable to ordinary general meetings, resolves to renew the term of office of Mr. Jean-Yves Blay as director for a period of three (3) years, which will expire at the end of the ordinary general meeting that will rule on the financial statements for the fiscal year ending December 31, 2027.

Mr. Jean-Yves Blay has indicated that he will accept the duties thus entrusted to him and that there is no obstacle to his appointment.

Fifteenth resolution

Approval of the special report from the Statutory Auditors

The General Meeting, ruling in the presence of a *quorum* and by the majority required for Ordinary General Meetings, after having examined the Statutory Auditors’ special report 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 fiscal year ending December 31, 2024, and approves the terms of this report.

Sixteenth resolution

Authorization granted 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. 22-10-62 et seq. of the Commercial Code to purchase shares of the Company;
- decides that the number of Company shares that may be repurchased shall be such that:
 - 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, demerger, 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 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;
 - holding its shares in order to allocate them at a later date in payment or exchange as part of external growth operations undertaken by the Company;
 - allocating its shares upon the exercise of rights attached to securities entitling their owner to the Company's stock through conversion, exercise of options, redemption or exchange, within the framework of stock exchange regulations;
 - canceling 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;
 - allocating shares to the employees or to the executive officers of the Company and its subsidiaries according to the conditions and in the manner prescribed by law, notably in relation to the free allocation of shares, profit-sharing, stock option plans or the Company's savings plan;
 - achieving 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 press release ;
- sets the maximum purchase price at € 25 per share (it being noted that in the event of a reverse stock split carried out under the terms of the eighteenth resolution, this amount will be increased to €250) and decides that the maximum amount of funds intended to realize this share purchase program may not exceed twenty million euros (€ 20,000,000), it being specified that, in accordance with the provisions of European Regulation No. 2016/1052 of March 8, 2016, the Company may not purchase shares at a price higher than the higher of the following two values: the last listed price resulting from the execution of a transaction in which the Company was not a party, or the highest current independent tender offer on the trading platform where the purchase was made;
- delegates to the Board of Directors, which may subdelegate under the conditions foreseen in Article L. 22-10-62 of the Commercial Code, in the event of any change in the par value of the share, of a capital increase through the incorporation of reserves, of the allocation of free shares, of a share split or a reverse share split, of a distribution of reserves or any other assets, of the amortization of capital or any other transaction involving equity, the power to adjust the aforementioned purchase price so as to reflect the impact of said transactions on the value of the share;
- resolves that these purchase, disposal, exchange, or transfer transactions may be performed at any time, except during a public offering of the Company's shares, on one or more occasions, by any means, i.e. 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 internalizers 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, confers all powers to the Board of Directors, with the power of sub-delegation in the conditions provided by Article L. 22-10-62 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 on 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 to any and all bodies, particularly the AMF and, generally speaking, to do everything necessary for the purpose of concluding the transactions performed in application of this authorization;
- 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;

- 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;
 - carry out all formalities;

- resolves that this authorization is given for a maximum term of eighteen (18) months starting from this meeting; and
- notes that this delegation terminates any prior delegation having the same subject involving non-utilized amounts.

The Board of Directors shall inform the Annual Ordinary General Meeting of the operations conducted in application of this authorization.

Extraordinary part:

implementation of the transaction described in this resolution.

Seventeenth resolution

Reduction of Share Capital motivated by losses, through a reduction in par value

The General Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with the provisions of Article L.225-204 of the French Commercial Code,

- notes, subject to the approval of the first and third resolutions above, that the "Retained Earnings" account now stands at a negative balance of **(€144,937,122.81)**, compared to total available reserves and share premiums of **€74,284,540.29**;
- decides to allocate the negative retained earnings to the available reserves and share premiums in the amount of **€74,284,540.29**;
- approves the principle of a share capital reduction due to losses by an amount of **€26,458,786.40**, by offsetting part of the remaining debit balance of the "Retained Earnings" account against the share capital, after the allocation described above;
- decides that this capital reduction will be carried out through a reduction in the par value of the shares comprising the share capital, from €0.50 to €0.30;
- grants full powers to the Board of Directors, for a period of twelve months from the date of this General Meeting, to:
 - determine the final amount of the share capital reduction based on the share capital as of the date of the Board's decision;
 - acknowledge the new amount of the share capital and the balance of the "Retained Earnings" account;
 - amend the Company's Articles of Association accordingly;
 - carry out the legal formalities for publication and filing related to the implementation of the capital reduction due to losses by way of par value reduction and the corresponding amendment of the Articles of Association;
 - and, more generally, do all that is necessary, take any measures, and complete any formalities useful for the

Eighteenth resolution

Reverse stock split of the Company's shares by way of an attribution of one (1) new share having a par value of €3.00 each in exchange for ten (10) old shares having a par value of €0.30 each

The General Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with Articles 6 of Decree No. 48-1683 of 30 October 1948 and R.228-12 of the French Commercial Code, subject to the approval of the eighteenth resolution above:

- decides under the terms set out below, to carry out a reverse stock split to be implemented by the Board of Directors, whereby ten (10) existing ordinary shares with a par value of €0.30 each (the "Old Shares") shall be consolidated into one (1) new share to be issued with a par value of €3.00 (the "New Shares");
- decides that the reverse split operations shall begin no earlier than fifteen (15) days following the date of publication of the reverse split notice to be published by the Company in the *Bulletin des Annonces Légales Obligatoires*;
- decides that the exchange period, during which shareholders may carry out the consolidation of their Old Shares, shall last for thirty (30) days starting from the effective date of the reverse split operations referred to above;
- acknowledges that, in accordance with Article 6 of Decree No. 48-1683 of 30 October 1948, shareholders who hold a number of Old Shares that is not a multiple of ten, and thus insufficient to obtain one New Share, shall be required to buy or sell the necessary number of Old Shares to carry out the consolidation within thirty (30) days from the start of the reverse split operations;
- acknowledges that, pursuant to Articles 6 of Decree No. 48-1683 of 30 October 1948 and R.228-12 of the French Commercial Code, at the end of the exchange period, any New Shares that cannot be individually allocated due to fractional entitlements will be sold, and the proceeds from such sales will be distributed proportionally among the holders of fractional rights;
- grants full powers to the Board of Directors, for a period of twelve (12) months from the date of this General Meeting, with the option of sub-

delegation, to implement or postpone this resolution and, in particular, to:

- fix the effective date of the reverse stock split operations;
- publish all notices and carry out all legal and regulatory formalities resulting from this decision;
- determine and confirm the exact number of Old Shares with a par value of €0.30 to be consolidated and the exact number of New Shares with a par value of €3.00 resulting from the reverse split;
- make any necessary adjustments to the rights of beneficiaries of free share grants, whether already granted or to be granted, and inform said beneficiaries accordingly, in compliance with applicable legal and regulatory provisions and contractual terms;
- confirm the final completion of the reverse stock split and amend the Company's Articles of Association accordingly;
- and more generally, take all necessary and appropriate measures to implement this resolution and carry out all related formalities.

Nineteenth 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 and all equity-linked securities while maintaining the shareholders' preferential right of subscription

The General Meeting, ruling in the presence of a *quorum* and by a majority required for Extraordinary General Meetings, having examined the report from the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-129-5, L. 225-129-6, L. 22-10-49, L. 225-132 to L. 225-134 and L. 228-91 *et seq.* of the Commercial Code;

- delegates to the Board of Directors, the power to decide on one or more capital increases through the issuance, in France or abroad, in euros, of the Company's common 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 allocation of share warrants), these securities may be freely denominated in any currency whatsoever or established with reference to multiple currencies;

- resolves that any issuance of preferred shares and securities giving access to preferred shares is expressly excluded;

- decides that the total amount of share capital increases that may be carried out, immediately and/or in the future, under this delegation, shall not exceed a maximum of:

- 250,000,000 shares (representing a maximum nominal capital increase of €75,000,000, based on a par value of €0.30 per share following the capital reduction contemplated in the seventeenth resolution), or
- 25 000 000 shares (representing a nominal capital increase of €75,000,000, based on a par value of €3.00 per share following the capital reduction contemplated in the seventeenth resolution and the reverse stock split contemplated in the eighteenth resolution);

to which shall be added, where applicable, the additional number of shares to be issued to preserve, in accordance with the law and, where relevant, contractual provisions, the rights of holders of securities granting access to the Company's shares.

- resolves, furthermore, that the nominal amount of debt securities giving access to the share capital that may be issued may not **exceed €75** million in nominal value (or the equivalent value in case of an issuance in foreign currency or in a monetary unit established with reference to multiple currencies);
- resolves that the shareholders have, in proportion to the number of their shares, a preferential subscription rights to securities issued by virtue of this resolution;
- in addition, the Board of Directors will have the option to grant shareholders the right to subscribe on a reducible basis to a greater number of securities than they could subscribe to on an irreducible basis, in proportion to the subscription rights they have and, in any event, within the limits of their request;
- resolves that if the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire issuance of shares or securities as defined above, the Board of Directors may:

- limit the amount of the issuance to the amount of the subscriptions provided that it reaches three quarters of the increase decided,
- freely distribute all or part of the unsubscribed shares,
- offer all or part of the unsubscribed shares to the public,
- resolves, with regard to treasury shares, that the Board of Directors may, where applicable, decide not to take such shares into account when determining the preferential subscription rights attached to the other shares, to allocate the preferential subscription rights attached to such treasury shares among the shareholders in proportion to their existing rights, or to sell them on the stock exchange;
- notes that this delegation automatically entails the waiver, benefiting the holders of securities issued pursuant to this resolution and giving access to the Company's capital, of the shareholders' preferential subscription rights to the securities to which these securities entitle them immediately or in the future;
- Decides that this or these capital increases may be paid up by offsetting debts;
- 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 of Association as a consequence;
- resolves that the delegation thus conferred to the Board of Directors is valid for a term of twenty-six (26) months starting from this meeting; and
- notes that this delegation terminates any prior delegation having the same subject involving non-utilized amounts.

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 and all equity-linked securities while eliminating the shareholders' subscription right of subscription in favor of all types of investors

The General Meeting, ruling in the presence of a *quorum* and by a majority required for Extraordinary General Meetings, having examined the report from the Board of Directors and the special report from the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-2,

L. 225-129-5, L. 225-129-6, L. 22-10-49, L. 225-135, L. 22-10-51, L. 225-136, L. 22-10-52, R. 22-10-32 and L. 228-91 *et seq.* of the Commercial code;

- delegates to the Board of Directors the authority to decide on one or more capital increases by the issuance, in France or abroad, by an offer other than those referred to in 1° of Article L. 411-2 of the Monetary and Financial Code, in euros, of the Company's common shares or any securities giving access by any means, immediately and/or in the future, to the share capital of the Company, these securities may also be denominated in any currency or established by reference to several currencies ;
- resolves that any issuance of preferred shares and securities giving access to preferred shares is expressly excluded;
- decides that the total amount of share capital increases that may be carried out, immediately and/or in the future, under this delegation, shall not exceed a maximum of:
 - 250,000,000 shares (representing a maximum nominal capital increase of €75,000,000, based on a par value of €0.30 per share following the capital reduction contemplated in the seventeenth resolution), or
 - 25 000 000 shares (representing a nominal capital increase of €75,000,000, based on a par value of €3.00 per share following the capital reduction contemplated in the seventeenth resolution and the reverse stock split contemplated in the eighteenth resolution);

to which shall be added, where applicable, the additional number of shares to be issued to preserve, in accordance with the law and, where relevant, contractual provisions, the rights of holders of securities granting access to the Company's shares;

- notes that if the subscriptions have not absorbed the entire issuance of shares or securities, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received;
- resolves, furthermore, that the face value of equity-linked debt securities thus capable of being issued may not exceed €75 million face value (or the equivalent value of this amount if an issuance in foreign currency or in a monetary unit established with reference to multiple currencies);
- resolves to cancel shareholders' preferential subscription rights to the securities that may be

issued under this delegation and to grant the Board of Directors the power to institute a priority right for shareholders to subscribe for them pursuant to the provisions of Article L. 22-10-51 of the French Commercial Code;

- resolves that the issue price of the shares and securities granting access to the Company's share capital that may be issued under this delegation shall be determined by the Board of Directors under the conditions set out in the paragraph below;
 - notes that this delegation automatically entails the waiver, benefiting the holders of securities issued pursuant to this resolution and giving access to the Company's capital, of the shareholders' preferential subscription rights to the securities to which these securities entitle them immediately or in the future;
 - Decides that this or these capital increases may be paid up by offsetting debts;
 - 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 of Association as a consequence;
 - authorizes the Board of Directors, with the option to sub-delegate, to set the issue price of ordinary shares or any securities granting access to the Company's ordinary shares, taking into account market conditions, at a price at least equal, at the discretion of the Board of Directors or, upon its delegation, the Chief Executive Officer, to either:
 - (a) The volume-weighted average of the Company's closing share prices on Euronext Paris (central order book, excluding off-market block trades), over a period of between five and thirty consecutive trading sessions, chosen from the last thirty trading days preceding the date the price is set;
 - (b) The last closing price of the Company's share on Euronext Paris prior to the pricing date.
- This average or closing price may, where applicable, be adjusted to reflect differences in dividend entitlement dates and may be subject to a maximum discount of 25%;
- resolves that the delegation thus conferred to the Board of Directors is valid for a term of

twenty-six (26) months starting from this meeting; and

- 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 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 for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-129-5, L. 225-129-6, L. 22-10-49, L. 225-135, L. 22-10-51, L. 225-136, L. 22-10-52, R. 22-10-32, L. 228-91 *et seq.* of the Commercial Code and L. 411-2 of the Monetary and Financial Code:

- delegates to the Board of Directors the authority to decide on one or more capital increases through the issuance, in France or abroad, in euros, of the Company's common shares or any securities giving access by any means, immediately and/or in the future, in the Company's share capital, these securities may also be denominated in any currency or drawn up by reference to several currencies, with cancellation of shareholders' preferential subscription rights in the context of an offer referred to in Article L. 411-2 1° of the Monetary and Financial Code;
- resolves that any issuance of preferred shares and securities giving access to preferred shares is expressly excluded;
- decides that the total amount of share capital increases that may be carried out, immediately and/or in the future, under this delegation, shall not exceed a maximum of:
 - 250,000,000 shares (representing a maximum nominal capital increase of €75,000,000, based on a par value of €0.30 per share following the capital reduction contemplated in the seventeenth resolution), or
 - 25 000 000 shares (representing a nominal capital increase of €75,000,000, based on a par value of €3.00 per share following the capital reduction contemplated in the seventeenth resolution and the reverse

stock split contemplated in the eighteenth resolution);

to which shall be added, where applicable, the additional number of shares to be issued to preserve, in accordance with the law and, where relevant, contractual provisions, the rights of holders of securities granting access to the Company's shares.

- notes that if the subscriptions have not absorbed the entire issuance of shares or securities, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received;
- resolves, furthermore, that the face value of equity-linked debt securities thus capable of being issued may not exceed €75 million face value (or the equivalent value of this amount if an issuance in foreign currency or in a monetary unit established with reference to multiple currencies) on the issuance date;
- resolves to cancel shareholders' preferential subscription rights to the securities that may be issued under this delegation;
- notes that this delegation automatically entails the waiver, benefiting the holders of securities issued pursuant to this resolution and giving access to the Company's capital, of the shareholders' preferential subscription rights to the securities to which these securities entitle them immediately or in the future;
- resolves that the issue price of the shares and securities granting access to the Company's share capital that may be issued under this delegation shall be determined by the Board of Directors under the conditions set out in the paragraph below;
- Decides that this or these capital increases may be paid up by offsetting debts;
- 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 of Association as a consequence;
- authorizes the Board of Directors, with the option to sub-delegate, to set the issue price of ordinary shares or any securities granting access to the Company's ordinary shares, taking into account market conditions, at a price at least equal, at the discretion of the Board of Directors or, upon its delegation, the Chief Executive Officer, to either:

(c) The volume-weighted average of the Company's closing share prices on Euronext Paris (central order book, excluding off-market block trades), over a period of between five and thirty consecutive trading sessions, chosen from the last thirty trading days preceding the date the price is set;

(d) The last closing price of the Company's share on Euronext Paris prior to the pricing date.

This average or closing price may, where applicable, be adjusted to reflect differences in dividend entitlement dates and may be subject to a maximum discount of 25%;

- resolves that the delegation thus conferred to the Board of Directors is valid for a term of twenty-six (26) months starting from this meeting; and
- notes that this delegation supersedes any prior delegation having the same purpose.

Twenty-second 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 and all equity-linked securities while eliminating the shareholders' preferential right of subscription in favor of certain categories of persons

The General Meeting, ruling in the presence of a *quorum* and by the majority required for Extraordinary General Meetings, after having deliberated on it and examined the report from the Board of Directors and the Statutory Auditors' special report, in accordance with Articles L. 225-129 to L. 225-129-2, L. 225-129-5, L. 225-129-6, L. 22-10-49, L. 225-135, L. 22-10-51, L. 225-138 and 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 cancellation of the shareholders' preferential subscription rights, through the issuance, in France or abroad, in euros, of the Company's common shares or of any and all securities giving access by any means, whether immediately and/or over time, to the Company's common shares, these securities may be freely denominated in any currency whatsoever or established with reference to multiple currencies;

- resolves that any issuance of preferred shares and securities giving access to preferred shares is expressly excluded;
- decides that the total amount of share capital increases that may be carried out, immediately and/or in the future, under this delegation, shall not exceed a maximum of:
 - 250,000,000 shares (representing a maximum nominal capital increase of €75,000,000, based on a par value of €0.30 per share following the capital reduction contemplated in the seventeenth resolution), or
 - 25 000 000 shares (representing a nominal capital increase of €75,000,000, based on a par value of €3.00 per share following the capital reduction contemplated in the seventeenth resolution and the reverse stock split contemplated in the eighteenth resolution);

to which shall be added, where applicable, the additional number of shares to be issued to preserve, in accordance with the law and, where relevant, contractual provisions, the rights of holders of securities granting access to the Company's shares.

- notes that if the subscriptions have not absorbed the entire issuance of shares or securities, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received;
- resolves, furthermore, that the nominal amount of debt securities giving access to the share capital that may be issued may not exceed **€75 million** in nominal value (or the equivalent value in case of an issuance in foreign currency or in a monetary unit established with reference to multiple currencies);
- decides to eliminate the shareholders' preferential subscription rights 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. collective savings fund managers governed by French or foreign law, or
 4. to any other legal entity (including a trust) or natural person 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
- (c) with French or foreign investment service providers capable of guaranteeing such an operation;
- notes that the present delegation entails, in favor of the holders of securities giving access to the Company's capital, the cancellation by the shareholders of their preferential subscription rights to the securities to which the issued securities give right;
- authorizes the Board of Directors, with the option to sub-delegate, to set the issue price of ordinary shares or any securities granting access to the Company's ordinary shares, taking into account market conditions, at a price at least equal, at the discretion of the Board of Directors or, upon its delegation, the Chief Executive Officer, to either:
 - (e) The volume-weighted average of the Company's closing share prices on Euronext Paris (central order book, excluding off-market block trades), over a period of between five and thirty consecutive trading sessions, chosen from the last thirty trading days preceding the date the price is set;
 - (f) The last closing price of the Company's share on Euronext Paris prior to the pricing date.

This average or closing price may, where applicable, be adjusted to reflect differences in dividend entitlement dates and may be subject to a maximum discount of 25%.

- Decides that this or these capital increases may be paid up by offsetting debts;
- 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 subscription rights has been eliminated and to determine the number to issue in favor of each beneficiary;
- resolves that the delegation thus conferred to the Board of Directors is valid for a term of eighteen (18) months starting from this meeting; and
- notes that this delegation supersedes any prior delegation having the same purpose.

Twenty-third 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 and all equity-linked securities while eliminating the shareholders' preferential right of subscription in favor of persons designated by the Board

The General Meeting, ruling in *the* presence of a *quorum* and by the majority required for Extraordinary General Meetings, after having deliberated on it and examined the report from the Board of Directors and the Statutory Auditors' special report, in accordance with Articles L. 225-129 to L. 225-129-2, L. 225-129-5, L. 225-129-6, L. 22-10-49, L. 225-135, L. 22-10-51, L. 225-138 and 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 cancellation of the shareholders' preferential subscription rights, through the issuance, in France or abroad, in euros, of the Company's common shares or of any and all securities giving access by any means, whether immediately and/or over time, to the Company's common shares, these securities may be freely denominated in any currency whatsoever or established with reference to multiple currencies;
- resolves that any issuance of preferred shares and securities giving access to preferred shares is expressly excluded;

- decides that the total amount of share capital increases that may be carried out, immediately and/or in the future, under this delegation, shall not exceed:

i) a maximum of:

- 250,000,000 shares (representing a maximum nominal capital increase of €75,000,000, based on a par value of €0.30 per share following the capital reduction contemplated in the seventeenth resolution), or
- 25 000 000 shares (representing a nominal capital increase of €75,000,000, based on a par value of €3.00 per share following the capital reduction contemplated in the seventeenth resolution and the reverse stock split contemplated in the eighteenth resolution);

ii) the limit set by applicable laws and regulations at the time this resolution is used, currently 30% of the share capital over a twelve (12) month period at the time of issuance (it being specified that this limit is assessed at any given time, based on the share capital as adjusted to reflect any transactions affecting it after this General Meeting, and excluding the nominal amount of share capital that may be increased through the exercise of any rights or securities already issued with deferred exercise),

to which shall be added, where applicable, the additional number of shares to be issued to preserve, in accordance with the law and, where relevant, contractual provisions, the rights of holders of securities granting access to the Company's shares;

- notes that if the subscriptions have not absorbed the entire issuance of shares or securities, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received;
- further decides that the nominal amount of debt securities giving access to the share capital that may be issued in this manner shall not exceed 75 million euros in nominal value (or the equivalent of this amount in the event of an issue in a foreign currency or in a monetary unit established by reference to several currencies);
- decides to eliminate the shareholders' preferential subscription rights to the securities that are the subject of this resolution and to

reserve the right to have them subscribed by persons designated by the Board;

- notes that the present delegation entails, in favor of the holders of securities giving access to the Company's capital, the cancellation by the shareholders of their preferential subscription rights to the securities to which the issued securities give right;
 - authorizes the Board of Directors, with the option to sub-delegate, to set the issue price of ordinary shares or any securities granting access to the Company's ordinary shares, taking into account market conditions, at a price at least equal, at the discretion of the Board of Directors or, upon its delegation, the Chief Executive Officer, to either:
 - (e) The volume-weighted average of the Company's closing share prices on Euronext Paris (central order book, excluding off-market block trades), over a period of between five and thirty consecutive trading sessions, chosen from the last thirty trading days preceding the date the price is set;
 - (f) The last closing price of the Company's share on Euronext Paris prior to the pricing date.
- This average or closing price may, where applicable, be adjusted to reflect differences in dividend entitlement dates and may be subject to a maximum discount of 25%, it being understood that this price must also be set in accordance with the applicable legal and regulatory provisions;
- Decides that this or these capital increases may be paid up by offsetting debts;
 - 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 subscription rights has been eliminated and to determine the number to issue in favor of each beneficiary;
 - resolves that the delegation thus conferred to the Board of Directors is valid for a term of eighteen (18) months starting from this meeting.

Twenty-fourth resolution

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

The General Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the report of the Board of Directors and in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, authorizes the Board of Directors, with the option to delegate, in the event of an issuance carried out under the nineteenth to twenty-third resolutions, for a period of twenty-six (26) months from the date of this meeting, to increase – pursuant to Article R. 225-118 of the French Commercial Code or any other applicable provision – on its sole decision and within the overall ceiling set by the nineteenth resolution, the number of shares, securities or instruments to be issued, within thirty (30) days following the close of the initial subscription period and within a limit of 15% of the initial issuance, and at the same price as that used for the initial issuance.

Twenty-fifth 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 and all equity-linked securities eliminating the shareholders' preferential right of subscription, reserved for TSGH

The General Meeting, ruling in the presence of a *quorum* and by the majority required for Extraordinary General Meetings, after having deliberated on it and examined the report from the Board of Directors and the Statutory Auditors' special report, in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135 et L. 225-138 of the French Commercial Code:

- delegates to the Board of Directors, the power to decide, without shareholders' preferential subscription rights, on one or more occasions, at such times and in such proportions as it shall determine, both in France or abroad, to issue ordinary shares of the Company or any securities giving access, by any means, whether immediately and/or in the future, to the Company's share capital. These securities may also be denominated in any currency or established by reference to multiple currencies, and the issuance shall be reserved for the person named below. It is specified that the Board of Directors may further delegate to the Chief Executive Officer, under the conditions

permitted by law, all necessary powers to decide and carry out the capital increase;

- resolves that the nominal amount of share capital increases that may be carried out, whether immediately or in the future, pursuant to this delegation, shall not exceed a maximum amount of € 70 million euros, including any issuance premium;
- decides to cancel shareholders' preferential subscription rights to the ordinary shares covered by this resolution and to reserve the right to subscribe to said shares for the benefit of the person named below:

TSGH, a simplified joint-stock company with a share capital of €178,159,840 with its registered office 17 rue Bourgelat in Lyon 69002, registered with the Lyon Trade and Companies Register under number 398 079 749 R.C.S. LYON;

- resolves that the Board of Directors shall have full powers, with the option to delegate as permitted by law, to implement this resolution, to determine the characteristics, amount, and terms of any issuance and of the shares issued, including by entering into any agreements for that purpose, and, if applicable, to postpone or cancel the issuance;
- decides that this or these capital increases may be paid up by offsetting debts;
- resolves that the issue price of the shares issued under this delegation shall be equal to, at the discretion of the Board of Directors:

(a) (i) the volume-weighted average (excluding off-market block trades) of the Company's closing share prices on Euronext Paris, over a period of between five and thirty consecutive trading days, selected from the last thirty trading days preceding the determination of the issue price; or (ii) the last closing price of the Company's share on Euronext Paris prior to the determination of the issue price — with the average under (i) or the closing price under (ii), as applicable, possibly adjusted to reflect differences in dividend entitlement dates and, where appropriate, reduced by a maximum discount of 15%; or

(b) the issue price of a capital increase carried out in the days following the capital increase completed under the twentieth to twenty-fourth resolutions;

- resolves that the delegation thus granted to the Board of Directors shall be valid for a period of eighteen (18) months from the date of this General Meeting, and
- acknowledge that this delegation supersedes and renders null and void any prior delegation having the same purpose.

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 exchange offer

The General Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the report of the Board of Directors:

- resolves that the issuances provided for in the twentieth resolution adopted by this General Meeting may, where applicable, be used to remunerate securities tendered to the Company as part of a public exchange offer carried out in accordance with the provisions of Article L. 22-10-54 of the French Commercial Code;
- notes that this delegation automatically entails, for the benefit of the holders of securities issued under this resolution and giving access to the Company's share capital, a waiver by the shareholders of their preferential subscription rights to the shares to which such securities confer entitlement, whether immediately or in the future;
- resolves that the amount of capital increases carried out pursuant to this resolution shall be deducted from the overall ceiling set by the nineteenth resolution adopted by this General Meeting;
- resolves that the Board of Directors shall have full powers, with the option to delegate, to implement this resolution and, in particular, to determine the list of contributed securities, to approve or reduce the valuation of contributions and the granting of special benefits, to set the exchange ratio and, where applicable, the amount of any cash balance to be paid, and to record the number of securities tenders for exchange;
- resolves that the delegation thus conferred to the Board of Directors is valid for a term of twenty-six (26) months starting from this meeting; and

- notes that this delegation supersedes any prior delegation having the same purpose.

Twenty-seventh 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 in-kind contributions involving shares in companies or equity-linked securities of companies

The General Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the report of the Board of Directors:

- authorizes the Board of Directors to decide, on the basis of the contribution auditor's report, to carry out, within the framework of the delegation granted by the twentieth resolution, one or more capital increases, within the limit provided by the law and regulations in force on the date of the use of this resolution, currently 20% of its share capital at the time issuance (it being specified that this limit is assessed at any time whatsoever, applying to a share capital adjusted according to transactions affecting it subsequent to this meeting and not taking into account the nominal amount of share capital likely to be subject to be increased by the exercise of all rights and securities already issued and whose exercise is deferred), in order to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
- notes that this delegation automatically entails, for the benefit of the holders of securities issued under this resolution and granting access to the Company's share capital, a waiver by the shareholders of their preferential subscription rights to the shares to which such securities confer entitlement, whether immediately or in the future;
- decides that the amount of capital increases carried out pursuant to this resolution shall be charged against the overall ceiling set by the nineteenth resolution adopted by this General Meeting;
- resolves that the Board of Directors shall have full powers, with the option to delegate, to implement this resolution and, in particular, to determine the list of contributed securities, to approve or reduce the valuation of contributions and the granting of special benefits, to set the

exchange ratio and, where applicable, the amount of any cash balance to be paid, and to record the number of securities tenders for exchange;

- resolves that the delegation thus conferred to the Board of Directors is valid for a term of twenty-six (26) months starting from this meeting; and
- notes that this delegation supersedes any prior delegation having the same purpose.

Twenty-eighth resolution

Authorization granted to the Board of Directors to award free shares to Company and Group executives and employees, with cancellation of shareholders' preferential subscription rights

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 Statutory Auditors' special report:

- authorizes the Board of Directors, in accordance with and subject to the conditions provided for under Articles L. 225-197-1 to L. 225-197-5 and L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to allocate free of charge, in one or more transactions, Company shares which are yet to be issued to corporate officers and Company employees or to certain categories thereof, as well as to employees of companies or economic interest groupings linked to the Company in accordance with the conditions provided for under Article L. 225-197-2 and Article L. 22-10-60 of the Commercial Code;
- resolves that the total amount of share capital increases that may be carried out, whether immediately and/or in the future, under this delegation, shall not exceed a maximum of:
 - 2,000,000 shares (representing a maximum nominal share capital increase of €600,000, based on a nominal value of €0.30 per share, following the capital reduction transaction contemplated in the seventeenth resolution), or
 - 200,000 shares (representing a nominal share capital increase of €600,000, based on a nominal value of €3.00 per share, following both the capital reduction contemplated in the seventeenth resolution and the reverse stock split contemplated in the eighteenth resolution),

- to which shall be added any additional number of shares to be issued, as required by law and, where applicable, by contractual provisions, in order to preserve the rights of holders of securities granting access to shares;
- in the event of the allocation of shares to be issued: (i) the capital increase shall be carried out through the capitalization of reserves into share capital, for a nominal amount corresponding to the number of shares allocated; and (ii) the General Meeting notes that, in accordance with the law, the allocation of shares to the beneficiaries designated by the Board of Directors shall entail, for the benefit of said beneficiaries, an express waiver by shareholders of their preferential subscription rights to the shares to be issued;
 - resolves that the Board of Directors shall determine, for each allocation: (i) a vesting period at the end of which the allocation of new shares shall become final, and (ii) where applicable, a holding period starting from the definitive allocation of the new shares, with both periods being at least equal to the minimum durations provided by law; however, in the event of the beneficiary's disability corresponding to classification in the second or third categories provided for in Article 341-4 of the French Social Security Code (or their equivalent under applicable foreign law), the shares shall be definitively allocated before the end of the remaining vesting period, and shall then be freely transferable;
 - grants full powers to the Board of Directors, with the option of sub-delegation within the limits set above, to implement this resolution and in particular:
 - determining the identity of the beneficiaries, or the category or categories of beneficiaries of the share allocations,
 - distributing the share allocation rights in one or multiple transactions, as and when it deems appropriate,
 - setting the conditions and criteria for the allocation of shares, including, but not limited to, conditions of seniority, conditions regarding the maintenance of the employment contract or Company term of office throughout the vesting period or any other financial condition or condition of individual or group performance,
 - determining the definitive duration of the vesting period and, if applicable, the holding period of the shares within the limits decided above by the General Meeting,
 - registering the granted free shares to a registered securities account under the name of their holder, with mention of the holding period and its duration,
 - setting aside in unavailable reserves, allocated to the rights of beneficiaries, an amount equal to the aggregate nominal value of the potential shares to be issued by way of capital increase, by deduction of the required sums from all reserves freely available to the Company,
 - deducting the necessary funds from this unavailable reserve to pay up the nominal value of the shares to be issued in favor of the beneficiaries and to accordingly increase the share capital by the nominal value of the free shares granted,
 - in cases of capital increases, amending the articles of association accordingly and carrying out any necessary formalities,
 - in the event of financial transactions covered by the provisions of the first paragraph of Article L. 228-99 of the French Commercial Code, during the vesting period, implementing, if it deems appropriate, all measures to preserve and adjust the rights of the beneficiaries of the shares, in accordance with the terms and conditions provided for in the said article and, where applicable, the contractual stipulations providing for other adjustments;
 - sets at thirty-eight (38) months the period during which the Board of Directors may use this authorization; and
 - acknowledges that this authorization supersedes any previous authorization for the same purpose.

Twenty-ninth 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 to Company employees who are members of the company's savings plan

The General Meeting, deliberating under the *quorum* and majority conditions required by Extraordinary General Meetings, having reviewed the report by the Board of Directors and the Statutory Auditors' special report, in the context of the provisions of Articles L. 3332-18 *et seq.* of the Labor Code and Articles L. 225-129-6 and L. 225-138-1 of the French

Commercial Code, and in accordance with the provisions of this same code:

- delegates to the Board of Directors full powers for the purpose of increasing 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 French Commercial Code and L. 3344-1 of the French Labor Code, within the limit of an increase in share capital of a maximum amount of:

- 1,000,000 shares (representing a maximum nominal share capital increase of €300,000, based on a nominal value of €0.30 per share, following the capital reduction transaction contemplated in the seventeenth resolution), or
- 100,000 shares (representing a nominal share capital increase of €300,000, based on a nominal value of €3.00 per share, following both the capital reduction contemplated in the seventeenth resolution and the reverse stock split contemplated in the eighteenth resolution),

to which shall be added any additional number of shares to be issued, in accordance with the law and, where applicable, with contractual provisions, in order to preserve the rights of holders of securities granting access to shares.

- decides that the subscription price of new shares cannot be less than the average of the first prices quoted over the twentieth 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;
- resolves to cancel, in favor of employees who are members of a company savings plan, the preferential subscription rights to the shares to which the issuance of shares or other securities giving access to the Company's capital provided for in this resolution will entitle them immediately or in the future, and to waive any right to the shares or

other securities which would be allocated by application of this resolution;

- resolves 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 issuance 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,
 - where 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,
 - entering into any and all agreements, performing directly or by agent any and all transactions and procedures including proceeding with formalities subsequent to capital increases and the correlative changes to the Articles of Association and, more generally, doing everything necessary,
 - in general, making 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;
- resolves that the delegation thus conferred to the Board of Directors is valid for a term of twenty-six (26) months starting from this meeting; and
- notes that this delegation terminates any prior delegation having the same subject involving non-utilized amounts.

Thirtieth resolution

Authorization to reduce share capital by canceling treasury shares held by the Company

The General Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the report of the

Board of Directors and the special report of the Statutory Auditors, in connection with the authorization for the Company to repurchase its own shares referred to in the sixteenth resolution of this General Meeting under its Ordinary part:

- authorizes the Board of Directors, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, to cancel, on one or more occasions, in such proportions and at such times as it shall determine, all or part of the shares held by the Company under any present or future authorization granted to the Board of Directors by the Ordinary General Meeting of shareholders to repurchase shares of the Company in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, within the limit of 10% of the share capital per 24-month period, and to reduce the share capital accordingly, it being specified that this 10% limit applies to the Company's share capital amount that shall, where applicable, be adjusted to reflect capital transactions occurring after this General Meeting;
- authorizes the Board of Directors to allocate the difference between the repurchase price of the canceled shares and their nominal value to available share premiums and reserves;
- grants all necessary powers to the Board of Directors to set the terms and conditions, carry out and record the reduction(s) in share capital resulting from the cancellations authorized by this resolution, to make the corresponding accounting entries, to amend the Articles of association accordingly, and more generally, to carry out all necessary formalities;
- resolves that the delegation thus granted to the Board of Directors shall be valid for a period of eighteen (18) months from the date of this General Meeting; and
- acknowledges that this delegation supersedes and renders null and void any prior delegation having the same purpose to the extent of any unused amounts.

Thirty-first resolution

Modification of the Articles of Association taking into account the provision of the Law 2024-537 of 13 June, 2024 known as "Loi Attractivité" and the age limits applicable to the Chairman of the Board, the CEO and Deputy CEO

The General Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the report of the

Board of Directors and the text of the proposed new Article of association, resolves:

- with respect to remote participation in meetings of the Board of Directors:
 - to align the first paragraph of Article 17 of the Company's Articles of association with the provisions of Article L. 22-10-3-1 of the French Commercial Code, as amended by Law No. 2024-537 of 13 June 2024, known as the "Attractiveness Law"; and
 - to amend accordingly, and as follows, the first paragraph of Article 17 of the Company's Articles of association:

Current version	Proposed new version
Directors are convened to Board of Directors' meetings by any means, including verbally. In compliance with legal and regulatory provisions, the internal rules of the Board of Directors may provide that directors participating in the meeting by videoconference or telecommunication means that allow their identification and ensure their effective participation shall be deemed present for the purposes of calculating the quorum and majority.	Directors are convened to meetings of the Board of Directors by any means, including verbally. Directors who participate in the Board meeting by means of telecommunication allowing their identification and ensuring their effective participation shall be deemed present for the purposes of calculating the quorum and majority, in accordance with the applicable legal and regulatory provisions. The internal rules of the Board may, where applicable, provide that certain decisions may not be made during a Board meeting held under such conditions.

- with respect to voting by members of the Board of Directors through written consultation by correspondence:
 - to align Article 17 of the Company's Articles of association with the provisions of Article L. 225-37 of the French Commercial Code, as amended by Law No. 2024-537 of 13 June 2024, known as the "Attractiveness Law"; and, accordingly,
 - to delete and replace the second paragraph of Article 17 of the Company's Articles of association (with the exception of its final sentence, which shall become the new second paragraph of Article 17) with the following paragraphs:

Proposed new version
<p>Resolutions shall be adopted under the quorum and majority conditions provided for by law. In the event of a tie, the chairman of the meeting shall have the casting vote.</p> <p>Written Consultation:</p> <p>At the discretion of the initiator of the consultation, decisions of the Board of Directors may be taken by written consultation, including by electronic means, without any physical meeting of the Board. Any director may object to the use of written consultation. The objection must be notified in writing, including by electronic means, to the initiator of the consultation within two (2) business days following receipt of the request for written consultation. In the event of such objection, the initiator shall promptly inform the other directors and convene a Board meeting. In urgent cases, the initiator may set a shorter objection period.</p> <p>The consultation shall take the form of a draft set of minutes expressly indicating that it is a written consultation, accompanied by all documents necessary for the decision-making process. Each decision submitted shall be presented separately with a voting section (for/against/abstain) and a space for the Director to explain their position.</p> <p>The written consultation request shall include the response deadline, which may not be less than four (4) business days from the date the request is sent, as well as the form of the response, which may be electronic. In urgent cases, the initiator may set a shorter response period, provided it is not shorter than the time allowed for objections.</p> <p>If no response is received within the specified time frame, the Director shall be deemed not to have participated in the consultation and not to have cast a vote.</p> <p>A decision shall be adopted if at least half of the Directors participate in the consultation and by a majority of the votes cast. In the event of a tie, the vote cast by the initiator of the consultation shall be decisive.</p> <p>Voting by Correspondence:</p> <p>Voting by correspondence by members of the Board of Directors is authorized in accordance with the legal and regulatory provisions in force and with the internal rules of the Board of Directors.</p>

- with respect to the ability of the Board of Directors to bring the Articles of association into compliance with legislative and regulatory

provisions without a delegation from the Extraordinary General Meeting:

- noting the provisions of Article L. 225-36 of the French Commercial Code, as amended by Law No. 2024-537 of 13 June 2024, known as the “Attractiveness Law” ;
- to add the following paragraph at the end of Article 13 of the Company’s Articles of association:

Proposed new version
The Board of Directors shall make the necessary amendments to the Articles of association to bring them into compliance with legislative and regulatory provisions, subject to ratification of such amendments by the next Extraordinary General Meeting.

- with respect to the use of telecommunication means for holding General Meetings:
 - to align Article 18.4 of the Company’s Articles of association with the provisions of Article L. 225-103-1 of the French Commercial Code, as amended by Law No. 2024-537 of 13 June 2024, known as the “Attractiveness Law”; and
 - to delete the 2nd, 4th, and 5th paragraphs of Article 21 of the Company’s Articles of association and replace them with the following new 2nd paragraph;

Proposed new version
Shareholders may, if so decided by the Chairman of the Board of Directors in the notice of meeting and/or notice of convocation, participate in and vote at a shareholders' meeting by means of telecommunication allowing their identification, in accordance with the legislative and regulatory provisions in force at the time of its use. Any shareholder participating in a shareholders' meeting by such means shall be deemed present for the purposes of calculating the quorum and majority.

- with respect to the amendment of the age limit applicable to the Chairman of the Board of Directors, the Vice-Chairmen, the Chief Executive Officer, and the Deputy Chief Executive Officer, it is proposed to raise this age limit to 75 for all four positions. It is therefore proposed to:
 - amend the first paragraph of Article 13 of the Company’s Articles of association by increasing the age limit applicable to the Chairman of the Board of Directors from 67 to 75 years. This paragraph shall therefore be amended as follows:

Proposed new version
The Board of Directors shall elect from among its natural person members a Chairman and, if applicable, one or more Vice-Chairmen, whose term of office it shall determine, provided that such term may not exceed the duration of their directorship, nor extend beyond the close of the Ordinary General Meeting called to approve the financial statements for the fiscal year during which they reach the age of seventy-five (75).

- To amend the penultimate paragraph of Article 16 of the Company's Articles of association by raising the age limit applicable to the Chief Executive Officer and the Deputy Chief Executive Officer from 65 to 75 years. This paragraph shall therefore be amended as follows:

Proposed new version
The office of Chief Executive Officer or Deputy Chief Executive Officer may only be entrusted to a person, whether a director or not, provided that such person has not reached the age of seventy-five (75) on the date of the decision appointing or renewing them in office.

The General Meeting resolves that all of these amendments to the Articles of association shall take effect immediately upon the close of this Meeting.

Thirty-second resolution

Powers for formalities

The general meeting, ruling in the presence of a *quorum* and by the majority required for 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.

Summary Report on the Company's situation during the Past fiscal years (2024)

Ladies and Gentlemen,

We have called this Ordinary General Meeting to approve the financial statements for the fiscal year ended December 31, 2024, and to vote on several other resolutions.

This management report, in addition to the topics it is legally obliged to cover, discusses the business and operations of our Company during the fiscal year ended, points out the key events, analyzes the financial statements and provides an outlook for 2025.

Key events and upcoming milestones

Individualized neoantigen therapeutic cancer vaccine (TG4050)

Significant progress has been made with Transgene's **myvac**® individualized cancer vaccine program in 2024:

- Clinical proof of principle data from Phase I part of the Phase I/II trial of **TG4050** in the adjuvant setting of head and neck cancer. All **TG4050**-treated patients remained disease-free after median follow-up of 24.1 months (compared to three relapses in the control arm);
- Phase II part of study launched in June 2024 based on these promising early data.

Positive data from Phase I part:

Transgene and NEC presented promising data from the ongoing randomized Phase I part of the Phase I/II trial (NCT04183166) of the neoantigen individualized therapeutic cancer vaccine, **TG4050**, at AACR 2024 and at SITC 2024 (see poster [here](#)).

In the Phase I part of the trial, all patients who received **TG4050** after successful completion of adjuvant standard of care, remained disease-free and had not relapsed after a median follow-up of 24.1 months, comparing favorably to the observational arm which showed three out of 16 patients had relapsed (data cut-off: end of September 2024). Transgene and Institut Curie also presented compelling immunogenicity data in patients, showing the induction of specific immune responses against selected personalized antigen targets. Additionally, immune responses were shown to be sustained over a 7-month period.

In this trial, primary objectives were safety and tolerability. Feasibility and disease-free survival (DFS) were secondary objectives. Exploratory objectives included immunogenicity and assessment of tumor biomarkers (TMB, PD-L1).

These data provide robust clinical proof of principle for Transgene's lead asset in the adjuvant head and neck cancer setting, a patient population at risk of relapse.

Progress into Phase II part:

Based on the promising Phase I data, the randomized trial has progressed, with the Phase II part having started patient enrollment in June 2024, in collaboration with NEC.

Patient enrollment is progressing at a good pace and completion of randomization is expected in Q4 2025. In this trial, the primary objective is 24-month DFS (disease-free survival).

Upcoming news flow for TG4050 and the myvac® platform:

Transgene's objective for **TG4050** is to extend DFS and reduce the risk of relapse. The Company will present 24-month DFS for all patients in the Phase I part of the Phase I/II trial in Q2 2025. In locally advanced, resectable head and neck cancers, 25% of patients are expected to relapse within 24 months after successful completion of surgery and adjuvant chemoradiotherapy (*Cooper JS et al. NEJM, 2004; DY Lee et al. Head Neck, 2020*).

These updated clinical data combined with innovation in the adjuvant treatment of operable head and neck cancer will be instrumental in determining **TG4050**'s optimal development path towards registration in this indication.

The **myvac**[®] individualized cancer vaccine platform is applicable across a range of solid tumors where a significant unmet medical need remains, despite current and future treatment options, including immunotherapies.

Consequently, Transgene is starting initial preparations for a new Phase I trial in a second undisclosed indication, with the aim to initiate the trial in Q4 2025.

Other viral vector-based assets

Shared antigens cancer vaccine (TG4001)

In October 2024, Transgene announced that its randomized Phase II study evaluating TG4001 in combination with avelumab versus avelumab alone in patients with recurrent or metastatic HPV16-positive cervical and anogenital tumors did not meet its primary objective (improvement in progression-free survival).

However, analysis of a pre-planned subgroup of patients showed a positive efficacy trend in favor of the TG4001 containing regimen in cervical cancer patients.

Transgene is currently evaluating the full clinical and translational study results to determine the best way forward for this program. Clinical data from this trial will be presented at a scientific congress in Q2 2025.

BT-001 (oncolytic virus — intratumoral administration)

The Phase I/IIa trial ([NCT04725331](#)) is ongoing and the last patient in the Phase I part was enrolled in August 2024. In Part A of the trial, patients are given BT-001 as monotherapy, while in Part B, patients are given BT-001 in combination with pembrolizumab. In this part, KEYTRUDA[®] (pembrolizumab) is provided by MSD (Merck & Co). KEYTRUDA[®] is a registered trademark of Merck Sharp & Dohme LLC, a subsidiary of Merck & Co., Inc., Rahway, NJ, USA.

Preliminary data were presented at ESMO 2024 (see press release [here](#)). The data indicated that BT-001 replicated in the tumor without being detectable in blood. As monotherapy and in combination with pembrolizumab, BT-001 was shown to be well tolerated. BT-001 also showed first signs of efficacy with clinical response in two out of six refractory patients, when given in combination with pembrolizumab, with shrinkage of injected and non-injected lesions. Treatment with BT-001 converted “cold” tumors into “hot” ones, and induced T-cell infiltration, as well as PD(L)-1 expression in the tumor microenvironment. Transgene and partner BioInvent are currently analyzing the second cohort of Part B of the Phase I to define the strategy for further development. Updated data is expected to be presented in H2 2025.

TG6050 (oncolytic virus — intravenous administration)

The Phase I *Delivir* trial ([NCT05788926](#)), evaluating TG6050 in patients with advanced non-small cell lung cancer who have failed standard therapeutic options, has completed enrollment.

Initial data from the Phase I trial are expected to be reported in Q2 2025. Transgene will complete the analysis of these data to determine the best way forward for this candidate.

In July 2024, Transgene published preclinical data in the *Journal for ImmunoTherapy of Cancer* (JITC) (see article [here](#)), where the paper on TG6050 won the JITC Best Oncolytic and Local Immunotherapy Paper Award. The study demonstrated that TG6050 induces tumor regression in several “hot” and “cold” mouse tumor models. This antitumor activity was amplified when TG6050 was combined with an immune checkpoint inhibitor.

Transgene's new leadership structure focused on accelerating the development of its innovative immunotherapy portfolio

To drive its ambitious strategic plan centered on the individualized cancer vaccine platform **myvac**[®], Transgene has gathered an expert leadership team.

Transgene's Management Committee comprises the following members:

- Alessandro Riva, Chairman & Chief Executive Officer (CEO);
- Christophe Ancel, Chief Quality Officer & Qualified Pharmacist;
- Maurizio Ceppi, Chief Scientific Officer (CSO) (as of September 2024);
- Emmanuelle Dochy, Chief Medical Officer (CMO) (as of September 2024);
- John Felitti, General Counsel & Corporate Secretary;
- Lucie Larguier, Chief Financial Officer (CFO) (as of March 2024);
- Christelle Schwoerer, Chief Human Resources Officer (as of April 2024);
- Simone Steiner, Chief Technical Officer (CTO) (as of April 2025);
- James Wentworth, Chief Business Officer (CBO) (as of January 2024).

Changes in Financial Position and Shareholders' Equity

As of December 31, 2024, the Company had €16.7 million in available cash, compared to €15.7 million as of December 31, 2023. In addition, Transgene signed a current account advance agreement with TSGH in September 2023 for an amount of €36 million (the "Current Account Advance Agreement"). Transgene had drawn down €12.9 million at the end of 2023. On March 27, 2024, the Company signed an amendment to the Current Account Advance Agreement, increasing its capacity from €36 million to a maximum of €66 million. On August 1, 2024, a portion of the current account advance of approximately €33 million was repaid by offsetting the receivables against the subscription price of a capital increase without preferential subscription rights that was reserved to TSGH.

The financial statements for the 2024 fiscal year, which will be submitted for approval to your Ordinary General Meeting, show a deficit of €34.5 million and negative equity of €3.8 million.

Despite equity amounting to less than half of the share capital, the Extraordinary General Meeting of May 15, 2024, in accordance with the provisions of Article L. 225-248 of the French Commercial Code, voted in favor of maintaining the Company in existence.

Significant events since the financial year-end

On March 27, 2025, the Company signed an amendment to the current account advance with TSGH (Institut Mérieux), bringing the total capacity of that financing facility to €48 million, an increase of €15 million. In addition, the parent company, TSGH, issued a letter of support, confirming its intention to support the Company in the continuation of its activities by providing it, as needed, with the financial support required to meet its commitments. Thanks to this support from TSGH (Institut Mérieux), the Company is financed until the end of April 2026.

Other items

Transactions by senior executives and corporate officers in the Company's securities

None.

Employee interests in the Company's share capital

Employee participation in the share capital is not significant. As of December 31, 2024, the number of shares issued under the plans and held in registered form by employees is estimated at approximately 2% of the share capital. A Company Savings Plan is also available to employees.

Factors likely to have an impact in the event of a public offering

Capital structure: The majority shareholder is TSGH, which owns 69.1% of Transgene. The Company is ultimately controlled by Messrs. Alain and Alexandre Mérieux via Compagnie Mérieux Alliance, which owns 90% of Institut Mérieux, which owns 100% of TSGH.

As part of the share buyback program initially authorized by the general meeting of shareholders on June 8, 2017, and renewed by successive meetings, the Company has established a liquidity agreement. As of December 31, 2024, Transgene held 359,661 of its own shares under this agreement.

The Company has not implemented any statutory or contractual measures that could have an impact in the event of a public offer and is not aware of any agreements between shareholders that could have one.

Information on supplier and client payment terms

Article L. 441-6 paragraph 9 of the French Commercial Code provides that the time agreed upon between the parties for the payment of sums due may not exceed 45 days from the last day of the month or 60 days from the invoice date. Absent an agreement, the maximum period is 30 days from the date of receipt of the merchandise or performance of service.

With regard to Transgene's trade payables invoices that were not paid at the end of the fiscal year, the breakdown by settlement date is as follows:

Maturity	At Dec.31, 2024		At Dec.31, 2023	
	Euros	% of total	Euros	% of total
Past due	1,072,542	52%	172,833	27 %
Between 1 and 30 days	994,994	48%	460,521	73 %
Between 31 and 45 days	1,949	0%	-	-
Between 46 and 60 days	-	-	-	-
Between 61 and 75 days	-	-	-	-
Between 76 and 90 days	-	-	-	-
Between 91 and 105 days	-	-	-	-
Between 106 and 120 days	-	-	-	-
More than 120 days	-	-	-	-
TOTAL	2,069,485	100%	633,354	100 %

SUMMARY OF UNPAID INVOICES RECEIVED AND ISSUED AT THE CLOSING DATE OF THE FINANCIAL YEAR WHICH ARE DUE:

	SUPPLIERS: Unpaid invoices received at the closing date of the financial year which are due					CLIENTS: Unpaid invoices issued at the closing date of the fiscal year which are due				
	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)
(A) LATE PAYMENT TRANCHES										
Number of invoices	76	8	1	1	86	1	-	1	-	2
Total amount of invoices with tax	1,044,972	30,612	252	(3,295)	2,069,484	7,200	-	598	-	7,798
Percentage of the total amount of purchases for the financial year with tax	3.05%	0.09%	0.0%	(0.01)%	3.13%	-	-	-	-	-
Percentage of financial year revenue specify with tax	-	-	-	-	-	0.38%	-	0.03%	-	0.41%
(B) INVOICES EXCLUDING (A) INVOLVING DISPUTED OR NON-RECOGNIZED LIABILITIES AND RECEIVABLES										
Number of invoices	-	-	-	-	-	-	-	-	-	-
(C) REFERENCE PAYMENT PERIODS USED (CONTRACTUAL OR LEGAL PERIODS-ARTICLE L. 441-6 OR ARTICLE L. 443-1 OF THE FRENCH COMMERCIAL CODE)										
Payment terms used to calculate the late payment	Legal terms/sometimes contractual terms					Contractual terms				

Internal control procedures

The Company has implemented operating procedures, in particular related to the control of the commitment of financial and human resources, thereby creating a control environment. As it has evolved, the Company has adjusted its control objectives and methods, in particular to control its cash assets, which are its main financial resource, its key performance risks associated with the management of its projects and strategic partnerships, and, more generally, its compliance with regulatory duties applicable to biotechnology companies and to listed companies.

Internal control objective and definition

Internal control is a Company system, defined and implemented on its own responsibility, which aims to ensure:

- compliance with applicable regulations and laws;
- the application of instructions and guidelines fixed by senior management;
- the proper functioning of the Company's internal processes, particularly those designed to protect its assets;
- the reliability of financial information.

Generally speaking, the Company's internal controls contribute to controlling its activities, the effectiveness of its operations and the efficient use of resources. By contributing to the prevention and control of risks of not achieving the Company's objectives, the internal control system plays a key role in the conduct and management of the Company's various activities. Accordingly, the Company introduced an enhanced control system on the key items of its main risks: liquidity risk and cash conservation, the risk of executing its clinical development plan through tight project management and quality risk through a quality assurance system. However, internal controls cannot provide an absolute guarantee that the Company's objectives will be achieved.

Transgene has adopted the internal control reference framework provided by the AMF for mid- and small-cap companies.

Control environment

Internal control bodies and contributors at Transgene

Board of Directors and its committees

The first part of the report describes the conditions under which the Board of Directors contributes to the optimization of the Company's activities. The Audit Committee reviews the internal control process, specifically with respect to validation of the internal control action plan and the Company's financial communications. In that connection, it familiarizes itself before every interim and annual reporting with the Group's financial statements and the accompanying notes. The independent directors who are physicians or researchers take part in special meetings to monitor the Company's clinical development policy. They act as advisers to the Company's Medical and Regulatory Affairs Department.

Executive Committee

The Executive Committee, chaired by the Chief Executive Officer, meets at least every two weeks by teleconference and every month in person. It comprises eight members representing each of the company's functional and operational departments. Other than tasks related to project management, it considers the Company's operations, monitors all aspects of management in terms of the operating plan and objectives assigned by the Board of Directors, and deliberates on all organizational and operational strategy items placed on the agenda by its members. It conducts quality management reviews twice a year and annually reviews the compliance systems (Sapin II, GDPR, Transparency) implemented by the Company and the mapping of operational and corruption risks

"Project" organization

Transgene's organization is based on functional departments, the coordination of which is ensured *via* a strong "project" strategy. Research programs, products under development and subcontracting are managed by project, headed by a project leader, and are the subject of reports. The project leader is responsible for coordinating, leading, and optimizing the various cross-functional tasks required to ensure the project's success. The project leader prepares a development plan and schedule and provides monthly reports on the milestones achieved and unforeseen

difficulties. A specialized project management committee meets at least monthly to track project management. The committee comprises Executive Committee members and project managers. It provides an opportunity to track all the research and development projects, ensure correct allocation of resources and define priorities where necessary. The Company uses collaborative project management software, which is shared by all departments and whose main functions are:

- consolidated management of the project portfolio;
- detailed project and resource planning;
- tracking the progress of tasks and time spent.

Finance Department

The Finance Department's role is to provide administrative and budgetary support to the line departments, to prepare management analyses for senior management, to enable effective financial decisions and the optimization of resources, and to ensure compliance with financial and accounting regulations, particularly for a publicly traded company. Within this department, the Head of Administration and Finance is charged with implementing and improving accounting and financial procedures, along with overseeing the action plan established after the annual audit.

Corporate Secretary

The Corporate Secretary monitors the legality of the Company's and subsidiaries' activities. He ensures compliance with the laws and regulations in effect and also supervises internal controls and risk management. He is also responsible for compliance and, in this capacity, is assisted by a Compliance Officer who also serves as the Data Protection Officer (DPO).

Control environment in the pharmaceutical industry

Research and development, preclinical tests, clinical trials, facilities and equipment and the manufacture and marketing of therapeutic products are subject to very thorough regulations devised by numerous governmental authorities in France, Europe, the United States, and other countries. The European Medicines Agency (EMA), the French Agence nationale de sécurité du médicament et des produits de santé (ANSM), the Food and Drug Administration (FDA) in the United States and others, require compliance with stringent conditions for the manufacturing, development, and commercialization of products such as those developed by Transgene. Pharmaceutical companies are subject to regular visits by these bodies to identify deficiencies and appropriate remedies.

Such an environment of rigorous controls calls for an internal control system capable of ensuring compliance with standards. This is why the Company has set up, under the authority of the Responsible Pharmacist:

- a Quality Assurance Department, whose purpose is to meet regulatory requirements in terms of the quality and the safety of pharmaceutical products for human use. Thus, the Quality Assurance Department comprises:
 - System Quality, which rolls out, manages, and improves all Quality Assurance processes, handles the quality documentation system, in-house and third-party quality audits, clinical audits of suppliers' Quality Assurance, quality training, as well as checking IT systems and the Company's ongoing compliance with pharmaceutical standards. This entity is also in charge of managing regulatory inspections and partner audits and their follow-up,
 - a group overseeing the quality of clinical operations which audits documents and checks that the procedures have been properly applied in clinical studies. Transgene complies with the rules described in the Good Clinical Practices of the International Conference on Harmonization or national regulations, if the latter are stricter;
- a Quality Research team that integrates the "Quality" system upstream of the product development process, as well as technological experts who liaise with subcontractors for technology transfers.

Control environment within the Institut Mérieux group

Member companies of the Institut Mérieux group have been participating in a comprehensive internal control program coordinated by the Institut Mérieux. Each group company analyzes its risks and approves its own audit program. The audit itself is performed by a cross-functional team of internal auditors from group companies who are specially trained in internal audit techniques. The Company was audited in 2019 and action plans have been monitored since. Specific audits related to the implementation of the Sapin II Law are conducted regularly, including in 2022, 2023, and 2024.

Internal control and risk management procedures

Procedures have been developed and implemented within the Company to ensure that the principal risks are managed internally in compliance with the policies and objectives set by management.

Determination of priority risks and processes

Risk management procedure

In 2024, the Company carried out a renewed comprehensive risk analysis to update its operational risk mapping. This initiative involved all of the Company's department heads, and the final risk map was submitted to the Audit Committee and the Board of Directors. Action plans were launched to mitigate the identified risks.

This process led to the identification of the main risk factors that could significantly affect the Company's operations and outlook. These risks are described in Chapter 2 of its Universal Registration Document.

This risk analysis is updated annually and presented to the Audit Committee.

Operational and financial risks identified by the Company as significant—either due to their likelihood of occurrence or their potential impact—are subject to the following risk management procedures:

Protection of the integrity of strategic scientific, medical, and computerized data; protection of strategic biological materials and equipment

Backup of the Company's strategic data takes place primarily through archiving, duplication, and separate storage procedures. The data is stored with a specialized operator offering a high level of data protection. However, the Company maintained equipment for local backups of the most critical data.

Protection of cash and cash equivalents

Cash and cash equivalents are the Transgene's main financial assets. The controls in place are intended to ensure the proper use and safety of the funds invested, in particular:

- preparation of a detailed budget by section and quarterly budgetary control;
- a cash balance statement;
- determination and monitoring of the investment policy by the Audit Committee.

The Transgene's cash is currently invested in investment funds, either directly or in the Institut Mérieux group cash pool. This cash pool is placed under the supervision of a committee of Group liquidity managers (representing Transgene: the CFO), which meets once a month to study the cash position of the participants (both lenders and borrowers), the yields and the cash pool management decisions. The Audit Committee provides an update on the cash position at each of its meetings.

Reliability of financial and accounting information

To ensure the quality and reliability of the financial and accounting information it prepares, the Company uses a framework of accounting principles and standards as well as a management reporting system that analyzes accounting data along the following lines: by cost center, type of income and expense, and project.

Insurance policy

In order to outsource a portion of the financial expense of operational risks, the Company implements a policy of covering the main insurable risks, for itself and its subsidiaries, with coverage amounts that it believes are compatible with its cash usage requirements.

Managing relations with strategic partners

The Company has entered into licensing and development partnerships for the final development stages of its products, their manufacturing, and their commercialization. In order to maintain the highest level of collaboration with its partners and thus ensure optimum development of the product, a dedicated project leader ensures that the program is run properly, under the supervision of a monitoring committee that meets monthly. In addition, strategic partnerships are under special governance, usually in the form of a joint steering committee that meets regularly, or on an *ad hoc* basis to make key decisions (new strategic directions, new commitments, management of differences, etc.) throughout the life of the agreement.

Internal controls related to the preparation of accounting and financial information

The Company prepares the annual consolidated financial statements under IAS/IFRS, as well as the parent company financial statements for Transgene. The Company prepares interim consolidated financial statements under IAS/IFRS that are given a limited review by the Statutory Auditors. The consolidation process is not especially complex as the 2024 scope of consolidation included Transgene, its wholly owned subsidiaries, Transgene, Inc., whose purpose is representing Transgene before the U.S. health authorities, and Transgene BioPharmaceutical Technology (Shanghai) Co. Ltd. (liquidated in 2024) and Transgene Uk Ltd.

The Registration documents filed every year with the French Financial Markets Authority (AMF) are prepared jointly by the Finance Department and the Corporate Secretary. They are reviewed by the Group's legal counsel and auditors, under the responsibility of the Chief Executive Officer.

The closing of the accounts is performed with the financial IT system ("ERP"). ERP manages procurement and supplies, warehouses, general and analytical accounting, as well as budgetary reporting. It allows for dividing up tasks by means of individual user profiles, while ensuring the integrity of the information. Computerized hierarchical approval procedures for purchases, travel authorizations and expense reports are in place.

ERP provides for the integration and traceability of restatement entries under IAS/IFRS standards, which limits the risk of error.

A list of tasks and controls to be effected by the Accounting Department for each closing ensures the appropriate rollout of closing procedures.

Quarterly reporting is prepared by the Finance Department and presented to the Executive Committee. This report is composed of the various Company and subsidiary activity financial and operational monitoring reports and notably analyzes actual and projected quantitative and qualitative accounting data.

The budgeting process is designed and coordinated during the fourth quarter by the Finance Department in close cooperation with the project managers and operating managers. A managing controller is fully dedicated to the collection and monitoring of financial information relating to projects.

The budget process is based on the validation of project priorities based on the annual portfolio review and on the project management software that ensures financial and human resources are adequate to meet project requirements and schedules. The budget is presented for validation by the Management Committee, which then submits it to the Board of Directors, after it has been reviewed by the Audit Committee. The budget is adjusted every half year and a re-estimate is presented to the Board of Directors during the third quarter.

TABLE OF TRANSGENE FINANCIAL RESULTS OVER THE LAST FIVE FISCAL YEARS

(Articles R. 225-81, R. 225-83 and R. 225-102 of the French Commercial Code)

(in thousands of euros except number of shares and earnings per share)

Category	2020	2021	2022	2023	2024
1. FINANCIAL POSITION AT YEAR-END					
a) Share capital	41,921	48,886	50,102	50,426	66,147
b) Number of shares issued	83,841,334	97,771,334	100,204,071	100,852,742	132,293,932
2. COMPREHENSIVE OPERATING NET INCOME/(LOSS)					
a) Revenue excl. VAT	2,899	9,993	3,126	1,183	35
b) Earnings before taxes, depreciation, and provisions	(27,868)	(23,155)	(34,076)	(34,488)	(40,337)
c) Income tax	6,387	7,057	6,906	6,530	6,127
d) Profit after taxes, depreciation, and provisions	(20,116)	(17,006)	(27,301)	(29,466)	(34,464)
e) Amount of profits distributed	-	-	-	-	-
3. OPERATING INCOME REDUCED TO A SINGLE SHARE					
a) Profit after tax but before amortization, depreciation, and provisions	(0.26)	(0.16)	(0.27)	(0.28)	(0.26)
b) Profit after taxes, depreciation, and provisions	(0.24)	(0.17)	(0.27)	(0.29)	(0.26)
c) Dividend paid per share	-	-	-	-	-
4. STAFF					
a) Number of employees	164	167	167	158	166
b) Total payroll	9,989	10,521	10,343	10,617	11,505
c) Amount paid in social benefits (social security, welfare plans, etc.)	4,788	5,857	5,144	4,879	5,207

AVAILABILITY OF STATUTORY AUDITORS' REPORTS IN ENGLISH

The following Statutory auditors' reports are available on the Company website [Annual General Meeting](#) for consultation:

- Statutory Auditors' Report on the annual financial statements
- Statutory Auditors' Report on the consolidated financial statements
- Statutory Auditors' Special Report on regulated agreements
- Statutory Auditors' Special Report on the issue of ordinary shares or all equity-linked securities with retention and/or waiver of Shareholders' preferential right of subscription
- Statutory Auditors' Special Report on the issue of ordinary shares or all equity-linked securities giving access to the share capital with the waiver of Shareholders' preferential right of subscription
- Statutory Auditors' Special Report on the reduction of share capital
- Statutory Auditors' Special Report on the capital reduction
- Statutory Auditors' Special report on the capital increase with the waiver of Shareholders' preferential right of subscription
- Statutory Auditors' Special Report on the authorization to grant existing or newly issued free shares
- Statutory Auditors' Special Report on the issue of shares and/or securities giving access to the share capital reserved for employees of the company participating in a Company savings plan

PARTICIPATION IN THE GENERAL ASSEMBLY

1. Participation in the Meeting

All shareholders, regardless of the number of shares they own, have the right to participate in the Meeting.

1.1. Prior formalities to be completed to attend the General Meeting

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders must prove ownership of their shares, on the Record Date, i.e. May 13, 2025, at midnight, Paris time (hereinafter: **D-2**), either in the registered share accounts held for the Company by its agent, Société Générale, or in the bearer share accounts held by an authorized intermediary.

For registered shareholders, this registration on D-2 in the registered securities accounts is sufficient to enable them to participate in the Meeting.

For bearer shareholders, this registration of shares must be evidenced by a shareholding certificate **issued by the account holder**, who will thus provide proof of the shareholder's status as holder of the shares. The shareholding certificate is drawn up in the name of the shareholder or on behalf of the non-resident shareholder represented by the registered intermediary. The **account holder** must attach the shareholding certificate to the mail-in ballot or letter of proxy, or to the request for an admission card, and send it to Société Générale.

The shareholder may sell all or part of his shares at any time, however if the settlement of the sale (transfer of ownership) occurs:

- **before D-2 midnight Paris time**, the vote cast by mail, the letter of proxy, the admission card, possibly accompanied by a shareholding certificate, will be invalidated or amended accordingly, as the case may be.
- **after D-2 midnight Paris time** regardless of the method used, it will not be notified by the authorized intermediary or taken into consideration by the Company.

1.2. Methods of participating in the Meeting

The shareholder has the right to participate in the General Meeting:

- either by attending in person,
- voting by post,
- being represented by any natural person or legal entity of its choice,
- or by being represented by the Chairman of the General Meeting.

Any shareholder who has already cast a remote vote, sent a letter of proxy or request an admission card or a shareholding certificate (under the conditions defined in paragraph II of Article R. 22-10-28-85), may no longer choose another method of participation in the Meeting. However, shareholders who have voted remotely (online or using the paper voting form) will no longer be able to vote directly at the Meeting or to be represented by proxy unless otherwise provided in the Articles of Association.

In order to facilitate their participation in the Meeting, the Company offers its shareholders the option to request an admission card, to appoint or revoke a proxy, or vote *via* the secure "Votaccess" website.

The Votaccess site will be open from April 25, 2025, at 9 a.m. to May 14, 2025, at 3 p.m. (Paris time).

In order to avoid any potential congestion on the Votaccess platform, shareholders are strongly recommended not to wait until the day before the General Meeting to enter their instructions.

Only holders of bearer shares whose account-holding institution has joined the Votaccess system and offers them this service for this meeting will be able to access it.

The holder of the bearer shareholder's securities account, who does not belong to Votaccess or subjects access to the site to conditions of use, will indicate to the shareholder how to proceed.

1.2.1. Shareholders wishing to attend the General Meeting in person

Shareholders wishing to attend the General Meeting in person must bring an admission card.

Registered shareholders registered for at least one month on the date of the convening notice will receive the meeting notice accompanied by a single form by post.

They may obtain their admission card either by returning the single form, duly completed and signed, using the prepaid reply envelope attached to the convening notice received by post, or by logging on to the website <https://sharinbox.societegenerale.com> using his Sharinbox access code (reminded on the unique voting form) or his login e-mail (if you have already activated your Sharinbox by SG Markets account), together with the password sent by mail by Société Générale Securities Services when opening the account. He/she must then follow the procedure indicated on the screen.

The admission card will then be sent to the shareholder.

The bearer shareholder, either connects with their usual access codes to the Internet portal of their securities account holder to access the Votaccess site and then follows the procedure indicated on the screen to print their admission card or sends a request for a single form to its securities account holder. In the latter case, if he has not received his admission card by May 13, 2025 (D-2 business days), he must ask his securities account holder to issue a shareholding certificate that will enable him to prove his is shareholder on **D-2** to be admitted to the Meeting.

All requests received no later than May 12, 2025, will be granted. To facilitate their reception, it would nevertheless be desirable for shareholders wishing to attend the Meeting to make their request as soon as possible to receive the card in good time.

1.2.2. Shareholders unable to attend the General Meeting in person

Shareholders who do not personally attend the Meeting may participate remotely i) by giving a proxy, ii) by voting by post, or iii) by voting online.

1.2.2.1. Appointment - Revocation of a proxy

Shareholders who have chosen to be represented by a proxy of their choice may give notice of this appointment or revoke it:

- by post, using the voting form sent, either directly for the **registered shareholders**, using the prepaid reply envelope attached to the convening notice, or by the securities account holder for **bearer shareholders** and received by Société Générale, General Meetings Services, no later than May 12, 2025.

- electronically, by logging in, for **registered shareholders** to the site <https://sharinbox.societegenerale.com>, for **bearer shareholders** on the Internet portal of their securities account holder to access the Votaccess site no later than 3 p.m. (Paris time) on May 14, 2025 (D-1).

Written and signed proxies must indicate the surname, first name and address of the shareholder as well as those of his or her proxy.

The proxy is revoked under the same formal conditions as those used for its appointment.

It is specified that for any letter of proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will cast a vote according to the recommendations of the Board of Directors.

1.2.2.2. Remote voting using the single form

Shareholders who do not attend this meeting in person and wish to vote by post or to be represented by giving a proxy to the Chairman of the Meeting may:

- **for registered shareholders**: return the single postal form or letter of proxy, which will be sent with the convening notice, using the prepaid reply envelope attached to the convening notice.

– **for bearer shareholders**: request this form by letter to the securities account holder. This request must be received no later than six (6) days before the Meeting date, i.e. May 9, 2025.
The single postal form or letter of proxy must be returned to the account holder, who will send it to Société Générale along with a shareholding certificate proving the shareholding on **D-2**.

Shareholders must return their forms so that Société Générale can receive them no later than May 12, 2025.

It is specified that no form received by the Company after this date will be taken into account.

1.2.2.3. Internet voting

Registered shareholders must log on to <https://sharinbox.societegenerale.com> using his Sharinbox access code (reminded on the unique voting form) or his login e-mail (if you have already activated your Sharinbox by SG Markets account), together with the password sent by mail by Société Générale Securities Services when opening the account.

He/she must then follow the procedure indicated on the screen.

Bearer shareholders will connect, using the usual access codes, to the Internet portal of his securities account holder to access the Votaccess site and will follow the procedure indicated on the screen.

Online voting will be open from April 25, 2025, at 9 a.m. to May 14, 2025 (D-1) at 3 p.m. (Paris time). In order to avoid any congestion on the site, shareholders are advised not to wait until the last date to log in.

2. 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* e-mail at the following electronic address: communication@transgene.fr. Requests for registration of points or draft resolutions on the agenda should be sent to the Company no later than April 20, 2025, before 11:59 PM, Paris time.

Requests for the inclusion of an item on the agenda must be justified in writing. Requests for the inclusion of draft resolutions must be accompanied by the text of the resolutions in French, which may be accompanied by a brief explanatory memorandum. When the draft resolution concerns the presentation of a candidate to the Board of Directors, it must be accompanied by the information provided for in 5° of Article R. 225-83 of the Commercial Code.

The authors of the request for the inclusion of items or draft resolutions on the agenda, at the date of their request, prove that they possess or represent the fraction of the capital required by the entry of the corresponding securities whether in the registered securities accounts kept by Société Générale, the Company's agent, or in the bearer securities accounts kept 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 the items or draft resolutions submitted by the shareholders under the regulatory conditions is subject to the transmission by the authors of the request of a new certificate justifying the accounting registration of the securities on the second stock market business day preceding the date of the General Meeting, i.e. May 13, 2025, at midnight (Paris time).

3. Written questions

In accordance with Article R. 225-84 of the French Commercial Code, any shareholder may submit written questions from the date of this announcement until May 9, 2025, i.e. four trading days before the date of the General Meeting. These questions should be sent in French to the attention of the Chairman of the Board of Directors by email at the following email address: communication@transgene.fr. 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.

4. Documents provided to shareholders

Shareholders may obtain, within the time limits and under the conditions of Article R. 225-88 of the French Commercial Code, the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code by email request to the following Company email address: communication@transgene.fr. As applicable, the shareholder

must mention his electronic address in his request. The documents referred to in Article R. 225-83 of the Commercial Code will also be made available to shareholders at the Company's registered office.

All of the related information and documents mentioned in Article R. 22-10-23 of the French Commercial Code may also be consulted, at the latest from the twenty-first day preceding the General Meeting, i.e. April 24, 2025, on the Company's website www.transgene.fr under "Investors - General Meeting".

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 Labor Management Committee.

5. Broadcast of the General Meeting

In accordance with Article R. 22-10-29-1 of the French Commercial Code, the General Meeting will be broadcast live in its entirety via audiovisual means, accessible on the Company's website at the following address: <http://www.transgene.fr>

A recording of the General Meeting will be available on the Company's website.

Un enregistrement de l'Assemblée Générale sera consultable sur le site Internet de la Société.

The Board of Directors

HOW TO FILL OUT YOUR VOTING INSTRUCTION FORM?

A

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

transgene

400 Boulevard Gonthier d'Aernach
67400 Illkirch-Graffenstaden

Au capital de 66 146 966 euros
317 540 581 R.C.S. STRASBOURG

**ASSEMBLÉE GÉNÉRALE
ORDINAIRE ET EXTRAORDINAIRE
du 15 mai 2025 à 10h00**

Au siège social
400 Boulevard Gonthier d'Aernach
67400 Illkirch-Graffenstaden

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account	Nominatif / Registered Porteur / Bearer Nombre de voix - Number of voting rights	Vote simple / Single vote
Nombre d'actions / Number of shares		Vote double / Double vote

B

B'

☐ **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". // I vote YES at the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abst.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>

☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)

HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

☐ **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée / **HEREBY APPOINT:** See reverse (4) to represent me at the above mentioned Meeting

Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné afin d'être prises en compte). Cf. au verso (1)
 Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

C

D

E

B''

Date & Signature

à la banque / to the bank 12 mai 2025

sur 1^{ère} convocation / on 1st notification

sur 2^{ème} convocation / on 2nd notification

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »
 « If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the president / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting »

Z - DATE and SIGN, no matter the option

This form must be sent in the attached "free reply" envelope for receipt no later than Friday, May 9, 2025, at 11:59 p.m. (Paris time).

A

If you want to attend the meeting in person:

- shade box **A** ;
- date and sign box **Z** at the bottom of the form.

B

If you chose to vote by post

- Shade box **B** « *I vote by post* »
- The numbered boxes correspond to the numbered resolutions as proposed or approved by the Board and reproduced in this Notice of meeting ;
 - To vote **YES** to the resolutions, leave the corresponding boxes blank ;
 - to vote **NO or abstain** (which counts as a "no" vote) on any of the resolutions, shade the corresponding box
- Date and sign box **Z** at the bottom of the form.

B'

This box is used only to vote on resolutions submitted by shareholders and not approved by the Board: to vote, shade the relevant box.

B''

This box is used for amendments or new resolutions submitted during the meeting. to vote, shade the box for whichever option you choose. If no box is checked, your vote counts as "against" such amendments or resolutions.

C

If you want to give your proxy to the Chairman of the Meeting:

- shade box **C** "I hereby give my proxy to the Chairman of the General Meeting";
- date and sign box **Z** at the bottom of the form

D

If you want to appoint a physical person or legal entity of your choice to act as your proxy:

- shade box **D** "I hereby appoint";
- indicate in box **D** the name, the first name and address of your proxy;
- date and sign box **Z** at the bottom of the form.

E

Please indicate here your surname, first name and address:

- if this information is pre-printed on your form, please check it and correct it if necessary,
- if the person signing the form is not the shareholder, he/she must give his/her surname, first name and address, and indicate the capacity in which he/she is signing (e.g. trustee, guardian, etc.).

Z

All shareholders must date and sign this box.

REQUEST OF MAILING OF DOCUMENTS

Regarding the General Shareholders' Meeting of May, 15, 2025

TRANSGENE

I undersigned:

Last name: _____

First name: _____

Postal address: _____

Email Address: _____

Owner of _____ registered shares of Transgene

and _____ bearer shares of Transgene

- acknowledge the receipt of the documents relating to the aforementioned General Meeting and referred to in Article R. 225-81 of the French Commercial Code,
- request that are sent to me, at the above-mentioned address, the information and documentation stated by the Articles R. 225-81 and R.225-83 of the French Commercial Code, relating to the concerning General Meeting of May 15, 2025. (In the absence of further instructions, the documents will be forwarded by email).

If applicable*: I would like to receive future mailings of documents at the following email address: _____.

Place of signature: _____

Date: _____ 2025

Signature: _____

* In accordance with Section R. 225-88 paragraph 3 of the French Commercial Code, shareholders holding registered shares may, by a single request, obtain from the Company the sending of the documents and information covered by Articles R. 225-81 and R. 225-83 of the French Commercial Code, at each of the subsequent general meetings.

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