

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.