

TRANSGENE

ARTICLES OF ASSOCIATION

TITLE I

CORPORATE PURPOSE - COMPANY NAME - REGISTERED OFFICE - DURATION

Article 1

A limited company will be formed between the owners of the shares created below and those that may be created subsequently: it will be governed by the legal and regulatory provisions in force and by these Articles of Association.

Article 2

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

- consists of all research, development, studies for the refinement of production processes and marketing, preclinical and clinical development, production and marketing of all products and processes in the areas of bioindustry, biotechnology and, more specifically, genetic engineering, principally for the purpose of experimenting, developing and exploiting medications for human and veterinary medicine, and generally the application of all sciences and techniques that might add to the development of said products and processes;
- the creation, acquisition, by any means and the operation in any form of any company connected directly or indirectly with these activities, as well as investment by any means in such companies;
- group financing activities;
- the supply of all types of support to companies that belong to the Group of companies to which the Company belongs;
- and more broadly, all commercial, industrial, securities, property and financial transactions involving any kind of asset that might relate directly or indirectly to the foregoing purpose or that might lead to its achievement, expansion or development.

Article 3

The company takes the name:

“TRANSGENE”

In all acts and documents issued by the Company and intended for third parties, the company name must always be preceded or immediately followed by the words “société anonyme” or the initials “SA” and the statement of the share capital.

Article 4

The registered office is located at Illkirch-Graffenstaden (67400), Boulevard Gonthier d’Andernach.

Article 5

Except in the case of early dissolution or extension decided by the Extraordinary General Shareholders’ Meeting, the Company’s duration is set at 99 years from the date of its registration in the Trade and Companies Register.

TITLE II

SHARE CAPITAL - SHARES - PAYMENTS

Article 6

The share capital is €50,426,371; it is divided into 100,852,742 shares with a nominal value of €0.5 each, all of the same category, subscribed in cash and fully paid up.

Article 7

Shares are registered or bearer shares, at the shareholder’s discretion. They give rise to registration in accordance with legal and regulatory conditions.

The Company keeps itself informed of the composition of its shareholding structure under the conditions provided for by law.

Shares and other securities may be sold freely under the legal and regulatory conditions, regardless of whether the security in question is registered or bearer.

Article 8

Each share entitles its holder to a share in the Company’s profits (losses) and assets in proportion to the percentage of capital it represents.

In addition, it gives the right to vote and to be represented at General Meetings under the legal and statutory conditions. Double voting rights are allocated to all fully paid-up registered shares held in the name of the same holder for at least three years. In the event of a capital increase by incorporation of reserves, profits or issue premiums, double voting rights will be granted upon their issuance to new shares allocated free of charge to a shareholder in respect of old shares for which he or she already has this right, provided that these new shares remain registered.

Shareholders are liable up to the nominal amount of the shares they own. Beyond that, any call for funds is prohibited.

The rights and obligations follow the share regardless of the holder.

Ownership of a share automatically entails acceptance of the Company’s Articles of Association and the decisions of the General Meeting.

Whenever it is necessary to own a certain number of shares in order to exercise a right, it is up to the owners who do not have this number to make the required grouping of shares.

Article 9

The shares are indivisible vis-à-vis the Company, which recognizes only one owner for one share; all co-owners of a share are therefore required to be represented to the Company by one and the same person.

Unless otherwise agreed, the usufructuaries of shares validly represent the bare owners with regard to the Company; however, the right to vote belongs to the beneficial owner in Ordinary General Meetings and to the bare owner in Extraordinary General Meetings.

Article 10

The share capital may be increased or reduced by any means and in any manner authorized by law.

TITLE III

COMPANY MANAGEMENT

Article 11

The Company is managed by a Board of Directors composed of at least three and no more than fifteen members, subject to applicable regulatory and legal exemptions.

The directors are appointed for a period of three years. The renewal of the terms of office is carried out on a staggered basis, to ensure that the number of terms of Board members expiring is as regular as possible each year. For this reason and exceptionally, the Ordinary General Meeting may appoint a director for a term of one (1), two (2) or four (4) years.

Their position ends at the end of the Ordinary General Meeting approving the financial statements for the prior year, which is held during the year in which their term expires. The terms of office of the current directors will be extended accordingly to correspond to the new term in force.

The directors may be re-elected and may be revoked by the General Meeting at any time. In the event of a vacancy in one or more seats, the Board may, under the conditions laid down by law, make provisional appointments by co-option; the directors thus appointed shall remain in office only for the remainder of their predecessor's term of office; their appointment must be ratified by the next Ordinary General Meeting.

Article 12

The Board of Directors elects from among its members who are individuals a Chairman and, possibly, one or more Vice-Presidents, and sets their term of office so that it does not exceed their term of office as a director, nor the time remaining from their appointment to the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year in which the Chairman reaches 67 years of age.

However, the Board may exceptionally extend the term of office of the Chairman and the Vice-President(s), on a fiscal year-by-fiscal-year basis, but such extension shall not exceed two fiscal years.

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

The Board of Directors meets as often as the interests of the Company requires when convened by its Chairman. In addition, if the Board has not met for more than two months, the directors constituting at least one third of the members of the Board may ask the Chairman to convene a specific agenda.

When the functions of Chairman and Chief Executive Officer are separate, the Chief Executive Officer may ask the Chairman to convene a Board meeting on a specific agenda.

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

Article 13

The Board of Directors determines the Company's business strategies and ensures their implementation, in accordance with its corporate interests, taking into consideration the social and environmental challenges of its activity. Subject to the powers expressly granted to General Shareholders' Meetings and within the limits of the corporate purpose, he deals with any issue affecting the smooth operations of the Company and settles the matters that concern it through its deliberations.

In relations with third parties, the Company is bound even by the acts of the Board of Directors that do not fall within the scope of the corporate purpose, unless it proves that the third party was aware that the act exceeded this purpose or that he could not ignore it given the circumstances, it being excluded that the publication of the Articles of Association alone would be sufficient to constitute this proof.

The Board of Directors proceeds with the controls and verifications it deems appropriate. The Company's Chairman or Chief Executive Officer is required to provide each director with all the documents and information necessary for the performance of their duties.

Article 14

A fixed annual sum may be allocated to directors as compensation for their activities, the amount of which, included in operating expenses, is determined by the Ordinary General Meeting and remains in place until such time as this meeting decides otherwise.

The Board of Directors distributes this compensation among its members in the proportions it deems appropriate.

Article 15

The Chairman of the Board of Directors organizes and directs the work of the Board and reports on it to the General Meeting. He ensures the proper operations of the Company's bodies, and, specifically, that the directors are capable of fulfilling their duties.

The Board appoints a committee, acting under its responsibility, to monitor issues relating to the preparation and control of accounting and financial information, under the conditions provided for by law. The Board may appoint one or more other committees to review matters referred to them by the Board or the Chairman.

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

Article 16

The Company's general management is carried out, under its responsibility, either by the Chairman of the Board of Directors or by another natural person appointed by the Board of Directors and bearing the title of Chief Executive Officer.

The Board of Directors chooses between the two methods of performing the general management of the company by a majority of the directors present or represented. Decisions relating to this choice are made in accordance with these Articles of Association only at the time of the appointment or renewal of the term of office of the Chairman or the Chief Executive Officer and remain valid until the expiry of the first of these.

In accordance with Article L. 225-51-1 of the Commercial Code, if the Board decides not to separate the functions of Chairman and Chief Executive Officer, the Chairman assumes the general management of the Company under his or her responsibility; in this case, the legal, regulatory or statutory provisions relating to the Chief Executive Officer are applicable to him and he takes the title of Chairman and Chief Executive Officer.

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

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

The number of Deputy CEOs may not exceed five.

If they are directors of the Company, the Chief Executive Officer and Deputy CEOs may not be appointed for longer than their terms as directors.

The term of office of Chief Executive Officer or Deputy CEO may only be conferred on a person, whether a director or not, if that person has not reached the age of sixty-five (65) on the day of the decision appointing or renewing him/her.

The compensation of the Chairman of the Board of Directors, the Chief Executive Officer and, where applicable, the Deputy CEOs are set by the Board of Directors. They can be fixed or both fixed and proportional.

Article 17

The directors are invited to the meetings of the Board by any means, including verbally. The internal rules of the Board of Directors may state that the directors who participate in the Board meeting by videoconference or telecommunication enabling their identification and ensuring their effective participation are deemed to be present for the purposes of calculating the quorum and majority.

In accordance with Article L. 225-37 of the Commercial Code, the decisions falling within the powers of the Board of Directors provided for in Article L. 225-24, the last paragraph of Article L. 225-35, in the second paragraph of Article L. 225-36 and in I of Article L. 225-103 as well as decisions to transfer the registered office in the same department may be taken by written consultation of the directors. Deliberations take place in quorum and majority conditions set out by law. In the event of a tie, the chairman of the meeting shall have the casting vote.

A director may give his or her proxy to another director to represent him or her at a Board of Directors' meeting.

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

Article 18

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

To this end, the Responsible Pharmacist has all the powers necessary to carry out, in the context of the Company's activities, all the missions provided for in Article R. 5124-36 of the Public Health Code.

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

Article 19 - Non-voting Directors

The Ordinary General Meeting may appoint non-voting members from among the shareholders or outside them. The number of non-voting members may not exceed two.

Non-voting members are appointed for a term of two (2) years. Their assignment ends at the end of the General Shareholders' Meeting called to approve the financial statements for the past fiscal year and held in the year in which their term of office expires. Non-voting members may have their positions renewed. They may be dismissed at any time without compensation, by decision of the General Shareholders' Meeting.

The duties of non-voting members are free of charge. Non-voting members may receive compensation set by the Board of Directors to reimburse expenses incurred in the normal performance of their duties. If the Board delegates a specific assignment to the non-voting members or to one of them, it may allocate to them, in addition to a budget to complete it, compensation commensurate with the importance of the assignment entrusted.

Non-voting members are convened to all meetings of the Board of Directors and all General Meetings and take part in the deliberations in an advisory capacity.

Non-voting members have a general and permanent advisory and supervisory role for the Company. However, they may not, under any circumstances, interfere in the management of the Company, or generally take the place of its legal bodies.

In the performance of their duties, non-voting members may in particular:

- report observations to the Board of Directors,
- ask to be informed, at the Company's registered office, of all corporate books, registers and documents,
- solicit and collect all information useful for their assignment from the Company's general management and Statutory Auditor(s),

– be required, at the request of the Board of Directors, to present a report on a specific issue to the General Meeting.

TITLE IV

COMPANY AUDIT

Article 20

The Ordinary General Meeting appoints one or more Statutory Auditors who meet the conditions set by law and regulations.

TITLE V

GENERAL SHAREHOLDERS' MEETINGS

Article 21

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

The right to take part in General Meetings is defined and justified in accordance with the provisions of Article R. 225-85 of the Commercial Code.

For the calculation of the quorum and majority, if applicable, shareholders taking part in the meeting by videoconference or by means of telecommunications under the applicable legal and regulatory conditions, and as stipulated below, are deemed present.

Each shareholder may vote by mail or give a letter of proxy subject to the conditions stipulated by current regulations, and in particular using a form prepared and received by the Company under the conditions set by law and the regulations.

Any shareholder may also, if the Board of Directors so decides at the time the meeting is convened, take part in and vote in meetings by videoconference or by any other means of telecommunication allowing his/her identification under the conditions and according to the modalities set by the current legal and regulatory provisions. The Board of Directors' decision to use telecommunications or videoconferencing technology will be published in the meeting notice or convening notice.

The electronic form can be entered and signed directly on a dedicated website using a code provided prior to the meeting. The letter of proxy or vote expressed before the General Meeting by electronic means, as well as the acknowledgment given, will be considered as irrevocable written instructions enforceable on all parties, it being stated that if a transfer of ownership of the shares takes place before the legal deadline for the registration of the securities, the Company shall invalidate or amend, as the case may be, proxies or votes expressed before such date and time.

General Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by a Vice-President or by a director appointed for that purpose by the Board of Directors. Failing this, the meeting elects its own Chairman.

Minutes of General Meetings are prepared and copies certified and delivered pursuant to the terms of the law. The Meeting Secretary is authorized to certify the copies and excerpts of General Meeting minutes.

TITLE VI

PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

Article 22

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

Regular accounting of corporate transactions is carried out, in accordance with the law.

At the end of each fiscal year, the Board of Directors approves the Company's financial statements, including in particular the balance sheet, the income statement and the notes supplementing and commenting on the information given in these documents.

The Board of Directors presents the consolidated financial statements to the General Meeting at the same time as its report and the separate financial statements. The meeting deliberates and rules on all matters relating to the annual and consolidated financial statements for the past fiscal year.

Article 23

The income statement, which summarizes the income and expenses for the fiscal year, shows the profit for the fiscal year by difference, after deduction of depreciation, amortization and provisions.

At least 5% of the profit for the fiscal year less any previous losses, shall be deducted from the profit (loss) for the fiscal year to constitute the reserve fund prescribed by law, until this fund has reached one tenth of the share capital, this deduction is resumed when, for any reason, this reserve fund falls below this one tenth.

The distributable profit consists of the profit (loss) for the fiscal year, less previous losses, as well as the sums to be carried in reserve in application of the law or the Articles of Association, and increased by the profit carried forward.

The Ordinary General Meeting may deduct from the distributable profit all sums that it deems appropriate to set, either to be carried forward to the following fiscal year, or to be paid into one or more optional, ordinary or extraordinary reserve funds, with or without special allocation.

The balance of the distributable profit, if any, plus any sums decided by the meeting to be deducted from the optional reserves for distribution, is allocated to the shareholders.

Dividends are deducted by priority from the profit (loss) for the fiscal year.

Except in the event of a reduction in share capital, no distribution may be made to shareholders when the shareholders' equity is or would become, as a result of such distribution, less than the amount of the share capital plus reserves that the law or the Articles of Association do not allow to be distributed.

TITLE VII

DISSOLUTION - LIQUIDATION

Article 24

When the Company is dissolved, one or more liquidators are appointed by the General Shareholders' Meeting, subject to the quorum and majority conditions stipulated for Ordinary General Meetings.

The liquidator represents the company. It is vested with the broadest powers to realize the asset, even amicably. It is authorized to pay creditors and distribute the available balance.

The General Shareholders' Meeting may authorize it to continue its business or to initiate new business for the purposes of liquidation.

Shareholders' equity remaining after redemption of the nominal value of the shares is shared among the shareholders proportionate to their shareholding.

TITLE VIII

DISPUTES

Article 25

Any disputes that may arise during the life of the company or its liquidation, either between the shareholders and the Company, or between the shareholders themselves, concerning the Company's business, are judged in accordance with the law and submitted to the jurisdiction of the competent French courts.