TRANSGENE –
ARTICLES OF ASSOCIATION

TITLE I – NAME – PURPOSE – REGISTERED OFFICE – DURATION

Article 1 – Form

A public limited company (société anonyme) is hereby formed between the owners of the shares created hereinafter and those that may be created in the future. It shall be governed by the applicable legal and regulatory provisions and by these articles of association.

Article 2 – Purpose

The company's purpose, in France and abroad, on its own behalf or on behalf of third parties, is to:

- Conduct research, development, and studies for the development of production processes and commercialization, including preclinical and clinical development, production, and marketing of all products and processes in the fields of bio-industries, biotechnologies, and more specifically genetic engineering, particularly for the purpose of experimenting with, developing, and exploiting or having exploited medicines for human and veterinary use;

- Implement all sciences and techniques that may contribute to the development of such products and processes;

- Create or acquire, by any means, and operate, in any form, any companies directly or indirectly related to these activities, and acquire interests in such companies by any means;

- Carry out group financing activities;

- Provide any type of assistance to companies within the group to which the company belongs;

- And more generally, carry out any commercial, industrial, movable, immovable, or financial operations directly or indirectly related to the above purpose or likely to facilitate its achievement, extension, or development.

Article 3 – Name

The company shall be named: "TRANSGENE"

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

Article 4 – Registered Office

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

Article 5 – Duration

Unless dissolved early or extended by decision of the extraordinary general meeting of shareholders, the company shall exist for 99 years from the date of its registration with the Trade and Companies Register.

TITLE II – SHARE CAPITAL – SHARES – PAYMENTS

Article 6 – Share Capital

The share capital is €83,567,983.20, divided into 278,559,944 shares with a nominal value of €0.30 each, all of the same category, subscribed in cash and fully paid up.

Article 7 – Shares

Shares may be registered or bearer, at the shareholder’s choice. They are recorded in accordance with legal and regulatory provisions.

The company is informed of its shareholder structure under the conditions provided by law.

The transfer of shares and other securities is free and carried out in accordance with legal and regulatory provisions, whether the securities are registered or bearer.

Article 8 – Rights Attached to Shares

Each share entitles its holder to a share in the profits and assets of the company proportional to the portion of capital it represents.

It also entitles the holder to vote and be represented at general meetings under legal and statutory conditions.

A double voting right is granted to all fully paid registered shares held in the name of the same shareholder for at least three years. In the event of a capital increase by incorporation of reserves, profits, or premiums, the double voting right is granted immediately to new shares allocated free of charge to a shareholder in respect of old shares already benefiting from this right, provided the new shares remain registered.

Shareholders are liable only up to the nominal value of their shares. No further calls for funds may be made.

Rights and obligations follow the share regardless of the holder.

Ownership of a share implies full acceptance of the articles of association and decisions of the general meeting.

Whenever a certain number of shares is required to exercise a right, shareholders who do not hold the required number must arrange to group their shares accordingly.

Article 9 – Indivisibility of Shares

Shares are indivisible with respect to the company, which recognizes only one owner per share. Co-owners must be represented by a single person.

Unless otherwise agreed, usufructuaries validly represent bare owners with respect to the company; however, the voting right belongs to the usufructuary at ordinary general meetings and to the bare owner at extraordinary general meetings.

Article 10 – Capital Changes

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

TITLE III – CORPORATE GOVERNANCE

Article 11 – Board of Directors

The company is managed by a Board of Directors composed of at least three (3) and no more than fifteen (15) members, subject to applicable legal and regulatory exceptions. Directors are appointed for a term of three (3) years. Their terms are staggered to ensure regular renewal of the Board. To this end, the Ordinary General Meeting may exceptionally appoint a director for a term of one (1), two (2), or four (4) years. Their term ends at the close of the Ordinary General Meeting held during the year in which their term expires. Current terms will be extended accordingly to align with the new duration. Directors may be re-elected and may be dismissed at any time by the General Meeting. In the event of a vacancy, the Board may provisionally appoint a replacement by co-optation, subject to ratification by the next Ordinary General Meeting. The new director serves for the remainder of the predecessor's term.

Article 12 – Chairman and Meetings

The Board elects a Chairman from among its individual members and may also appoint one or more Vice-Chairmen. Their term cannot exceed their directorship or extend beyond the General Meeting following the year in which they turn 75. Exceptionally, the Board may extend the Chairman's or Vice-Chairmen's term by up to two fiscal years. In the

Chairman's absence, a session chair is appointed from among the Vice-Chairmen or, failing that, from among the directors. The Board meets as often as required, upon the Chairman's call. If the Board has not met for over two months, at least one-third of the directors may request a meeting. When the roles of Chairman and CEO are separate, the CEO may also request a meeting. The Board may appoint a secretary, whether or not a shareholder or director.

Article 13 – Powers of the Board

The Board determines the company's strategic direction and ensures its implementation, considering social and environmental issues. It handles all matters concerning the company's operations, except those reserved for shareholders. The company is bound by Board actions even if they exceed the corporate purpose, unless the third party knew or could not have been unaware of the overreach. The Board conducts any checks or audits it deems necessary. The Chairman or CEO must provide all documents and information needed by directors. The Board may amend the articles to comply with legal changes, subject to ratification by the next Extraordinary General Meeting.

Article 14 – Directors' Remuneration

Directors may receive a fixed annual remuneration, charged to operating expenses, as determined by the Ordinary General Meeting. The Board allocates this remuneration among its members as it sees fit.

Article 15 – Chairman's Role and Committees

The Chairman organizes and leads Board meetings and ensures the proper functioning of the company's governance. The Board appoints a committee to oversee financial and accounting matters and may create other committees for specific issues. The Board may delegate special mandates to directors or third parties, with or without substitution rights, and determine their compensation. If a paid mandate is given to a director, Articles L. 225-38 et seq. of the French Commercial Code apply.

Article 16 – Executive Management

Executive management is handled either by the Chairman or by another individual appointed as CEO by the Board. The Board chooses the management structure by majority vote during the appointment or renewal of the Chairman or CEO. If the roles are combined, the Chairman becomes CEO and assumes all related powers. If the roles are separated, the CEO has the broadest powers to act on behalf of the company within the corporate purpose. The Board may appoint up to five Deputy CEOs to assist the CEO. Their term cannot exceed their directorship, and they must be under 75 at the time of appointment. The Board sets the remuneration of the Chairman, CEO, and Deputy CEOs, which may be fixed or partly variable.

Article 17 – Board Meetings and Voting

Directors may be convened by any means, including verbally. Directors participating via telecommunication are considered present for quorum and majority purposes. The Board may decide that certain decisions cannot be made remotely. Decisions are made by majority vote; the session chair has the casting vote in case of a tie. Written consultation is allowed, including electronically. Any director may object within two business days. The consultation includes a draft resolution, supporting documents, and a response form. The response deadline must be at least four business days unless urgency justifies a shorter period. A decision is valid if at least half the directors participate and a majority approves. Proxy voting and correspondence voting are permitted. Minutes are prepared and certified according to the law.

Article 18 – Responsible Pharmacist

A pharmacist registered in Table "B" of the Order is responsible for ensuring compliance with pharmaceutical laws and regulations. They have all necessary powers to fulfill their duties under Article R.5124-36 of the French Public Health Code. In case of conflict with the Chairman, the Board arbitrates but cannot impose decisions that would violate the law or endanger the pharmacist's liability.

Article 19 – Censors

The Ordinary General Meeting may appoint up to two censors, shareholders or not, for a two-year term. They may be reappointed and dismissed at any time without compensation. Their role is advisory and unpaid, though expenses may be reimbursed. They attend Board meetings and shareholder meetings with a consultative voice. They may: Make observations to the Board; Review company records; Request information from management and auditors; Present reports to the General Meeting upon request.

TITLE IV – COMPANY AUDIT

Article 20 – Statutory Auditors

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

TITLE V – GENERAL MEETINGS

Article 21 – General Meeting Procedures

General meetings are convened and held in accordance with legal provisions. Meetings take place either at the registered office or at another location specified in the notice of meeting. The right to participate in general meetings is defined and justified in accordance with Article R. 22-10-28 of the French Commercial Code. Shareholders may, by decision of the Chairman of the Board of Directors in the notice of meeting and/or convocation, participate and vote in a shareholders' meeting by telecommunication means allowing their

identification, in accordance with applicable legal and regulatory provisions. Any shareholder participating in a meeting by such means is deemed present for quorum and majority purposes. Each shareholder may vote by correspondence or grant proxy in accordance with applicable laws and regulations, using a form prepared and received by the company under the conditions set by law. Meetings are chaired by the Chairman of the Board or, in their absence, by a Vice-Chairman or a director specially appointed by the Board. Failing that, the meeting elects its own chair. Minutes of meetings are drawn up and certified in accordance with the law. The secretary of the meeting is authorized to certify copies and extracts of the minutes.

TITLE VI – ANNUAL AND CONSOLIDATED ACCOUNTS

Article 22 – Fiscal Year and Accounts

The fiscal year begins on January 1 and ends on December 31. The company keeps regular accounts of its operations in accordance with the law. At the end of each fiscal year, the Board of Directors prepares the company's financial statements, including the balance sheet, income statement, and notes. The Board also presents the consolidated accounts to the General Meeting along with its report. The General Meeting deliberates and decides on all matters relating to the annual and consolidated accounts.

Article 23 – Allocation of Profits

The income statement summarizes the income and expenses of the fiscal year and shows the net profit after deducting depreciation and provisions. From the net profit, after deducting any prior losses, at least 5% is allocated to the legal reserve until it reaches one-tenth of the share capital. This allocation resumes if the reserve falls below that threshold. Distributable profit consists of the net profit, minus prior losses and legal/statutory reserves, plus any retained earnings. The Ordinary General Meeting may allocate any portion of the distributable profit to retained earnings or to one or more optional reserves. The remaining distributable profit, if any, plus any amounts drawn from optional reserves for distribution, is allocated to shareholders. Dividends are paid from the current year's profit. No distribution may be made if, after such distribution, the company's equity would fall below the share capital plus non-distributable reserves.

TITLE VII – DISSOLUTION – LIQUIDATION

Article 24 – Liquidation

Upon dissolution, one or more liquidators are appointed by the General Meeting under the quorum and majority conditions applicable to Ordinary General Meetings. The liquidator represents the company and has full powers to realize the assets, even amicably, pay creditors, and distribute the remaining balance. The General Meeting may authorize the continuation of ongoing business or the initiation of new business for liquidation purposes. Any remaining equity after repayment of the nominal value of shares is distributed among shareholders in proportion to their shareholding.

TITLE VIII – DISPUTES

Article 25 – Jurisdiction

Any disputes arising during the company's existence or its liquidation, whether between shareholders and the company or among shareholders themselves, relating to corporate matters, shall be resolved in accordance with the law and submitted to the jurisdiction of the competent French courts.