December 02, 2025

GLOBAL CHARTER OF THE BOARD OF DIRECTORS

transgene

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OF THE BOARD OF DIRECTORS

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English translation of the French version of
The Board's Charter (02-12-2025)

PREAMBLE

This Charter sets out the modus operandi of the Board of Directors (hereinafter referred to as the Board) of Transgene (hereinafter referred to as the Company) as well as, the rights and obligations of its Directors and the rules of conduct applicable to them.

As such the Charter is intended to complement the legal, regulatory, and statutory rules and those under the Articles of Association to state accurately the practical modus operandi of the Board of Directors.

The Board's actions are carried out within the framework of the MiddleNext Code in its 2021 version (hereinafter, the Corporate Governance Code).

The latest updates to the Charter were approved by the Board of Directors on December 2, 2025.

CODE OF CONDUCT

The Board collectively and individually represents all the shareholders, and their mission must be carried out, in all circumstances, in the best interests of the Company. Each Director shall perform his/her duties with independence, loyalty, and professionalism. They shall act in all circumstances in accordance with the principles set out below:

- **Compliance with regulatory texts and the Articles of Association:** Before accepting his or her appointment, each Director must familiarise himself or herself with the laws and regulations relating to his or her office, as well as with the rules specific to the Company as derived from its Articles of Association and the Charter of the Board of Directors.

- **Multiple offices:** Holding multiple offices in publicly listed companies is regulated in order to allow their directors to devote the necessary time to the exercise of their functions. Thus, each Director complies during and in case of renewal of his term as director, with the provisions in force (which are detailed in the Appendix to these Rules) concerning the rules applicable to holding multiple offices.

- **Conflict of interest**: Each Director shall strive to avoid any conflict that may exist between his moral and material interests and those of the Company. Each Director must inform the Chairman of the Board (hereinafter, the Chairman) and the Board as soon as he or she becomes aware of any potential conflict of interest (customer, supplier, competitor, consultant, etc.) or actual conflict of interest (other offices) with his or her obligations to the Company. He or she must refrain from participating in the discussions and in any decision on the topics concerned. Each Director shall consult with the Chairman of the Board in order to seek solutions before engaging in any activity or accepting any duty or position that he or she believes may create an actual or potential conflict of interest. The Board shall conduct at least once a year a review of conflicts of interest among the members of the Company's Board by requesting Directors complete, amend, and update the questionnaire provided in Appendix III-A of this Charter. Each Director undertakes to complete this questionnaire diligently and with full transparency.
If a conflict relates to an item or deliberation on the agenda of a Board meeting, this conflict must be brought to the attention of the Chairman, prior to the relevant deliberation, by the Director concerned or, where applicable, by any Director who becomes aware of it, through the form

provided in Appendix III-B or by any other means ensuring full disclosure to the Chairman

- **Loyalty:** Directors shall not take any initiative which could harm the Company's interests and shall act in good faith in all circumstances. Directors shall be bound by a duty of discretion with regard to the information and the discussions in which they participate and shall respect the confidential nature of all the information provided to them within the scope of their duties.

- **Condientiality:** The Board members and the committees are bound by an absolute obligation of confidentiality with regard to the information and the discussions in which they participate and shall respect the confidential nature of all the information to which they have access even if the confidential nature of the information is not specifically outlined by the Chairman. This provision also applies to any other person who is invited to attend the Board or committee's meeting.

- **Principle prohibiting the use of information**: the Director shall refrain from using, for his or her personal benefit or for the benefit of any third party, any information to which he or she has access.

- **Market abuse regulations**: With regard to information which, due to its nature, constitutes inside information within the meaning of applicable law, the Director acknowledges being aware of, and undertakes to comply with, the relevant regulations, in particular Regulation (EU) No. 596/2014 of 14 April 2014 ('**MAR Regulation**'). In this respect, it is recalled that Directors, as well as any person participating in Board meetings in any capacity whatsoever, are or may be entered on the insider lists maintained by the Company in accordance with the regulations applicable to listed companies; such lists may be provided, upon request, to the French Financial Markets Authority (AMF). This matter is further detailed in Article 4.4 of these Regulations.

- **Participation and commitment:** Directors shall attend Board meetings regularly and diligently. They shall attend General Shareholders' Meetings. Each Director contributes to the collective nature and efficiency of the work of the Board and of any specialised Board committees that may have been set up.

- **Training:** The Director shall keep himself/herself informed of corporate governance principles and maintain an appropriate level of competence and expertise in the Company's business and environment to enable the proper performance of his/her duties. The Director undertakes to participate in any training or awareness programs necessary to keep his/her expertise up to date, in particular regarding compliance with new national and European regulations applicable to the Company, as well as obligations relating to CSR requirements. If the Director is no longer in a position to perform his/her duties in accordance with these principles, he/she must inform the Chairman, seek appropriate solutions to remedy the situation, and, if no solution can be found, take the necessary consequences.

- **Universality:** Each Director represents all the shareholders. He or she must keep himself or herself informed of the negative votes cast at the General Meeting and take them into account in his or her overall assessment of the corporate interest.

- **Exemplarity:** The Director undertakes to set an example in the performance of his or her duties. Exemplarity implies at all times observing behaviour that is consistent with his/her positions and/or decisions, in order to ensure

credibility and trust in the Company's governance bodies.

ARTICLE 1 - COMPOSITION OF THE BOARD

1.1 Number of Directors

In accordance with the Articles of Association, the Company is administered by a Board composed of at least three members and no more than fifteen elected by the General Ordinary Assembly of the Company.

1.2 Term and renewal of office

The Directors are appointed or reappointed by the Ordinary General Meeting, after sufficient information has been provided on the experience and competence of each Director. The appointment of each Director is the subject of a separate resolution.

The Directors are appointed for a period of three years, except in exceptional cases or unless otherwise provided for in the Articles of Association. The renewal of mandates is done by rotation, so that regular renewal occurs in fractions as equal as possible. By exception, for the purpose of rotation, the General Assembly may appoint an Administrator for a term of one (1), two (2), or four (4) years. Their function ends following the Ordinary General Assembly deliberating on the accounts of the past fiscal year, held within the year in which their mandate expires. It is ensured that the number of mandates expiring each year is as regular as possible. Directors are eligible for re-election; they may be revoked at any time by the General Assembly. In case of vacancy due to death, resignation, or dismissal of one or more seats, the Board may, under the conditions set by law, proceed by co-optation to provisional appointments; the Administrators thus appointed remain in office only for the remaining term of their predecessor's mandate; their appointment must be ratified by the next General Assembly.

1.3 Independence of the Board members

Each Director shall strive to avoid any conflict that may exist between his moral and material interests and those of the Company.

In accordance with the terms of the Corporate Governance Code recognised as market practice and adopted by the Board since 2010, the Board has no less than two independent members.

The Corporate Governance Code defines the criteria that justify the independence of Board members and thus prevent conflicts of interest.

This independence is characterised by the absence of any financial, contractual or family relationship that could affect the independence of judgement and these criteria are as follows:

- not to have been, during the last five years, and not to be an employee, executive corporate officer of the Company or of a company in its Group;
- must not be a significant customer, supplier, competitor, provider, creditor or banker of the Company or its group or have had a significant business relationship with them within the last two years;
- must not be a reference shareholder of the Company or hold a significant percentage of the voting rights, the Company sets this threshold at 10% of the Company's voting rights;

- must not be close to or have a close family relationship with a corporate officer or reference shareholder;
- must not have been an auditor of the Company in the course of the previous six years;

To the criteria defined by the Corporate Governance Code, the Board of Directors has added an additional independence criterion:

- not to have been a director of the corporation for more than twelve years. Loss of the status of independent director occurs upon completion of twelve years of service, whether consecutive or not. The Board, at the time of the Director's first appointment and every year, before the approval of the corporate governance report required by Article L. 225-37 of the French Commercial Code, carries out an evaluation of the independence of Directors on a case-by-case basis, by reviewing the status to be attributed to each of its members on the basis of the criteria stated above. Subject to justifying its position following the 'apply or explain' principle (Article L.225-37-4 8° of the Commercial Code), the Board may consider one of its members independent even if they do not meet all these criteria; conversely, it may deem a member non-independent despite meeting all these criteria.

The Corporate Governance Code considers independence to be the state of mind of a person capable of fully exercising his or her freedom of judgement and of knowing, if necessary, how to voice disagreement or even resign. It is a way of conceiving and approaching one's own responsibilities. Therefore, a matter of personal ethics and loyalty towards the Company and the other Directors.

At least once a year the independent Directors meet without the presence of the other Board members or the Company's representatives.

1.4 Combining corporate office with an employment contract

The number of Directors bound to the Company by an employment contract during their term of office shall not exceed one third of the Directors in office.

1.5 Combining executive corporate office with an employment contract

The Board, in compliance with the Regulations, assesses the appropriateness of authorising or not the combination of an employment contract with a corporate office. The report to the Assembly sets out the reasons in detail.

1.6 Succession Plan of the corporate officers

The Board ensures the renewal of Directors. It periodically reviews the potential succession plan for the Chief Executive Officer (or, where applicable, the Chairman of the Board and the Chief Executive Officer) as well as for the Deputy Chief Executive Officer(s).

It appoints the Chairman of the Board and the Chief Executive Officer and, where applicable, decides whether to combine or separate the functions of Chairman and Chief Executive Officer. It also appoints the Deputy Chief Executive Officer(s).

In the event of incapacity or sudden death of the Chief Executive Officer (whether or not he/she also serves as Chairman), the Deputy Chief Executive Officer, if any, shall, upon designation by the Board, act as Interim Chief Executive Officer until a new Chief Executive Officer is appointed.

In the event of incapacity or sudden death of the Chairman, the Chief Executive Officer shall automatically be appointed Interim Chairman, except where the Chairman also serves as Chief Executive Officer or where the Chief Executive Officer is not a member of the Board; in such cases, the Director representing the largest shareholder shall automatically be appointed Interim Chairman in order to convene a Board meeting, which shall choose a new Chairman from among its members.

The Board ensures that the process for selecting the Company's corporate officers includes at least one candidate of each gender.

This provision of the Rules is formally renewed once a year.

ARTICLE 2 - POWERS OF THE BOARD

2.1 General powers of the Board

The Board defines the strategic direction of the Company's activities and for ensuring their implementation, in accordance with its corporate interests.

Subject to the powers expressly conferred by law[1] to the Board and on the proposal of the executive committee, the Board deals with the following matters:

- defines the business strategy of the Company and monitors its implementation;
- Deliberates on significant operations;
- Examines the budget;
- Carries out, as appropriate, an evaluation of its operation and reviews the points of vigilance of corporate governance;
- Deliberates on succession plans for executive directors;
- Deliberates on the sharing of the value creation among stake holders.

Furthermore, pursuant to Article L. 225-36 of the French Commercial Code as amended by Law No. 2024-537 of 13 June 2024 (the 'Attractiveness Law'), the Board may make any amendments to the Articles of Association that are necessary to bring them into compliance with legislative and regulatory provisions, subject to the ratification of such amendments by the next extraordinary shareholders' meeting.

There are no specific limits to the powers of the Chief Executive Officer, except for the following transactions which require the Chief Executive Officer to obtain the Board's prior authorisation:

- The approval of the strategic plan of the Company and its subsidiaries;
- The approval of the annual budget and its implementation and, if necessary, its revision;
- The authorisation to proceed with any strategic operation (acquisition, disposal,

[1] Provisions L.225-35 et L.225-38 of the French Commercial Code

alienation of assets of the Company, exchange, transaction, constitution of securities, financing of any kind, etc.) not provided for in the strategic plan or in the budget and whose impact on the consumption of cash in relation to the forecasted (gross) consumption of cash exceeds 5% individually.

ARTICLE 3 - ORGANISATION OF THE BOARD

3.1 Information to the Directors

Each Director shall receive within a reasonable time, all information needed to perform his or her duties and may request any documents that he or she considers appropriate to prepare the Board's meeting. Except in exceptional cases, information shall be delivered by the Company electronically five days before the Board's meeting or during the period between meetings as required.

Directors shall, if information is lacking send any requests for further information to the Chairman of the Board whose duty is to provide this information. The Chairman may, however, refuse the requested communication, where appropriate, after consultation with the Board, if such communication is likely to result in a breach of confidentiality or is likely to result in a conflict of interest or, more generally, could be detrimental to the interests of the Company or the Group.

Any difficulty encountered in exercising this right shall be submitted to the Board and the Director may record his position in the minutes of the next Board meeting.

3.2 Meetings of the Board

On the proposal of the Chairman, The Board meets as often as required in the best interests of the Company, and at least four times a year.

The Chairman sets the agenda for Board meetings with the notice convening the meeting or are sent or provided to them within a reasonable period of time, prior to the meeting by any means, including verbally. At least twice a year, the agenda includes an executive session without the presence of the Management.

In accordance with the article L.225-37 of the French Commercial Code, the Board's meetings may be held by means of videoconference or telecommunication under the conditions authorised by the Regulations applicable on the day of the meeting.

Directors who take part in Board meetings by means of videoconference or telecommunication facilities are deemed to be present for the purpose of calculating the quorum and the majority.

Furthermore, and in accordance with Article 17 of the Articles of Association (and under the conditions set out therein), certain decisions of the Board may be taken by written consultation of the Directors, including by electronic means, and recourse may be had to voting by correspondence.

Decisions are taken under the conditions of quorum and majority provided for by law. In the event of a tie, the Chairman of the meeting shall have the casting vote.

Minutes are prepared for each Board meeting summarising the debates and shall be drawn up in a special register or reproduced in the minutes book under the conditions prescribed by law and signed by the Chairman of the meeting and by at

least one Director. If the Chairman of the meeting is unable to attend, the minutes shall be signed by at least two Directors. Failure to draw up the minutes could lead to the nullity of the Board's deliberations.

A attendance register is maintained, signed by all Directors participating in each Board meeting, and which, if applicable, must mention the names of Directors participating in the deliberations via videoconference or other means of telecommunication. At least once a year, the Board members are invited to express their views on the functioning of the Board and on the preparation of its work. On this occasion, the Board reviews the application of the recommendations set out in the Corporate Governance Code, explains, where applicable, the reasons that led it to disregard one or more of them, and reviews the points of vigilance set out in the Code. The explanation to be provided when a recommendation of the Code is not applied must be understandable, relevant, and detailed. It should be substantiated and adapted to the specific situation of the Company or the Director and indicate, in a convincing manner, why this specificity justifies the deviation; it should indicate the alternative measures adopted, if any, and describe the actions that make it possible to maintain compliance with the objective pursued by the relevant provision of the Corporate Governance Code.

Where the Company intends to implement in the future a recommendation that it has temporarily rejected, it should state when this temporary situation will end.

ARTICLE 4 - HOLDING OF SHARES

4.1 Individual ownership

Each Director is encouraged, throughout his term of office, to be a shareholder of the Company. The number of shares to be held by these Directors is left to their discretion which will be individually published in the corporate governance report.

Permanent representatives of a legal-entity Director of the Company are not required to hold shares in the Company.

4.2 Holding of shares in registered form

Shares belonging to Directors, their spouses or their minor children [2] shall preferably be registered in "pure registered form" with the Company's securities registrar.

4.3 Allocation of stock-options or free shares

For each grant of stock options or free shares to an executive director, the Board shall specify the proportion to be retained in shares until the end of the term of office, which shall be 10% by default.

Except in duly justified circumstances, no stock options or free shares may be granted to executive corporate officers upon their departure from the Company.

[2] Transparency imposed by Article L 225-109 of the French Commercial Code to discourage insider trading.

Furthermore, the Board ensures that the allocation of stock options and free shares to executive directors is not excessive and that a significant portion is associated with performance conditions reflecting the Company's interests.

4.4 Preventive measures against market abuse

Each Director must, in addition to complying with the **Insider Trading Charter** established by the Company, and in connection with any transaction, whether it be an acquisition or sale, adhere to the following rules:

(i) By virtue of their duties, Directors regularly have access to insider information and are therefore liable to be automatically entered on the insider lists drawn up by the Company. It shall constitute an offence of insider dealing for a person in possession of inside information with full knowledge of the facts, to make use of this information by carrying out, for himself or for others, either directly or indirectly, one or more transactions or by cancelling or modifying an order placed by the same person before he possessed the inside information, on the financial instruments concerned by this inside information. Privileged information is: precise information[3], which has not been made public, which directly or indirectly concerns the Company or one or more of its financial instruments and if it were made public, would be liable to notably affect the listed price of the Company's financial instruments.

(ii) Each Director must refrain from using for his personal benefit or for the benefit of anyone else the privileged information to which he has access, i.e. in the case of the Company:

- to use privileged information that he holds, by purchasing or selling, directly or indirectly, on his own behalf or on behalf of a third party, financial instruments to which this information relates (relating to the Company or any other entity),
- to disclose privileged information to any other person outside the normal scope of his mandate,
- to recommend to or encourage another person to purchase or sell, or have another person purchase or sell, or to cancel or change an order on the basis of privileged information, the financial instruments to which this information relates.

In addition to the prohibitions on behaviour related to the possession of inside information, the Company sets blackout periods ('negative windows') during which members of the Board shall refrain, whether on their own behalf or on behalf of a third party, from carrying out any transactions in the Company's securities as described above, notably in connection with the preparation and public release of the annual and half-year financial results.

These negative windows are defined as follows:

- a period of 15 calendar days before the date of publication of the press release on

[3] Article 7 of Market Abuse Regulation

quarterly financial information, ending on the day following the relevant publication.

- a minimum of 30 calendar days before the date of publication of the press release on the annual and half year results, ending on the day following the relevant publication.

Directors will also be informed of possible negative windows related to projects or transactions that may constitute insider information.

Reporting obligation: acquisitions exceeding an annual aggregate amount of €20,000 (as well as other securities transactions) must be reported to the Financial Market Authority (AMF) within three working days of the date of the transaction, via the secure "Onde" extranet accessible on the AMF website and also notified to the Company's General Secretariat (https://onde.amf-france.org/RemiseInformationEmetteur/Client/PTRemiseInformationEmetteur.aspx)

Important note: It follows from Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse ("MAR Regulation") that the above reporting obligation is also mandatory for the Director when transactions in the Company's securities are carried out by (i) persons closely connected to the spouse, partner deemed to be equivalent dependent child or other relative who shares the same residence, as well as (ii) any legal entity which is directed, administered or managed by or for the benefit of the Director or from which the Director receives at least the majority of the economic benefits.

ARTICLE 5 - REMUNERATION

5.1 Remuneration of Directors

As remuneration for their work on the Board, the Directors receive a fixed annual sum known as "allocated remuneration", the amount of which is included in operating expenses.

The Board shall distribute the remuneration allocated and determined in the General Meeting of Shareholders.

Independent Directors are entitled:

- to a fixed portion in consideration of their function as Director and, where applicable, as member or even Chairman of one or more committees, and
- to a variable portion in consideration of their effective and assiduous participation in the meetings of the Board and, where applicable, the committees of which they are members.

The variable part constitutes the largest part of the remuneration.

The Board adopted the following scale:

▪ Annual fee for any independent Director: EUR 4,000

▪ Allowance per Board meeting: EUR 3,000

▪ Allowance per meeting of a standing committee: EUR 2,000

- Doubled allowance for physical participation by a Director based outside Europe.
- EUR 2,000 for participation in an SAB or MAB or ad-hoc committee, at the discretion of the Compensation Committee without the Director concerned participating in the vote.

- If the amount authorised by the shareholders is exceeded, the Board will adjust the scale retrospectively on the recommendation of the Compensation Committee.
- Non-independent Directors will not receive a lump sum, fee or allowance.

Directors' remuneration is to be distinguished from sums allocated in respect of specific activities of employment contracts, remuneration of the Chairman, the Chief Executive Officer or the Deputy Chief Executives, exceptional remuneration for specific assignments or mandates, reimbursement of expenses.

5.2 Remuneration of executive officers

The terms of remuneration of executive directors determined by the Board comply with the following principles: balance, benchmark, exhaustiveness, consistency, readability, measurement and transparency.

The compensation of the Board's executive directors must be the subject of a "say on pay" report submitted to the vote of the Annual General Meeting of Shareholders each year. This report covers the compensation of executive directors for the current financial year. Its elements include:

- the compensation allocated ;
- the annual fixed compensation; and
- annual variable compensation; and
- grants of stock options;
- grants of free shares;
- exceptional compensation;
- compensation, indemnities or benefits due or likely to be due as a result of taking office;
- the commitments mentioned in the first and sixth paragraphs of Article L 225-42-1 of the Commercial Code;
- compensation and benefits of any kind;
- any other element of the compensation.

ARTICLE 6 - TRAINING PLAN

In accordance with recommendation R6 of the MiddleNext 2021 Code, the Board implements a three-year training plan for its Directors which ensures that their knowledge and skills in the Company's businesses and in its environment are regularly updated. The three-year plan is set at the beginning of each term of office and consists of at least one day of training per year. This plan takes into account equivalences acquired through experience or training provided outside the Company.

ARTICLE 7 - INSURANCE

After studying the risks and impacts, the Board of Directors delegates to the Executive Board the authority to subscribe a corporate officers' liability insurance policy with customary conditions.

ARTICLE 8 - THE COMMITTEES

The Board may set up permanent or *ad-hoc* committees and shall determine their composition and powers from among its members, as well as the compensation of their members, if any.

To date, the permanent committees established by the Board are:

- The Audit Committee
- The Compensation Committee
- The Clinical Development Committee
- The Strategic Review Committee
- The ESG Committee

The Board may establish other study committees as required.

The creation of a committee has a real practical significance in a spirit of governance and collegiality of decision making and should not be the juxtaposition of expert microgroups.

Committees may not take part in the management of the Company. They may only act in an advisory capacity.

The Board appoints a Chairman for each committee. For the Compensation, Audit and ESG Committees, the Code calls for the Board to appoint the Chairman from among the independent members. The Audit Committee is composed of a majority of independent Directors.

When appointing the members of the Audit Committee, the Board should ensure that at least one of its members has particular expertise in financial, accounting or auditing matters.

Because of their regulated missions, the functioning of the Audit, Compensation and ESG Committees is governed by a charter that is regularly reviewed and updated according to the good corporate governance practices of the Company.

The Board is assisted by five permanent committees:

- The Audit Committee is responsible for advising the Board on financial and accounting matters, including the financial statements, their audit and compliance with accounting standards, the selection, reappointment and fees of the statutory auditors, and internal control. In addition, the Audit Committee reviews financing opportunities and cash investment policy. The Chief Financial Officer is called upon at each meeting to present the Company's financial information and to answer questions from the Committee.

- The Compensation Committee is responsible for assisting the Board in determining salaries and bonuses, including stock option or free share grants to the Company's officers and senior management. The Board has also tasked the Committee with reviewing the situation of each Director with respect to independence criteria, the succession plans of the Company's management and Directors, advising on the training plan for Directors, and more generally on the Company's corporate governance.

- The Clinical Development Committee is responsible for assisting the Board in identifying and assessing emerging trends, new medical issues, and the consistency of research and development with the strategic direction set by the Board.

- The Strategic Review Committee is responsible for studying strategic opportunities presented or submitted by the Chairman and, more generally, options deemed essential for the Company's future.

- The ESG Committee is responsible for advising the Board on matters relating to corporate social and environmental responsibility and making recommendations to the Board of Directors in this area.

ARTICLE 9 - REGULATED AGREEMENTS

The Regulated Agreements defined in the **Charter on Regulated Agreements and the Procedure for the Evaluation of Current Agreements** are subject to prior authorisation by the Board.

The Directors, the Chief Executive Officer and the Deputy Chief Executive Officers are required to inform the Board as soon as they become aware of an agreement subject to authorisation. If one of these persons sits on the Board, he/she may not take part in the deliberations or vote on the requested authorisation.

The Chairman of the Board shall notify the Statutory Auditors of all authorised agreements and submit them to the General Meeting for approval.

The criteria and procedures used by the Company to classify an agreement as a Current Agreement are defined in the Charter on Regulated Agreements and the Procedure for the Evaluation of Current Agreements and are subject to review at least annually by the Audit Committee.

ARTICLE 10 AMENDMENTS OF THE CHARTER

The Charter was adopted by the Board on December 02, 2025.

They may be amended by a decision of a simple majority of the members of the Board of Directors present or represented at a Board meeting.

Any new member of the Board shall be invited to ratify the Charter when accepting office.

THE BOARD OF DIRECTORS

APPENDIX I

Rules governing the holding of multiple corporate offices in public limited companies

Type of Corporate Office	**Rule** [1]	**Exemptions** [2]
Director or member of the Supervisory board	Limit of five corporate offices, it being specified that if this Board member performs managerial duties, it is recommended that he/she should not serve more than two corporate offices.	*Unlimited number of corporate offices in controlled companies, whether listed [3] or not *A maximum of five corporate offices held in unlisted sister companies count as one corporate office
Chief executive officer, corporate executives, sole Chief executive officer	One corporate office only	*Additional corporate offices in a controlled company, whether listed or not, count as one office *Two additional corporate offices in another company if neither is listed
All corporate offices combined	Limit of five corporate offices, it being specified that the exercise of the functions of Chief Executive Officer by a Director of the same company only counts as one office.	*The Corporate offices as Director or Supervisory Board member in controlled companies, whether listed or not, are not taken into account. *A maximum of five corporate offices as director or Supervisory Board member held in unlisted sister companies count as one corporate office as Director or Supervisory Board member.

(1) For the application of these rules, must be take into account all the corporate offices held in all limited companies with their registered office in France (France and French overseas territories). Offices held in companies with another legal form, e.g. SAS or SCA, or in any foreign company are therefore not taken into account (except in the case of foreign listed companies, see below).

(2) These exemptions may be combined.

(3) Listed companies: whose shares are admitted to trading on a Regulated Market (Euronext, but not Euronext Growth). The Corporate Governance Code recommends taking into account the offices held in foreign listed companies for Chief Executive Officers.

In the event of non-compliance with the rules “limiting the holding of multiple corporate offices”, the concerned Director has a period of three months to rectify the situation by resigning from one of his/her corporate office. The same period applies if one of the conditions listed above is no longer met. If the situation is not rectified within the three-month period, the person concerned is deemed to have resigned from the new office.

APPENDIX II

COMMITMENT TO COMPLY WITH THE STOCK MARKET CODE OF ETHICS

I, the undersigned,

(surname, first name and position)

hereby declare that I have read and understood Transgene's Stock Market Code of Ethics; and

Undertake to comply with it in all circumstances.

At....., on.....

(signature)

APPENDIX III-A

Model form for the declaration of interests of a member of the Board of Directors (For a conflict of interest that has arisen during the year or in relation to a specific item on the agenda)

I, the undersigned ……, a Director of Transgene, declare the following (*fill in only the applicable fields*):

A. I declare my direct and indirect interests in the following entities, which may have a partner activity (including any activity in which the entity may act as a supplier, subcontractor, or consultant) or a competing activity to that of the Company.

1. Entity name:
   Nature of the link:

2. Entity name:
   Nature of the link:

3. Entity name:
   Nature of the link:

B. I declare any other situations that may give rise to a conflict of interest.

Therefore, I propose to refrain from any discussion or decision-making for which this link could generate a conflict of interest.

I confirm that I have read and understood the ethics and conflict-of-interest policy contained in the Board Charter and in Transgene's Code of Conduct, and I undertake to comply with it. I declare that the information provided in this declaration of interests is accurate and complete.

In…… (date) The…….

(Signature and Identity of the declarant)

APPENDIX III-B

Template for a Board Member's Declaration of Interests (to be completed in the event of an actual or potential conflict of interest arising during the year or in relation to a specific agenda item).

I, the undersigned, ..., Director of Transgene, hereby declare the following (complete only the applicable sections):

A. I declare my direct and indirect interests in the following entities that are concerned by the present vote or decision-making:

Entity name:

Nature of the link:

B. I declare my interests in the contracts concerned by the present vote, deliberation, or decision-making:

Identify the item:
Nature of the interest:

C. I declare my personal and private relationships with the individuals/entities concerned by the present vote or decision-making:

Identity of the individual:
Nature of the relationship:

D. I declare any other situation that may give rise to a conflict of interest:

Therefore, I propose to refrain from any discussion or decision-making relating to (identify the item):

I confirm that I have read and understood the ethics and conflict-of-interest policy contained in the Board Charter and in Transgene's Code of Conduct, and I undertake to comply with it. I declare that the information provided in this declaration of interests is accurate and complete.

In…… (date) The…….

(Signature and Identity of the declarant)