

January 2025

Charter of the Compensation Committee of the Board of Directors

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I. Establishment of the Compensation Committee

The Compensation Committee is an advisory body appointed by the Board of Directors for advising the board on the Company's compensation policies.

This charter is adopted by the Board of Directors to define the composition, operation, and duties of the Compensation Committee

II. Composition of the Compensation Committee

The Compensation Committee will be appointed by the Board of Directors and will consist of at least two non-executive directors, who shall have no relationships that could interfere with the exercise of their independent judgment.

However, in addition to the independent non-executive members of the Remuneration Committee, the Board of Directors may appoint up to two non-independent non-executive members to serve on the Remuneration Committee and participate in its activities. These members will serve on the Committee for a period corresponding to the duration of their mandate and may be reappointed to their positions at the time of renewal of their term.

III. Operation of the Compensation committee

The Board of Directors will appoint an independent member of the Compensation Committee as Chairperson until the end of this member's term or until the appointment of another Chairperson by the Board of Directors, whichever occurs first.

If the Chairperson of the Remuneration Committee is not appointed or is not present, the members of the Committee may appoint an interim Chairperson by a majority vote.

The Committee will meet at least twice a year, or more frequently if circumstances require. Committee meetings may be held via conference call if all members agree. The Committee shall validly deliberate with at least two members present. The Chairperson of the Committee will prepare and/or approve an agenda before each meeting.

The Committee is authorized to engage, at the expense of the Company, consultants or legal, accounting, or other experts as it deems necessary to fulfill its duties, after informing the Chairperson of the Board, and with the obligation to report to the Board of Directors.

Members of the Committee and guests attending Committee sessions will be subject to the same confidentiality and conflicts of interest obligations as those applicable to Board of Directors meetings.

The Chairperson of the Committee appoints a secretary. Minutes will be prepared.

IV. Missions of the Compensation Committee

The main missions of the Remuneration Committee are as follows:

1. reviewing and recommending to the Board regarding compensation to be provided to the Company's employees and directors; and pension and welfare scheme, additional retirement benefits, fringe benefits, various pecuniary rights of Transgene's executive officers, as well as the allocation of free shares, subscription options, or share purchase.
2. Propose a general policy for the allocation of free shares, subscription options, or share purchase options and determine their frequency according to the categories of beneficiaries.
3. Regularly assess the overall sum and distribution method of attendance remuneration among board members.
4. Regularly discuss succession plans for executives and key positions within the company.
5. Undertake ad hoc consultations requested by the Board of Directors, if any, on compensation or appointment issues.
6. Annually evaluate the Company's equity ratio and its index for gender equality in the professional realm.
7. More generally, examine questions of corporate governance.
8. Make recommendations to the Board of Directors regarding the above.
9. Regularly report to the Board of Directors on the completion of its missions and promptly inform them of any potential difficulties.
10. Annually evaluate and reevaluate the suitability of this Charter, submitting it to the Board of Directors for approval, and ensuring its publication at least once every three years.