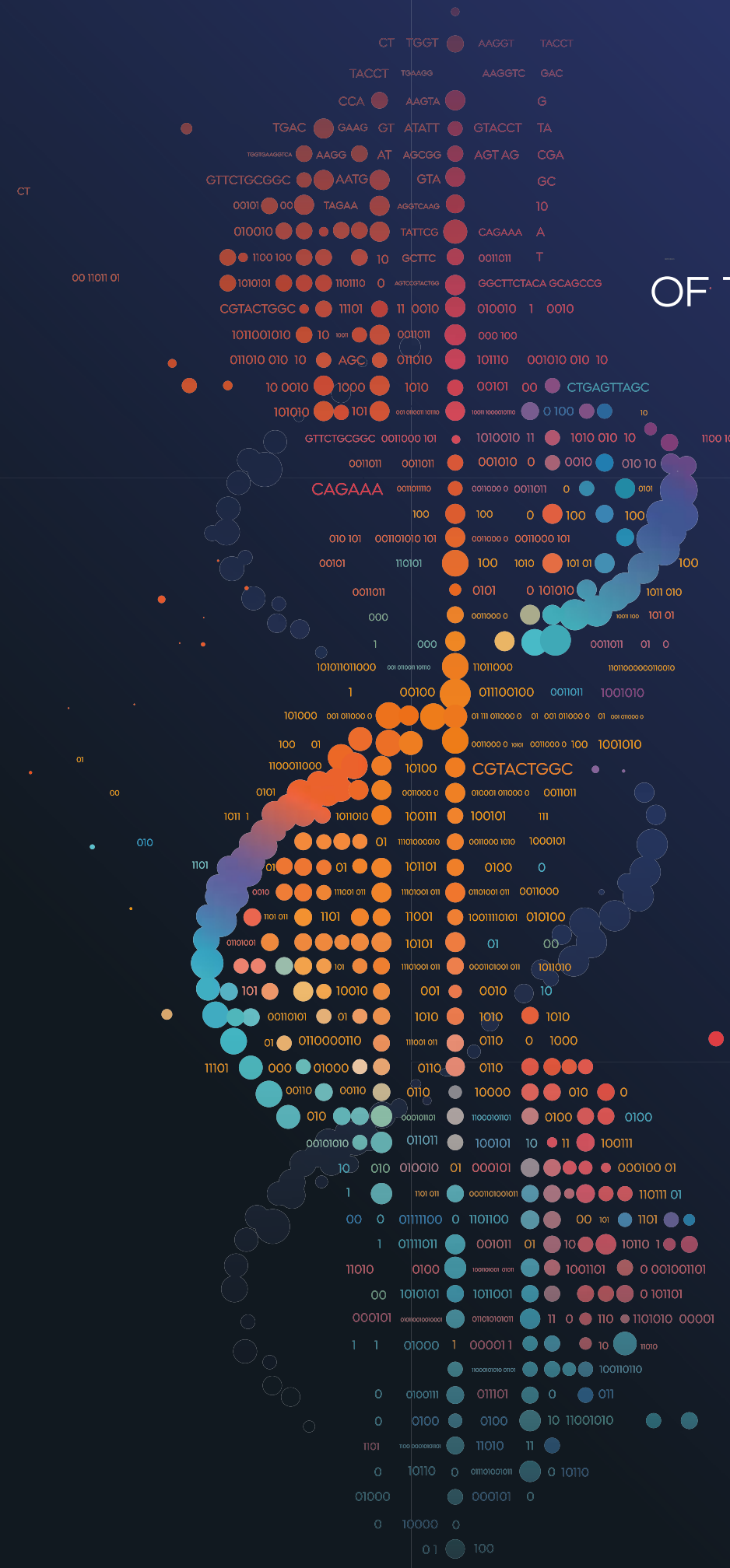


UNLOCKING THE FULL POTENTIAL OF THE IMMUNE SYSTEM AGAINST CANCER

UNIVERSAL REGISTRATION DOCUMENT 2024

INCLUDING THE ANNUAL FINANCIAL REPORT

transgene

CONTENTS

UNIVERSAL REGISTRATION DOCUMENT

2024

Transgene is a biotechnology company that designs and develops innovative immunotherapy products against cancer. Our drug candidates are immunotherapies that aim to unlock the potential of the patient's immune system to restore the means to fight against the disease. These immunotherapies aim to specifically stimulate and educate the immune system to enable it to recognize and destroy cancer cells.

Our portfolio of drug candidates is the result of in-depth knowledge of tumors and immunology, unique expertise in viral vector engineering and the commitment of a team of specialists committed to pushing back against the disease. To achieve this, we integrate a therapeutic arsenal within viral vectors, each component of which plays a role in the fight against tumors.

Our lead asset, **TG4050**, is an individualized therapeutic vaccine from the ***myvac***® platform, currently in the Phase II clinical stage.

The Company has a unique production unit in France It is also developing innovative platforms and candidates based on its viral vector technology, ***myvac***® and **Invir.IO**®.

The Company is based in Strasbourg, France. The Company is listed on the Euronext regulated market in Paris under the mnemonic code TNG.

www.transgene.fr

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This Universal Registration Document ("URD") was filed on April 10, 2025, with the AMF (the French Financial Markets Authority), as competent authority under regulation (EU) 2017/1129, without prior approval pursuant to Article 9 of said regulation. The Universal Registration Document may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if completed by a security note and, if applicable, a summary and any amendments to the Universal Registration Document. The whole is approved by the AMF in accordance with regulation (EU) 2017/1129.

This document is a reproduction of the official version of the Universal Registration Document, prepared in XHTML format in accordance with the requirements of the European Single Electronic Format (ESEF), and filed with the AMF. The official version in ESEF format is available on the Company's website (www.transgene.fr) and on the AMF website (www.amf-france.org).

LIST OF ABBREVIATIONS

Abbreviations	Meaning
AACR	American Association for Cancer Research
AI	Artificial Intelligence
ANSM	Agence nationale de sécurité du médicament et des produits de santé (French medicines agency)
ATD	Advanced therapy drugs
ASCO	American Society of Clinical Oncology
BLA	Biologics License Application
CAR-T	Chimeric Antigen Receptor T (T cell)
CBER	Center for Biologics Evaluation and Research
CRC	ColoRectal cancer
CRO	Contract Research Organization
CtDNA	Circulating tumor DNA
CTIS	Clinical Trial Information System
CTLA-4	Cytotoxic T-Lymphocyte-associated protein 4
DFS	Disease-Free Survival, recurrence-free survival
DNA	DeoxyriboNucleic Acid
EMA	European Medicines Agency
EPO	European Patent Office
ESG	Environmental, social and governance
ESMO	European Society for Medical Oncology
EU	European Union
FDA	Food and Drug Administration
GMP	Good Manufacturing Practices
GM-CSF	Granulocyte-Macrophage Colony-Stimulating Factor
HCC	HepatoCellular Carcinoma
HPV	Human PapillomaVirus
ICI	Immune Checkpoint Inhibitor
IL-2	InterLeukin-2
IL-12	InterLeukin-12
IND	Investigational New Drug
IT	IntraTumoral
IV	IntraVenous
MA	Marketing Authorization
MHRA	Medicines and Healthcare products Regulatory Agency, the UK industry regulatory
MVA	Modified Vaccinia Ankara
NSCLC	Non-Small Cell Lung Cancer
PD-L1 or PD-1	Programmed Death-Ligand 1, Programmed cell Death 1
RTC	Research Tax Credit
RR	Ribonucleotide Reductase
SC	SubCutaneous
SCCHN	Squamous Cell Carcinoma of the Head and Neck
SITC	Society for ImmunoTherapy of Cancer
SPA	Special Protocol Assessment
TAA	Tumor-Associated Antigen
TK	Thymidine Kinase
VV	Vaccinia Virus

Unlocking the Full Potential of the Immune System Against Cancer

Innovate

Transgene, a pioneer in the field of biotechnology, is developing cutting-edge immunotherapies to fight cancer.

The daily commitment of our employees has enabled us to become a leader in the development of cancer immunotherapy. Transgene has built up a unique expertise and has taken advantage of the latest scientific and technological discoveries to design a portfolio of particularly promising drug candidates.

Our expertise: immunotherapy

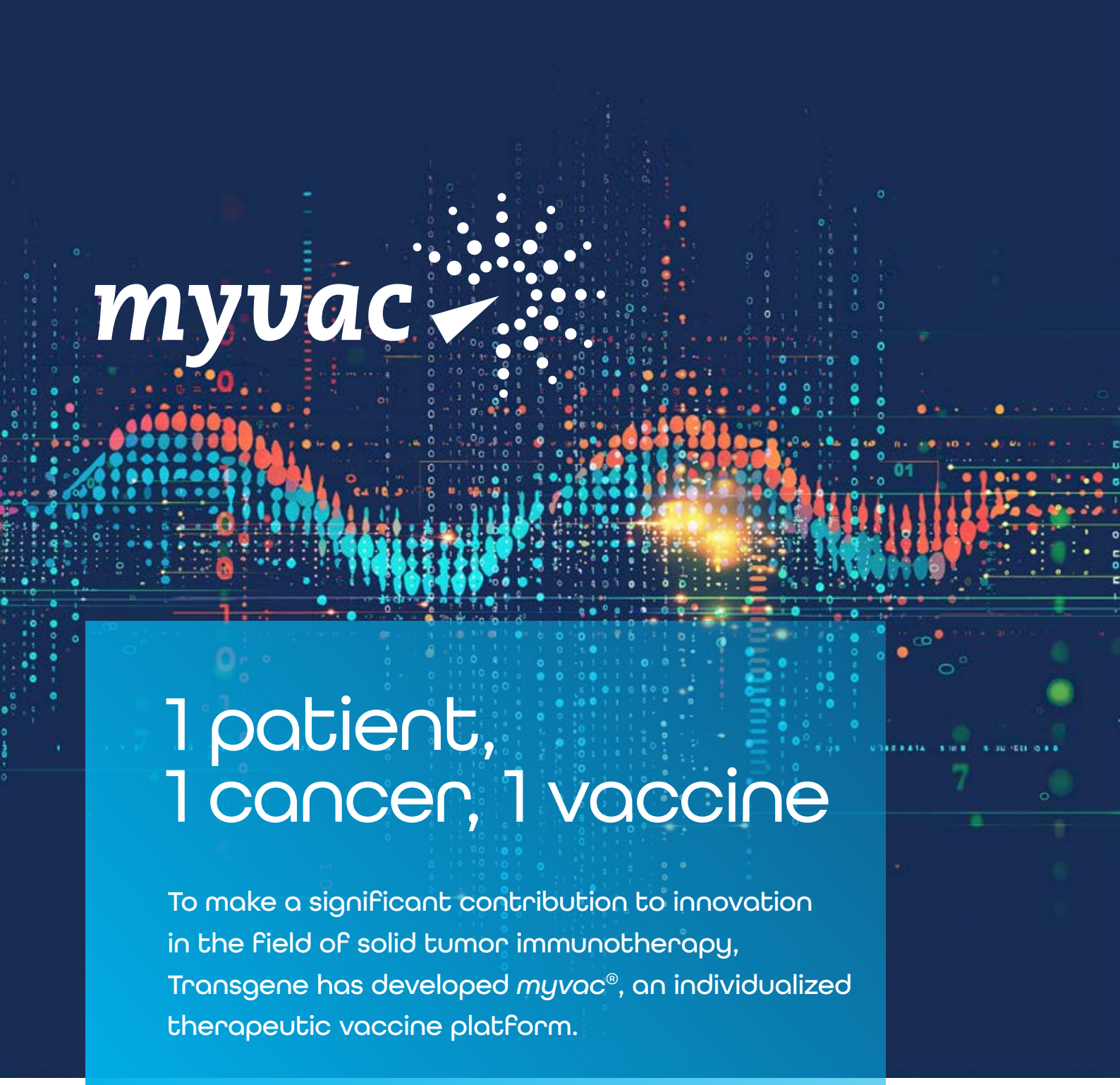
Our immune defenses are our best protection against diseases, but they can be deficient at times. Our approaches aim to specifically stimulate and educate the immune system to enable it to recognize and destroy cancer cells.

Our treatments have the potential to empower patients in their fight against their disease.

Our innovative approaches

Our immunotherapies are based on viral vectors. Our approaches take advantage of the latest scientific and technological advances to offer treatments that stimulate the patients' own immune system to fight tumors.

Our most advanced candidate, an individualized therapeutic vaccine, is in a Phase II clinical trial.



1 patient, 1 cancer, 1 vaccine

To make a significant contribution to innovation in the field of solid tumor immunotherapy, Transgene has developed *myvac*®, an individualized therapeutic vaccine platform.

At the crossroads of the latest technological, genomic, and medical innovations, *myvac*® capitalizes on artificial intelligence to personalize each treatment and stimulate patients' immune responses and prevent relapse of their disease.

TG4050, our first therapeutic vaccine from the *myvac*® platform, is in a randomized Phase II trial in patients with early-stage head and neck cancer.

R&D : 70%

The vast majority of our 160 employees is dedicated to research and development of innovative treatments.

Researchers, doctors, statisticians, bioinformaticians, engineers, technicians... they collectively enhance our expertise and know-how.

The fight against cancer

Cancer remains a major medical need, with almost 19 million new patients diagnosed every year. In some cases, available treatments remain largely ineffective for patients.

Our mission is to design and develop candidates to prevent relapse or improve patient outcomes.

ESG

To develop innovative treatments against cancers for which there is no satisfactory treatment.

Our mission carries the values of corporate social responsibility in itself. Transgene has always paid particular attention to ESG and has always promoted the values of humanism, citizenship, and respect for the environment. Beyond fulfilling our mission, it is also by the path we take to achieve it that we wish to set an example.

Unlocking the potential of *myvac*® platform

"By providing clinical proof of concept for TG4050, our first individualized therapeutic vaccine from the myvac® platform, we have achieved a key milestone. These results bring hope to patients and have enabled us to launch a Phase II trial. In 2025, our ambition is to initiate at least one new clinical trial and to continue optimizing the design and manufacturing steps, with the aim of increasing the value and market potential of myvac®. With these advances and a team acting at the cutting edge of innovation, we are enthusiastically pursuing our growth strategy."

Dr Alessandro Riva,
Chairman and CEO of Transgene

1

PRESENTATION OF TRANSGENE AND ITS BUSINESS

1.1 SELECTED FINANCIAL DATA

(in € thousands, except for shares and per share data) *(Consolidated financial statements, IFRS)*	DEC. 31, 2024 IFRS	DEC. 31, 2023 IFRS	DEC. 31, 2022 IFRS
INCOME STATEMENT DATA			
Operating income	**6,353**	**7,900**	**10,344**
Research and development expenses	(34,278)	(29,588)	(32,168)
General and administrative expenses	(7,761)	(6,987)	(7,912)
Other expenses	28	(1,372)	(168)
Operating expenses	**(42,011)**	**(37,947)**	**(40,248)**
Operating income/(loss)	**(35,658)**	**(30,047)**	**(29,904)**
Financial income/(loss)	1,687	7,719	(2,900)
Income from equity affiliates	-	-	-
Income/(loss) before tax	**(33,971)**	**(22,328)**	**(32,804)**
Income tax expense	-	-	-
Net income/(loss)	**(33,971)**	**(22,328)**	**(32,804)**
Basic earnings per share	(0.29)	(0.22)	(0.33)
Diluted earnings per share	(0.29)	(0.22)	(0.33)
Number of shares outstanding	132,293,932	100,852,742	100,204,071
Cash, cash equivalents and other current financial assets	16,670	15,666	26,826
Total assets	42,174	45,217	66,436
Equity	15,203	15,612	37,841
Net cash flow generated by/(used in) operational activities	(23,548)	(34,671)	(20,303)

1.2 PRESENTATION OF THE COMPANY AND ITS BUSINESS

1.2.1 General business overview

Transgene is a biotechnology Company that designs and develops immunotherapy products against cancer. These therapies stimulate patients' immune defenses to enable them to recognize and destroy cancer cells. Our treatments empower patients in their fight against their disease.

To achieve this goal, Transgene integrates a comprehensive therapeutic arsenal within optimized viruses (also called viral vectors). Each part of these constructs plays a role in eliminating the tumor. This arsenal consists of genetic sequences called transgenes.

Our immunotherapies are the result of cutting-edge knowledge of the tumor and immunology, a unique expertise in viral vector engineering, and the commitment of a team of specialists, determined to push back against cancer.

Our lead asset is an individualized therapeutic vaccine, **TG4050**.

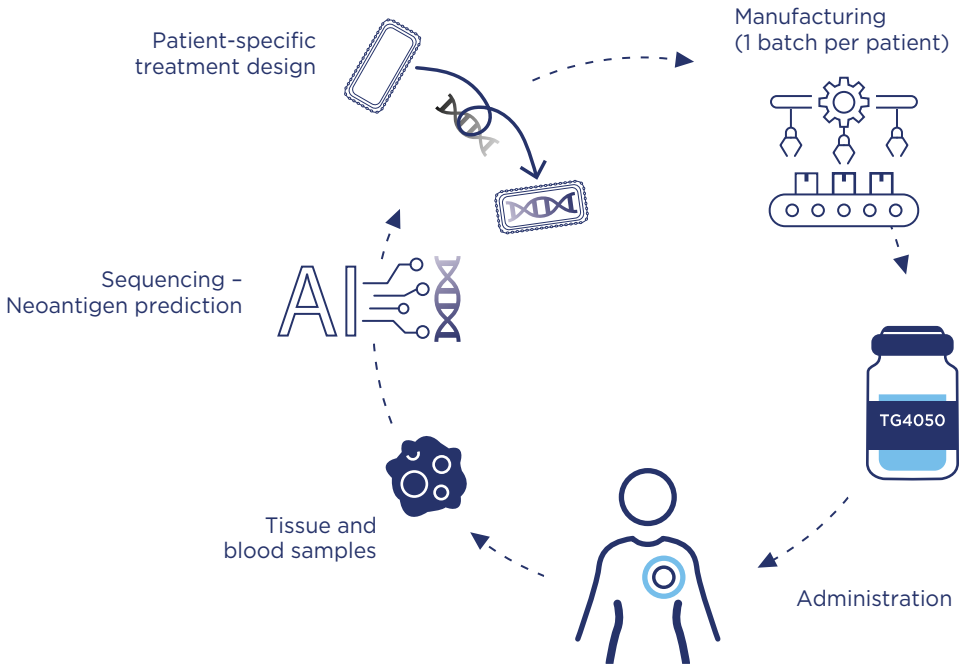
From the ***myvac***® platform, this particularly innovative candidate is tailor-made for each patient, using the genetic characteristics specific to their tumor, also called mutations or **neoantigens**.

These mutations are identified and selected using cutting-edge technologies and **Artificial Intelligence (AI)** algorithms. Of the hundreds of mutations present, around 30 are selected for their ability to induce an immune response. These are then integrated into the genome of the viral vector. The treatment is produced on demand, for each patient, in the pilot production unit located in Strasbourg, France. This individualized treatment is administered to the patient **to stimulate and educate their immune system against their cancer**.

TG4050 was developed in collaboration with NEC in head and neck cancers. **TG4050** aims to prevent recurrence and extend the period of clinical remission of patients with head and neck cancer, after surgery and an initial adjuvant treatment. On the basis of promising first results, in a first clinical trial, Transgene launched a part of Phase II in the second quarter of 2024, in the same indication.

At the same time, Transgene is conducting preliminary work on a potential new Phase I trial in another indication.

The different stages in the production of *myvac*®



Transgene is developing a portfolio of drug candidates at the clinical stage. These other research programs are based on its viral vector technology, in particular a therapeutic vaccine targeting shared mutations (TG4001) and oncolytic viruses (BT-001 and TG6050).

The Company, based in Strasbourg, is listed on the regulated market of Euronext in Paris (compartment C).

1.2.1.1 Strategy and business model

Transgene is a biotechnology company that designs and develops immunotherapy products against cancer. Its innovative treatments aim to unlock the full potential of the immune system to fight effectively against this disease, while beneficial attractive modes of administration, safety and tolerability profiles for patients. These new technologies are intended constitute the therapeutic arsenal of tomorrow by providing a benefit to patients for whom there is currently no satisfactory treatment.

Our strategy is to create value by developing immunotherapies via technological platforms, pilot production capacities, and a diversified portfolio of drug candidates (or product candidates) based on viral vectors.

Our approaches consist of improving the targeting of these tumors, in particular by taking into account their specific characteristics (type of tissue affected, genetic and immunological profiles, stage of growth, etc.). The ***myvac®*** and **Invir.IO®** platforms meet this challenge with novel approaches, respectively by attacking the tumor on several fronts and by training patients' immune system to recognize their own tumor.

Our **business model** is based on obtaining proof of principle of the efficacy or potential of our products, in particular to license or assign the rights to pharmaceutical partners.

In order to capitalize on its capacity for innovation and optimize the research and development of treatments for the benefit of patients, **Transgene is also positioning itself as a partner of choice** for pharmaceutical laboratories, technological partners and leading research institutions. These partnerships may be agreed on the basis of clinical or preclinical results, as part of global or regional agreements. With the support of a partner, Transgene may be required to conduct Phase III clinical trials or carry out the clinical development of a drug candidate up to the application for marketing authorization (MA).

1.2.1.2 Key business characteristics

The Company's activities relate to the research and development of innovative immunotherapies, based on viral vectors.

Transgene owns an extensive intellectual property portfolio that protects research and development activities (see Section 1.2.5).

Technological platform: our viral vectors technology enables us to design drug candidates (investigational drugs)

Transgene utilizes viral vectors in which tailored gene sequences (transgenes) have been inserted. The virus acts as a vector to bring these sequences into the tissues where the immune response is triggered and where the desired therapeutic functions will be expressed. The viral vector is also able to induce immune responses, which may be directed against the disease. Transgene uses highly attenuated viral strains, optimized to target tumor cells and whose safety profile is recognized.

Transgene's viral vector technology and know-how are the result of several decades of research. Today, we have an in-depth and extensive understanding of them. They are key proprietary competitive advantages for Transgene, in particular through the ***myvac®*** and **Invir.IO®** technology platforms. This R&D process allows the design of new drug candidates that have the potential to enter clinical and preclinical development.

Viral vectors

Viral vectors are a particularly attractive technology for the treatment of cancers, in particular the poxviruses used by Transgene, as:

- they have a very favorable safety profile;
- they have a significant genetic carrying capacity and can thus accommodate long sequences of transgenes;
- they can activate several pathways of immunity against selected targets;
- they can induce powerful, long-lasting and specific cellular immune responses (in particular CD4+ and CD8+); and
- they are easy to use.

Transgene's research in molecular biology techniques has led to the development of various viral vector technologies. Our research programs focus on:

- the insertion of the transgenes into the genome of the viral vector;
- the generation of viral vectors able to, when necessary, multiply selectively in the tumors, thereby locally increasing the therapeutic protein level delivered by the transgene, and the ability to be repeatedly administered by a systemic route (intravenous perfusion) and not only intra-tumorally or sub-cutaneously;
- the ability to alter the tumor microenvironment in order to maximize the efficacy of the immune response; and
- the search for potential interactions by combining different vectors or treatments, for more effective vaccination protocols.

The poxvirus family of viruses includes the vaccinia virus, a non-human virus, which has been attenuated and used in "preventive" smallpox vaccination. They meet the aforementioned criteria in a very satisfactory manner.

The large capacity of the genome of the vaccinia virus makes it an especially interesting platform, since it is possible to insert many transgenes into it while ensuring the stability of its genome.

Transgene's lead drug candidates depend on various strains of poxviruses, including MVA (Modified Vaccinia Ankara) for the therapeutic vaccines and the vaccinia viruses, in particular the Copenhagen strain, for the oncolytic viruses. These viral vectors have a very favorable safety profile.

Individualized therapeutic vaccine

In recent years, therapeutic vaccines have experienced a real resurgence of interest in the scientific and medical communities, due to particularly promising new clinical results. Transgene is participating in and benefiting from this trend.

For its therapeutic vaccines, Transgene has developed vectors based on the MVA strain, which does not spread in human cells. This strain is thus particularly safe, as demonstrated by its intensive use as a human smallpox vaccine. The MVA vector was tested in Phase II clinical trials of anticancer vaccines. It showed high tolerability and an ability to induce a strong and broad immune response (see Section 1.2.2.1)

With ***myvac***®, Transgene has developed an innovative platform to create individualized immunotherapies based on neoantigens, which are specific mutations that are found in the tumors of each patient. To select these neoantigens and personalize **TG4050**, Transgene relies on the artificial intelligence (AI) capabilities of its partner NEC, a world leader in information technologies.

Transgene launched ***myvac***® in 2018 and treated the first patient in 2020 with the individualized product **TG4050**. With this platform, the Company is active in the field of individualized immunotherapy. Our approach is based on the clinically validated MVA viral vector. The *myvac*® products are designed to stimulate and educate the immune system against a patient's cancer by using the genetic mutations specific to his or her tumor (neoantigens).

Based on the first results obtained in the Phase I of a clinical trial (NCT04183166), Transgene and NEC are continuing to advance **TG4050** with a Phase II part in the adjuvant head and neck cancer trial. This Phase II part began in the second quarter of 2024. Transgene is currently conducting preliminary work on a potential new Phase I trial in another indication.

Other programs based on viral vectors

Therapeutic vaccines targeting shared antigens

TG4001, a therapeutic vaccine targeting cancers caused by the human papillomavirus. This was the subject of a randomized Phase II clinical trial in HPV-positive anogenital cancers, whose main objective (improvement of progression-free survival) was not achieved. Transgene is currently conducting a full analysis of the study results to determine the next stages of clinical development for this program.

The Company has also developed a poxvirus that carries a gene of the rabies virus capable of vaccinating wild animals, against rabies by scattering vaccine-impregnated bait. This product is marketed today by Boehringer Ingelheim under the name Raboral V-RG®.

Oncolytic Viruses

Oncolytic viruses are designed to replicate in cancer cells, leading to the destruction of these cells. They do not replicate in healthy cells. This mechanism differs from conventional treatments such as chemotherapy, antibodies and radiation therapy. Oncolytic products can therefore be used in combination with these treatments or in monotherapy.

Transgene's oncolytic virus program focuses on new generations of poxviruses, some genes of which have been suppressed to increase tolerance and tropism for tumor cells while maintaining efficacy and their capacity to stimulate the immune system. In addition, these viruses can be armed with multiple payloads to modify the immune response in the tumor microenvironment.

With its **Invir.IO**® platform (see Section 1.2.2.2), Transgene is capitalizing on its viral vector engineering expertise to design a new generation of multifunctional oncolytic viruses targeting the tumor micro-environment. This platform relies on a patented strain of vaccinia virus ($VV_{cop}TK^{-}RR^{-}$) integrating a wide range of transgenes (such as enzymes, antibodies and cytokines) can be integrated.

A number of projects are based on the **Invir.IO**® platform, including:

- TG6050 and BT-001. These product candidates are currently undergoing Phase I clinical development;
- oncolytic viruses designed by Transgene, undergoing preclinical evaluation.

Integrated skills from preclinical to clinical development

Transgene's portfolio consists of several products in preclinical and clinical development. They are being evaluated for the treatment of cancers in various stages of the disease for which there is an important medical need.

Transgene has all the capabilities needed to conduct the different steps of preclinical and clinical development of its drug candidates and respects regulation.

Preclinical tests aim at evaluating, in vitro and in vivo, the safety and the efficacy potential of the products. They are undertaken by Transgene or in collaboration with partners/subcontractors. The purpose of clinical trials is to assess the safety and efficacy of the product in patients (so-called Phase I, Phase II and Phase III trials).

The different clinical trials (or studies)

In oncology, clinical trials are conducted on patients. They are always volunteers, duly informed, who can leave the trial if they wish. For several years in oncology, the boundaries between the different phases of clinical trials have become increasingly fuzzy. Trials may thus combine several phases, for example Phase I/II trials. The descriptions below cover the general scope of clinical trials and do not strictly apply to all Transgene clinical trials.

Phase I: first stage of testing a drug in humans. The Phase I study tests treatment on a small number of patients mainly in order to evaluate safety and the recommended dose to use in Phase II.

Phase II: Phase II clinical trials include a larger number of patients than Phase I and are designed to assess the safety, dose effect and sometimes the efficacy of new treatments. Some immuno-oncology treatments have been authorized after extremely positive Phase II results in an indication of high medical need, subject to launching a Phase III trial.

Phase III: Phase III clinical trials can involve hundreds or thousands of patients depending on the disease, and are designed to evaluate the safety and efficacy of a drug in a controlled setting. The success of a Phase III trial generally leads to the filing of a marketing authorization required to bring the drug to market.

Our immunotherapies can be used as single agents or in combination with other approved or investigational treatments such as Immune checkpoint inhibitors (ICIs), chemotherapy or radiotherapy.

Production capacity

Transgene has a pilot production unit called **PilotClin**. This pilot facility can manufacture small clinical batches that comply with GMP standards, in particular for Phase I or II clinical trials. It was also designed to meet the needs of tailored production for clinical trials of **TG4050** or the specific needs of ***myvac***® or **Invir.IO**® projects.

New investments were made in 2024 and are continuing in order to increase manufacturing capacity and optimize existing processes.

Open innovation and collaboration

Transgene participates in collaborative programs with public and private partners, in France and internationally. The aim of these collaborations between our staff and the scientific and medical community is to develop our R&D expertise and our portfolio of products and processes, while increasing their visibility and, if possible, to generate income or to share costs. These collaboration agreements also serve as ways to validate our approaches and as such are crucial to increasing the attractiveness of the products to potential commercial partners.

Transgene's activity is highly regulated

Both preclinical and clinical pharmaceutical development as well as pharmaceutical manufacturing, including plant and equipment, and marketing, are all subject to complex and demanding regulations developed by governmental authorities at the national and at the European level, and in the United States. The European Medicines Agency (EMA), the Agence nationale de sécurité du médicament et des produits de santé (ANSM) (French medicines agency), the United States' Food and Drug Administration (FDA) and other regulators require compliance with strict conditions for the manufacturing, development and marketing of products such as those developed by Transgene, especially at the preclinical and clinical stages.

In Europe, the CTIS (Clinical Trial Information System) portal was launched in January 2022 by the EMA in order to centralize on single platform all submissions of clinical trial applications carried out in the European Union (EU), as well as their assessment and authorization, which remain under the responsibility of the Member States concerned by the clinical trial.

The making available in the EU of drugs such as those developed by Transgene, which belong to the category of advanced therapy drugs (ATD), firstly requires obtaining marketing authorization (MA) issued by the European Commission following the centralized assessment of the request by the EMA involving in particular the Committee for Advanced Therapy Medicinal Products (CAT). Subsequently, the reimbursement of these same drugs by health insurance is a responsibility of the governments of the Member States. The analysis of the added value of new drugs compared to existing treatments, as well as their cost-efficacy ratio, are examined in the context of a Health Technology Assessment (HTA), which are the final steps before being able to market any new health product.

In the United States, clinical trial authorization applications and marketing authorization applications are both regulated by the FDA.

The IND (Investigational New Drug) application is the starting point for the clinical trial in the United States and is an essential step on the way to the marketing of a new drug. From an FDA perspective, the primary purpose of an initial IND submission is to ensure the safety and rights of participants in clinical trials. In addition to enabling clinical trials, the IND also performs another function. Since U.S. federal law provides that only marketed drugs may be transported through the United States, the IND provides a legal framework for sponsors to transport their research products to clinical centers in various states.

The marketing of biological drugs in the United States requires the submission of a biological license application (BLA), which is evaluated by the FDA's CBER (Center for Biologics Evaluation and Research).

1.2.2 Overview of platforms and main products

The following table sets out the main assets of Transgene's portfolio as of the date of this Registration Document:

Products		Indications	Collaborations	Discovery	Phase I	Phase II	Phase III
LEAD ASSET, *myvac® program*							
myvac® program myvac	**Individualized neoantigen therapies**	**Heand and Neck (adjuvant) TG4050**	Orchestrating a brighter world NEC	●	R	R	
		Additional indication		●	●		
OTHER VIRAL VECTOR BASED ASSETS							
BT-001 invirio	Oncolytic virus	Solid tumors	BioInvent	●	●		
Research & Innovation	Innovative viral vector based modalities			●	●		

** R: randomized*

1.2.2.1 Individualized therapeutic vaccines

The primary target markets of these candidate products are detailed in Section 1.2.6 of this document.

Inducing a targeted, robust and durable immune response

The purpose of therapeutic vaccines is to trigger a cascade of immune responses that result in the production of immune cells, including T cells able to recognize and destroy cancer cells.

By integrating genetic sequences specific to cancer cells into the genome of a viral vector, we use the strong sensitivity of the immune system to viruses to induce a response against specific antigens of tumor cells. Transgene uses the viral vector MVA (Modified Vaccinia Ankara), a viral strain recognized for its good safety profile and its immunogenicity.

The main therapeutic vaccines under clinical development fall into two categories: an individualized vaccine based on antigens and a shared antigen approach.

Individualized therapeutic vaccine targeting neoantigens

***myvac®*: an advanced platform for innovative individualized immunotherapy that uses Artificial Intelligence technology to personalize each patient's treatment**

With the ***myvac®*** platform, Transgene is positioned in the fields of individualized immunotherapy and precision medicine. Our approach is based on the MVA viral vector. The **myvac®** products format designed to stimulate and educate the immune system against a patient's cancer by targeting the genetic mutations specific to his or her tumor (neoantigens). This approach has the advantage of an optimized process allowing a production time compatible with the clinical care of patients. With **myvac®**, Transgene overcame several scientific and technical challenges. The Company set up an innovative workflow that combines bioengineering, digital transformation, established vectorization know-how and unique manufacturing capabilities.

The aim of this platform is to generate several drug candidates that can be administered alone or in combination with other approaches.

TG4050 is the first drug candidate from the ***myvac***® platform; On the strength of the first Phase I results obtained in an adjuvant head and neck cancer trial (NCT04183166), Transgene and NEC are continuing the progress of **TG4050** with a Phase II part, which started in the second quarter of 2024. Transgene is also conducting preliminary work on a potential new Phase I trial in another indication.

An individualized, MVA-based vaccine

The ***myvac***® platform is based on an MVA vector whose safety, biological activity and ability to induce an immune response against tumor antigens are established and recognized. The MVA can also induce a broadening of the antitumor immune repertoire, known as epitope spreading.

The data generated by the ongoing trial confirm the safety and immunogenicity of this approach.

Artificial intelligence to select the most pertinent mutations

The design of the **TG4050** vaccine is based on the integration, into a viral vector, of neoantigens identified among hundreds of mutations present in the genome of the patient's tumor cells. Once identified by sequencing, the mutations of vaccine interest are selected using the power of NEC's artificial intelligence (AI) technologies and the know-how developed by Transgene. Up to 30 mutations are integrated into the viral vector genome using the **VacDesignR**® tool developed by Transgene, allowing optimization of the selection and insertion of neoantigen sequences into the vector genome.

The different stages of VacDesignR®

The NEC neoantigen prediction system is based on AI expertise that goes back more than 20 years, already used in oncology. The initial training of the system was made possible by the availability of a large public and private database that allows it to prioritize and select with precision the most immunogenic sequences. This system is particularly sophisticated. It models several stages of antigen presentation and immune system induction. This system is constantly being improved on the basis of observations made in the patients treated and according to advances in research.

When **TG4050** is administered to the patient, it therefore triggers a cascade of immune responses against these different targets present in the cancer cells.

Transgene and NEC presented data demonstrating that the prediction algorithm used to personalize **TG4050** for each patient is able to accurately identify immunogenic tumoral mutations, even among a large number of tumoral mutations identified in the patient [(1)]. These results demonstrate the superiority of our approach in terms of specificity compared to benchmark tools. This advantage could result in increased activity in patients.

(1) B. Mallone et al., "Performance of neoantigen prediction for the design of TG4050, a patient specific neoantigen cancer vaccine", AACR 2020, June 22-24, 2020, Poster presentation.

A pilot manufacturing site to GMP standards

A production unit, PilotClin, dedicated in particular to the manufacture of individualized clinical batches of **TG4050**, was created on the Strasbourg (Illkirch-Graffenstaden) site. It complies with the pharmaceutical manufacturing standards and supplied the doses necessary to its clinical development. New investments began in 2024 and are continuing in order to increase manufacturing capacity and optimize existing processes.

Consortium agreement

As part of the Investments for the Future Program, Transgene and the Institut Curie benefit from the support of Bpifrance for the development of its ***myvac***® platform (NEOVIVA project, section 5.1).

TG4050: a new generation of individualized vaccine – Phase I/II

TG4050 is an individualized immunotherapy designed to stimulate the immune system of patients in order to induce a response that is able to recognize and destroy tumor cells in a specific manner. This individualized immunotherapy is designed and manufactured for each patient, on the basis of the mutations specific to his or her tumor. These mutations are identified by sequencing the tumor tissue and are prioritized using the NEC Antigen Prediction System, then integrated into the ***myvac***® technology platform (see above). This individualized immunotherapy is produced for each patient in a timeframe compatible with the ongoing clinical trial requirements.

Partnership with NEC

The development of **TG4050** is based on a strategic partnership between NEC and Transgene. By providing its AI and machine learning capabilities, its databases and its expertise in prioritizing neoantigens, NEC is supplying Transgene with an essential component for **TG4050**. The quality and robustness of NEC's AI give Transgene a strong competitive advantage.

In addition, NEC is financing 50% of the cost of the clinical trial of the Phase I/II clinical trial underway in head and neck cancer.

Innovative and patented genetic engineering technologies

The ***myvac***® viral vector is based on an MVA, optimized to increase the expression of antigens and their presentation to the immune system. Transgene has also developed **VacDesignR**®, a tool for optimizing the selection and insertion of neoantigen sequences into the vector genome.

Description and mechanism of action

TG4050 is a therapeutic vaccine "customized" for each patient, depending on the mutations identified in his or her tumor. These mutations may lead to the expression of tumor neoantigens that are especially useful targets for the tumor-fighting immune response. These neoantigens are known to stimulate a stronger and more specific immune response than the "classic" tumor antigens because their expression is limited to the tumor and they are therefore not the subject of any safety issues.

Once identified by sequencing and selected using AI algorithms, up to 30 neoantigens are integrated into the genome of the ***myvac***® viral vector.

Thus, when **TG4050** is administrated to the patient, it triggers a cascade of immune responses against the targets present in the viral vector and on the surface of the cancer cells.

Lead therapeutic indication

The purpose of TG4050 is to prevent relapse and/or prolong the period of disease-free survival in the adjuvant setting after surgical resection. This clinical positioning targets **patients at a relatively early stage of the disease but presenting at a risk of relapse**. In particular, it makes it possible to administer **TG4050** as a **monotherapy**, which makes it possible to assess its benefit in a methodologically sound manner.

TG4050 could be used in many solid tumors for which the medical need remains important.

Ongoing clinical trial – HPV-negative head & neck cancers – Phase I/II (NCT04183166)

Clinical Proof of Principle - Phase I part

A Phase I trial of **TG4050** included 32 patients with locally advanced, newly diagnosed HPV-negative cancers of the head and neck after surgical resection and adjuvant treatment (chemo-radiotherapy). Patient follow-up is ongoing.

To date and with the approved treatments, approximately 25% of this patient population will experience a relapse in the 24 months following this adjuvant treatment.

In this randomized trial, half of the participants receive the therapeutic vaccine immediately after completing the adjuvant treatment. The other half is monitored and has the possibility of receiving **TG4050** if the disease recurs, in addition to the standard treatment. In both cases, **TG4050** is administered with the aim of initiating a strong immune response in the patient against the cancer cells.

The primary endpoints for these trials are safety and feasibility. Secondary criteria include feasibility and disease-free survival. Immunogenicity and the exploratory study of biomarkers (TMB, PD-L1 expression) are among the exploratory objectives.

This two-arm, randomized, open, multi-center trial included patients in the United Kingdom, the United States and France.

Key results - Phase I part

Median follow-up data at 24.1 months were presented to the SITC in November 2024. These data show that all patients treated with **TG4050** after successful completion of adjuvant standard of care remained disease-free and had not relapsed, comparing favorably to the observational arm which showed three out of 16 patients had relapsed.

The data presented also show the induction of persistent and specific immune responses. (1)

(1) Analysis based on research methods; an independent GLP-type (Good Laboratory Practices) analysis must be carried out.

The other results presented at these conferences are as follows:

- the vaccine is well tolerated and no serious adverse events have been reported;
- immune targets (or neoantigens) could be identified for all patients, despite a low to moderate mutational burden of the tumor;
- despite an unfavorable systemic immunity and tumor microenvironment at the start of treatment, T cell responses were observed in patients for class I and class II epitopes; these are de novo responses and amplifications of specific pre-existing responses against tumor neoantigens; and
- persistent CD8 + responses were observed up to 7 months after the start of treatment.

TG4050 has thus demonstrated its ability to induce specific immune responses against targeted antigens in patients, a condition that should make it possible to prolong periods of remission.

These results suggest that **TG4050** can strengthen the immune system of patients whose tumor microenvironment appears to be an "immunity desert", presenting non-functional immune cells, or low or negative levels of PD-L1 expression.

The poster is available on the Transgene website.

Extension of the clinical trial - Phase II part

A Phase II part currently includes patients in several countries to further confirm these promising data. Transgene and NEC have in fact extended the randomized Phase I trial into a randomized Phase I/II trial, in the same indication.

The Phase II part aims to generate a set of immunological and clinical results to further demonstrate the potential of **TG4050**. Patient enrollment is progressing at a good pace. This multi-center trial is active in France, the United Kingdom and Spain. In total, the Phase I/II trial will include approximately 80 patients.

Other clinical trial

Ovarian cancer

Transgene and NEC have conducted a Phase I trial of **TG4050** in patients with ovarian cancer who had undergone surgery and (neo-)adjuvant chemotherapy. **TG4050** was administered at the first signs of asymptomatic recurrence in order to initiate a strong immune response in the patient against the cancer cells and prevent progression to a more severe relapse.

At ASCO 2023, Transgene and NEC presented the promising data resulting from this trial [(1)].

Nevertheless, in view of the evolution standard of care, Transgene and NEC have stopped clinical development in this indication.

Other indication

Transgene plans to launch a development for **TG4050** in a new indication. Preliminary work is underway, in anticipation of a new clinical trial that could begin in the fourth quarter of 2025 if the conditions are met.

Next stages of development

- Transgene and NEC will present the disease-free survival (DFS) at 24 months of the patients of the Phase I trial in head and neck cancers in the second quarter of 2025;
- the end of the randomization of patients in the Phase II part is expected in the fourth quarter of 2025, i.e. approximately six months after the end of the enrollments, in accordance with the schedule;
- **TG4050** could be indicated in the treatment of other types of solid cancers for which the medical need remains high and the current treatments unsatisfactory. As a result, Transgene is conducting preliminary work that could lead to the launch of a new Phase I trial, in a new indication.

Marketing outlook

The Company has not set a possible date for commercial launch.

1.2.2.2 Oncolytic viruses

Selectively destroying cancer cells

Oncolytic viruses are a particularly innovative therapeutic class that offers promise in the fight against cancer.

They replicate in a targeted manner in the tumor where they destroy the cancer cells by cell lysis (or oncolysis), causing the release of tumor antigens thus inducing a specific activation of the immune system against the tumor cells.

Oncolytic viruses can be armed with a comprehensive therapeutic "arsenal" comprising complementary anticancer "weapons" embedded in their genome: in this case, we refer to multifunction or "armed" viruses.

By attacking the tumor with several mechanisms of action, Transgene develops therapeutic approaches that can lead to an effective therapy against cancer.

Transgene's two oncolytic viruses currently in clinical development are based on a patented strain: $VV_{cop}TK^{-}RR^{-}$, which is also the foundation of the **Invir.IO®** platform. It is a poxvirus, optimized to be able to replicate selectively in tumor cells. This selectivity for cancer cells was obtained by removing two genes from the virus: the genes coding for thymidine kinase (TK) and ribonucleotide reductase (RR). TK and RR are present in great quantity in cancer cells and are necessary for viral replication, but are present in very small quantity in healthy cells, making viral replication impossible.

(1) Ottensmeier et al., Safety and immunogenicity of TG4050: A personalized cancer vaccine in head and neck carcinoma, ASCO 2023, June 2-6, Poser presentation.

Invir.IO®, a platform for a new generation of oncolytic viruses

The Invir.IO® platform is based on a patented strain of the vaccinia virus (VVcopTK-RR-). This new generation of multifunctional oncolytic viruses aims to modulate the tumor microenvironment and thus to improve anti-tumor activity.

Our oncolytic viruses are designed to directly and selectively destroy the cancer cells by using an oncolysis mechanism, while also inducing immune responses against tumor cells. In addition, during replication, **the virus expresses the payloads integrated in its genome** and therefore allows the expression of immunomodulators and/or therapeutic agents specifically in the tumor. These complex cellular and metabolic mechanisms develop in the tumor microenvironment.

They are able to integrate large quantities of genetic material and thus produce, within the tumor, anti-tumor molecules that amplify the anti-tumor activity specific to the virus.

These viruses are designed to **counter the immunosuppression mechanisms that allow the tumor to escape the immune system**.

The oncolytic viruses generated using the Invir.IO® platform can be administered by different routes, including intravenous, locoregional or intratumoral routes. Their **safety** has been shown in several Phase I clinical trials.

Invir.IO®, a platform to develop a portfolio of immunotherapeutics combining complementary modes of action

Transgene's integrated expertise in design, preclinical characterization and clinical evaluation make Invir.IO® the ideal platform for developing a portfolio of multifunctional oncolytic viruses.

The **Invir.IO®** platform allows the design of product candidates integrating a wide range of weapons (immune checkpoint inhibitors, cytokines, enzymes, etc.). Transgene has a portfolio of oncolytic viruses at the clinical stage, at the preclinical stage, and at the upstream research stage. They can be designed on behalf of Transgene or in partnership.

Oncolytic viruses optimized to attack the tumor on several fronts and counter immunosuppression mechanisms

Many therapies are very effective locally but can be toxic when administered systemically.

By introducing genetic sequences coding for such therapies into its viruses, Transgene aims to allow the production of these molecules directly in the tumor at therapeutic doses, during the replication of the virus, without exposing the patient to the side effects traditionally associated with the systemic administration of these therapies.

These therapies comprise cytokines, chemokines, enzymes, and/or monoclonal antibodies.

This effect is in addition to the oncolysis activity and the induction of immunogenic death of cancer cells. This enables the effective modulation of the tumor microenvironment and an increase in the immunosensitivity of the tumor, while maintaining a favorable safety profile.

BT-001: solid tumors – Phase I/II

BT-001 is an innovative oncolytic virus derived from the **Invir.IO®** platform. It expresses an anti-CTLA-4 antibody and the cytokine GM-CSF.

BT-001 was designed to produce an anti-CTLA-4 antibody within the tumor in order to minimize the systemic adverse effects associated with this class of ICI and ensure significant therapeutic activity.

Collaboration agreement

BT-001 is co-developed by Transgene and BioInvent on a 50/50 basis.

Clinical collaboration with MSD (Merck & Co., Inc.), which provides Keytruda® (pembrolizumab) (see also Section 1.2.3).

Description and mechanism of action

BT-001 is a multifunctional oncolytic virus. It is based on Transgene's **Invir.IO®** platform and its patented oncolytic virus $VV_{cop}TK^{-}RR^{-}$. BT-001 encodes a complete anti-CTLA-4 antibody derived from BioInvent's n-CoDeR®/F.I.R.S.T™ technology (depleting Tregs) and the GM-CSF human cytokine.

BT-001 combines an action of destroying tumor cells (oncolysis), the activation of anti-tumor immune defenses and the production, in the tumor, of an anti-CTLA-4 antibody and the cytokine GM-CSF, an immunomodulatory cytokine. The anti-CTLA-4 antibody has shown, in preclinical studies, an activity of modulation of the tumor microenvironment, by causing a depletion of T-reg, lymphocytes that can reduce the action of effector T cells in the tumor.

Lead therapeutic indication

Solid tumors.

Ongoing clinical trial – Injectable solid tumors – Phase I/IIa – Intratumoral (IT) administration

An open-label, multi-center Phase I/IIa study is evaluating increasing doses of BT-001 alone and in combination with pembrolizumab (NCT04725331).

Inclusions ended in the second half of 2024. This trial included patients in France and Belgium.

Phase I of the trial is organized in two parts:

- part A includes 18 patients with advanced/metastatic solid tumors who have already received multiple lines of treatment, including with other immunotherapies. BT-001 is administered as a monotherapy by IT injections into palpable skin or subcutaneous lesions, or into easily injectable lymph nodes. This part aims to establish the tolerance of BT-001 and to determine the dose and administration schedule for further development;
- part B explores the tolerance and synergistic activity of the combination of IT injections of Bt-001 with the anti-PD1 monoclonal antibody pembrolizumab in 12 patients. This part of the trial currently includes patients.

Phase IIa is dedicated to the evaluation of this combination regimen in several patient cohorts with different types of solid tumors. The potential of this approach could be extended to cohorts of patients with cancers that are not traditionally treated with this type of treatment.

Key results

In September 2024, Transgene and its partner BioInvent presented preliminary data in the Phase I/IIa trial at the ESMO congress, showing that:

- BT-001 induces a reduction in tumor size in patients resistant to anti-PD(L)-1 treatments, both as monotherapy and in combination with the anti-PD-1 treatment KEYTRUDA® (pembrolizumab) from MSD (Merck & Co., Inc., Rahway, NJ, U.S.);
- BT-001 replicates in the tumor; and
- the transgenes encoding GM-CSF and anti-CTLA-4 were expressed.

In combination with pembrolizumab, BT-001 showed the first signs of efficacy in 2 out of 6 patients, with a reduction in injected and non-injected lesions.

In a case study presented at the congress, treatment with BT-001 also made it possible to modulate the tumor microenvironment, converting these “cold tumors” into “hot tumors” and inducing T cell infiltration.

Next stages of development

Transgene and BioInvent are currently finalizing the second cohort of Part B of the Phase I/IIa trial so that they can then guide the development strategy. New data are expected in the second half of 2025.

Marketing outlook

The Company has not set a possible date for commercial launch.

1.2.3 Strategic collaboration agreements

Collaboration agreement with NEC

In March 2019, Transgene and NEC Corporation signed a first collaboration agreement for the design of a personalized vaccine that combines Transgene's ***myvac***® technology with neoantigen prediction technologies created by NEC as well as the co-financing of up to 50% of the costs of the two Phase I trials of **TG4050** with the goal of obtaining a first proof of concept of the ***myvac***® technology. In January 2024, the companies announced the extension of their collaboration through a new collaboration agreement to support the development, registration, and use of this candidate. Under this new agreement, the parties maintained the principle of co-financing 50% of the costs of the Phase II part of the trial in head and neck cancers. More generally, the terms of this agreement provide for development conducted by the two companies with an equal share of the costs of the clinical development and income and royalties that may result from the **TG4050** candidate, with the possibility for each party to opt out of the ensuing steps of the collaboration in exchange for granting a license and an adjustment of the financial terms.

Collaboration agreement with Merck KGaA and Pfizer on a Phase I/II study

In October 2016, Transgene, Pfizer and Merck KGaA entered into a collaboration agreement to evaluate the potential of the TG4001 therapeutic vaccine in combination with avelumab for the treatment of HPV-positive cancers, after failure of standard therapy in the framework of a Phase I/II clinical trial. Avelumab is a fully humanized anti-PD-L1 IgG1 monoclonal antibody owned by Merck KGaA. Merck KGaA is providing avelumab and certain technical services to the collaboration, with Transgene contributing TG4001 and playing the role of trial sponsor. On the basis of the Phase Ib/II results, Transgene and Merck KGaA have decided to extend their collaboration to part 2 of Phase II evaluating TG4001 + avelumab versus avelumab alone. Pfizer decided to leave the collaboration by selling its rights to its partner Merck KGaA.

Agreements to co-develop oncolytic vectors with BioInvent

In December 2017, Transgene and BioInvent announced a co-development agreement to develop viral vectors from Transgene's **Invir.IO**® platform, armed with an anti-CTLA-4 monoclonal antibody developed by BioInvent. The immunotherapies resulting from these collaborations will combine the effects of oncolytic viruses with the properties of the vectorized antibodies, which will be expressed directly in the tumor microenvironment, so as to remove immunosuppression in solid tumors.

The terms of this agreement provide for development conducted by the two companies with an equal share of the costs and income and royalties that result, with the possibility for each party to opt out of the ensuing steps of the collaboration in exchange for granting a license and an adjustment of the financial terms.

Collaboration agreement with Merck & Co., Inc. on a Phase I/II trial

In June 2022, Transgene, Merck & Co., Inc. and Transgene entered into a collaboration agreement to assess the potential of the oncolytic virus Bt-001 in combination with Keytruda® (pembrolizumab) in the treatment of solid tumors, in a Phase I/II clinical trial. Keytruda® is a fully humanized anti-PD-1 monoclonal antibody owned by Merck & Co., Inc. The partner contributes Keytruda® to the collaboration, and Transgene contributes BT-001 and assumes the role of research developer. Transgene and BioInvent signed a parallel agreement to reconcile their co-development agreement with this new collaboration agreement with Merck & Co., Inc.

1.2.4 Other products and collaborations

1.2.4.1 Other products

TG4001: HPV-16 positive cancers - Phase II

TG4001 is a therapeutic vaccine targeting the human papillomavirus (HPV-16), including some cancers of the oropharynx and the majority of anogenital cancers. TG4001 has been administered to more than 300 subjects. It has demonstrated good tolerability, a significant HPV clearance rate and promising efficacy results in several clinical trials. Its mechanism of action and safety profile make it very suitable for use in combination with other therapies.

Description and mechanism of action

TG4001 is a therapeutic vaccine designed from a highly attenuated, non-replicative vaccinia virus (MVA). It expresses the E6 and E7 antigens of the HPV-16 virus and interleukin-2 (IL-2), which stimulates immune responses. TG4001 was designed to act against cells carrying the E6 and E7 antigens of HPV-16 in a twofold manner: training the immune system to recognize and kill specifically those cells and, due to IL-2, stimulating the immune system. Its good safety profile was observed in all clinical trials conducted to date.

Lead therapeutic indication

HPV-16 positive recurrent/metastatic cancers.

Development is currently being conducted in combination with an ICI, avelumab.

Clinical collaboration agreement

Clinical collaboration with the Merck KGaA/EMD Serono and Pfizer alliance, which supplies avelumab, an ICI of the humanized anti-PD-L1 monoclonal antibody type, for the Phase Ib/II trial described below (see also section 1.2.3).

Key results - Phase II clinical trial (completed) - HPV-16 positive cancers

On the basis of promising results obtained in a Phase Ib/ II part, Transgene conducted a Phase II clinical trial to evaluate the potential of the TG4001 therapeutic vaccine in combination with avelumab in patients with recurrent or metastatic HPV-16 positive anogenital or cervical tumors.

In October 2024, Transgene announced that in its randomized Phase II trial evaluating the combination of TG4001 with avelumab versus avelumab alone in patients with recurrent or metastatic HPV16-positive cervical and anogenital tumors, the objective principal (improvement in progression-free survival) had not been achieved.

However, a subgroup analysis, provided for in the protocol, showed a positive trend in terms of efficacy in favor of the treatment containing TG4001 in patients with cervical cancer. These results require additional analysis including by PD-L1 status. These patients represent approximately half of the patients recruited in the study.

Next stages of development

Transgene is currently analyzing all of the clinical and translational results of the study in order to determine the best strategy for the rest of the program. The clinical data from this study will be presented at a scientific congress in the second quarter of 2025.

Marketing outlook

The Company has not set a possible date for commercial launch.

TG6050: non-small cell lung cancer – Phase I

Description and mechanism of action

TG6050 is an oncolytic virus derived from Transgene's **Invir.IO**® platform and its patented oncolytic virus, $VV_{cop}TK^{-}RR^{-}$. TG6050 is armed with human IL-12, a cytokine known to trigger a powerful anti-tumor immune response, and an anti-CTLA-4 antibody. It has also been optimized with the deletion of the viral M2L gene, which targets CD80 and CD86, two CTLA-4 ligands.

Lead therapeutic indication

Non-small cell lung cancer (NSCLC).

Delivir clinical trial – Non-small cell lung cancer (NSCLC) – Phase I – Intravenous (IV) administration

The Delivir trial (NCT05788926) evaluated ascending doses of TG6050 administered intravenously in patients with advanced NSCLC relapsing after reference treatments, including immune checkpoint inhibitors (ICIs).

The intravenous route is considered the most appropriate for this population of patients presenting a disseminated disease with numerous metastases which are both visible and invisible to medical imaging techniques.

Key results

The Phase I *Delivir* trial which is evaluating TG6050 in patients with advanced non-small cell lung cancer having failed standard therapeutic options has been completed.

Preclinical data, published in the Journal for ImmunoTherapy of Cancer [(1)] (JITC) in July 2024, won the JITC Best Oncolytic and Local Immunotherapy Paper Award. The article on TG6050 demonstrates that it induces tumor regression in several "hot" and "cold" mouse models. This anti-tumor activity was enhanced when TG6050 was combined with an immune checkpoint inhibitor.

(1) Azar et al., TG6050, "TG6050, an oncolytic vaccinia virus encoding interleukin-12 and anti-CTLA-4 antibody, favors tumor regression via profound immune remodeling of the tumor microenvironment" JITC, July 2024.

Next stages of development

Initial data from the Phase I trial are expected in the second quarter of 2025. Transgene will finalize the analysis of these data to determine the best clinical development strategy for this candidate.

Marketing outlook

The Company has not set a possible date for commercial launch.

TG6002: solid tumors – Phase I/IIa

Multifunctional oncolytic virus, TG6002 has been designed to combine the mechanism of oncolysis with the targeted production of chemotherapy (5-FU), directly in the tumor. These approaches can attack solid tumors on multiple fronts while avoiding the side effects of chemotherapy.

Description and mechanism of action

TG6002 is based on the $VV_{cop}TK^{-}RR^{-}$ strain. It has been optimized to selectively replicate in tumor cells and attract immune defenses into the tumor. TG6002 expresses the gene FCU1, for which expression in the tumor cell leads to the local conversion of the pro-drug 5-FC (flucytosine) in 5-FU (fluouracile), a commonly used chemotherapy. As such, when TG6002 is administered in combination with 5-FC, it allows the production of chemotherapy in the tumor.

Lead therapeutic indication

Solid tumors, including gastrointestinal adenocarcinoma, for which 5-FU is a common treatment.

Key results - Phase I/II clinical trials (ended) – gastrointestinal and colorectal cancers– IV and IAH administration

Results presented provide the clinical proof of principle of the intravenous administration of the viral strain $VV_{cop}TK^{-}RR^{-}$ by Transgene. They show that after being administered intravenously, TG6002 reaches the tumor, selectively replicates within tumor cells and induces the local expression of its functional transgene (the FCU1 gene).

The analyses enable Transgene to document the pharmacokinetic properties (PK), the biodistribution of TG6002 and the expression of the FCU1 gene, as part of this administration. They also confirm its good safety profile.

Key results obtained providing the clinical proof of principle of the feasibility of the IV administration of TG6002:

- **TG6002 demonstrated good tolerability** when administered weekly or on days 1, 3 and 5. No major toxicities limiting the dose escalation process were observed, whatever the administration program;
- **TG6002 is able to reach the tumor, replicate, and express its payload after intravenous administration**. The absence of any sign of the generalized presence of the virus in the patient's body and the association of the activity of the FCU1 gene at a high viral concentration in the tumor suggest that the replication of TG6002 is concentrated in the tumor cells;
- the development of a neutralizing antibody response against the virus is not associated with a decline in biological activity.

These results confirm the mechanism of action, in humans, of oncolytic viruses from the Invir.IO® platform, as well as the relevance of their IV administration.

Next stages of development

Future clinical trials of this candidate are subject to the signing of new partnership agreements.

Sale of Chinese rights to TG6002 technology (T601) to Tasly BioPharmaceuticals

T601 is an immunotherapy derived from TG6002 technology. Tasly BioPharmaceuticals Group Co, Ltd. holds all rights to research, development and commercialization of T601 for Greater China, following an agreement reached in July 2018.

Marketing outlook

The Company has not set a possible date for commercial launch.

Pexa-Vec: oncolytic virus against solid tumors

Pexa-Vec (JX594/TG6006 — pexastimogene devacirepvec) is an oncolytic virus designed to selectively target and destroy cancer cells by intracellular replication of the virus cells (oncolysis) and stimulate the antitumor immune response. Its mechanism of action and safety profile make it an ideal candidate for combination with other therapies, including ICIs.

Description and mechanism of action

The modified vaccinia virus from which Pexa-Vec is derived can selectively replicate in tumor cells. The safety profile and cancer cell selectivity were obtained by the deletion of the thymidine kinase (TK) gene, thus making the virus dependent on the constant high-level expression of the TK gene in cancer cells. Pexa-Vec has also been modified to express the immunostimulatory protein GM-CSF. Pexa-Vec "attacks" tumors via three mechanisms of action: cell lysis by selective replication of the virus in tumor cells, blocking of the tumor's vascularization and stimulation of the immune response against the tumor (active immunotherapy).

Transgene holds Pexa-Vec's development and commercial rights for Europe (see Section 1.2.4.2).

Clinical trials

A translational study with IV administration of Pexa-Vex before surgical intervention (a neo-adjuvant indication) made it possible to document Pexa-Vec's mechanism of action in the tumor microenvironment. Transgene presented the first positive findings at ASCO in June 2018, showing that Pexa-Vec stimulates anti-tumor immunity after intravenous administration. A complete pathological response was observed at surgical resection in one of the four patients. The complete results were presented in 2019.

Phase I and II clinical trials in different types of tumors showed that Pexa-Vec is well tolerated by patients and has a biological activity when injected directly into tumors or administered by IV. Pexa-Vec has an acceptable tolerability profile with known and tolerable side effects.

Pexa-Vec has also been evaluated in "investigator-sponsored" studies, which Transgene is "coordinating". These Phase I/II studies combined Pexa-Vec with other therapies.

SillaJen and Lee's Pharma have also conducted clinical trials in their respective geographic regions (North America and Asia/China). These tests principally combined Pexa-Vec with ICIs for the treatment of various solid tumors.

Next stages of development

Transgene does not plan to launch a new clinical trial of Pexa-Vec. The Company retains the European rights for this candidate product.

Marketing outlook

The Company has not set a possible date for commercial launch.

Other programs

Transgene conducts other research programs, capitalizing on its recognized expertise in the engineering of viral vectors, and aimed in the long term at extending the Company's portfolio of preclinical and clinical drug candidates.

1.2.4.2 Other collaborations and contracts

Agreements with Oxford Biomedica for the manufacturing of clinical batches

In May 2019, the Company implemented a new framework agreement drawing up the conditions applicable to the production services provided by ABL Europe, now named Oxford Biomedica, for the clinical batches of drug candidates.

Agreement with Sanofi

In 2013, Transgene signed a collaboration agreement for the creation of a new advanced platform dedicated to the manufacturing of immunotherapy products, including Transgene therapeutic products. The platform was built on the Genzyme Polyclonals site in Lyon, and remains the exclusive property of Sanofi.

Sanofi and Genzyme will act as a bioproduction services Company (Contract Manufacturing Organization — CMO) for Transgene and will manufacture clinical and commercial batches for Transgene's immunotherapy products based on MVA technology. Transgene will be a preferred customer of the commercial manufacturing platform for 15 years.

Construction of the viral vector production platform at Sanofi Genzyme Lyon was completed in June 2015. Certification by all health authorities of this platform for the production of large batches of "off-the-shelf", MVA-based therapeutic vaccines was first sought in 2016. Approval of the French health authority was obtained in May 2017 and final approval in the United States was obtained in January 2019. This agreement expires in 2028.

Consortium agreement in the NEOVIVA project

Transgene is a partner in and coordinator of a research program with, among others, Veracyte and the Institut Curie. This program aims to develop an industrial ecosystem able to produce and develop personalized vaccines to treat cancer. That program is known as "NEOVIVA" and is supported by Bpifrance. The members of the consortium signed their agreement with Bpifrance in March 2019.

Under the NEOVIVA program, Transgene could receive grants and conditional advances of up to €0.2 million and €2.37 million, respectively, over the duration of the program. If the project is a success, defined in consultation with Bpifrance, Transgene shall be required, under certain conditions, to repay the advances in installments and then, if applicable, to make additional repayments until 2040 or up to a cap of €3.35 million. These obligations relate to the candidate in development, TG4050. Transgene is not liable for any potential repayments by other members of the consortium.

Consortium agreement for the ADNA ("Advances in Diagnostics for New Therapeutic Approaches") project

Transgene was a partner in a research program coordinated by Institut Mérieux, which brings together, among others, bioMérieux, Transgene, Genosafe and the Genethon association. The program's goal was to develop a new generation of diagnostics and therapies focusing on cancers and infectious and genetic diseases. This program, called ADNA (Advances in Diagnostics for New Therapeutic Approaches), supported by Bpifrance, began in 2007 and ended in 2016.

Under the ADNA program, Transgene received a total of €8.3 million in grants and €15.9 million in conditional advances. If the project is a success, defined as the marketing of a product for which a grant has been awarded and attaining a minimum income level, Transgene must, under certain conditions, repay the advances in installments and then, if applicable, make additional repayments until 2035 or up to a defined minimum. These obligations relate to the drug candidate TG4001.

Licensing agreement with Stamford

In July 2013, Transgene granted Ascend BioPharmaceutical, which became Stamford Pharmaceutical ("Stamford"), a biotechnology company based in the United States and Australia, a license for the immunotherapy product TG1042 to treat a common form of cancer of the skin, nodular basal cell carcinoma (or "BCC" for basal cell carcinoma), as well as two other oncology indications, with Transgene retaining rights to other potential indications. In 2024, this licensing agreement was extended to all medical indications. Stamford is currently pursuing a Phase II clinical study of TG1042 in basal cell nevomatosis, for which results will be available soon. At this stage, Stamford is considering different options in order to continue the development of the asset in the same indication.

License agreements with Valneva

Transgene and Valneva (formerly Vivalis) have signed two agreements enabling Transgene to use the EB66® cell line in its production processes for certain Transgene products. The first agreement, signed in July 2011, covers the production of Transgene therapeutic MVA vaccines and the second, signed in December 2020, covers the production of Transgene oncolytic products derived from a vaccinia virus.

Under these agreements, Transgene may be required to pay milestone payments or annuities depending on the stage of development of the drug candidates as well as royalties associated with the sales of Transgene products made from Valneva's EB66® cell line. Valneva will also receive income from manufacturing under GMP conditions the initial clinical batches of MVA therapeutic vaccine.

Licensing agreement with SillaJen

In August 2010, Transgene and Jennerex, Inc. (acquired by the South Korean company SillaJen in 2014) signed an exclusive partnership agreement for the development and commercialization in Europe, the Commonwealth of Independent States (CIS) and the Middle East of the oncolytic virus Pexa-Vec for the treatment of solid tumors. In 2015, SillaJen and Transgene amended the partnership agreement to streamline the conduct of clinical trials reflecting the areas of interest of each partner and to redefine the territories. Transgene returned rights to SillaJen for all Middle Eastern countries, Russia, Ukraine, Belarus and Turkey. SillaJen assumed the responsibility of conducting the Phase III trial in hepatocellular carcinoma. Transgene remains responsible for submitting requests for marketing authorization and retains commercialization rights in its territories. Following the completion of the PHOCUS study in Phase III, SillaJen did not exercise its option to co-promote the product in the five main European countries in Transgene's exclusive territory.

As part of the development activities, Transgene may have to pay SillaJen up to US$116.25 million (including US$15.25 million already paid) in milestone and marketing authorization payments for several indications, as well as royalties from sales of Pexa-Vec by Transgene and its sub-licensees.

Licensing agreement with ProBioGen

In June 2024, Transgene and ProBioGen signed a licensing agreement for the commercial use of the AGE1.CR.pIX® suspension cell line with the aim of combining ProBioGen's production technology with the production capacities of the Transgene individualized vaccine program and its ***myvac***® platform. ProBioGen's AGE1.CR.pIX® suspension cell line enables efficient industrial manufacturing processes to ensure consistent, high-quality, high-yield production.

Under this agreement, Transgene could be required to pay milestone payments or annuities depending on the stage of development of its personalized vaccines of up to €2.2 million as well as royalties associated with sales of Transgene products made from the ProBioGen cell line.

1.2.5 Competitive advantages

Transgene believes that its therapeutic approaches and its technologies differ from current treatments in immuno-oncology and that they have the potential to provide significant improvement to the clinical results of cancer patients.

The Company's main competitive advantages are described below.

The MVA vector technology platform

Transgene's MVA platform is designed to allow a maximum number of gene transfer applications. It makes available delivery techniques for differentiated genes, suited to distinct clinical situations, specifically oncology. It has been put into use for several therapeutic vaccines currently under development including the ***myvac***® personalized vaccine program.

This technology platform has the following potential advantages:

- **safety:** MVA is a modified vaccinia virus unable to propagate in human cells;
- **ease of administration:** Transgene's technology is mainly focused on the development of ready-to-use products in ampules or vials, for direct administration to the patient; and
- **manufacturing efficacy:** production processes that allow for the application of practical cell culture and purification methods, ready for the production of commercial batches, have been developed.

myvac®, an advanced platform for an individualized vaccine based on an MVA

With ***myvac®***, Transgene has a state-of-the-art platform for innovation in cancer-fighting immunotherapies. The Company's know-how in virotherapy enables it to incorporate coding sequences for neoantigens into our individualized immunotherapy. By incorporating sequencing and AI into the design of the virus, ***myvac®*** signals the entry of viral vector-based approaches into the era of digital transformation and precision oncology.

Transgene has created an organization able to design and manufacture this product, which is individualized for each patient, under time and cost conditions compatible with the initial clinical trials. This new therapeutic option could be a major improvement over existing therapies. ***myvac®*** is also the result of a policy of opening up to partners developing technologies that complement our expertise, to develop a multidisciplinary approach.

Invir.IO®, a new generation oncolytic virus platform

Transgene has an innovative platform to develop a new generation of multifunctional oncolytic viruses, armed with several "anticancer weapons" (see Section 1.2.2.2). Multifunctional oncolytic viruses are particularly promising therapies, with the potential to significantly improve the treatment of patients. With TG6002, Transgene has demonstrated the feasibility of intravenous administration of the VVcopTK-RR- vector behind the **Invir.IO®** platform. Transgene believes that this intravenous administration capacity constitutes a competitive advantage over other oncolytic viruses.

This platform leverages Transgene's historical know-how in engineering viral vectors. It is intended to generate, including through collaboration agreements, a portfolio of particularly innovative drug candidates able to modulate the tumor microenvironment.

Integrated skills from research to clinical development

Transgene capitalizes on four decades of recognized scientific expertise. The Company has been active in the field of gene transfer therapy and immunotherapy since 1992, and has gained extensive know-how in key fields for its development: virology, the conduct of clinical trials and regulatory matters.

An extensive portfolio of patents

Transgene has applied for patents and will continue to do so to protect its products, technologies and related processes. As of the date of this Universal Registration Document, Transgene holds around 130 patents, grouped into 27 families, granted in several countries and territories (including Europe and the United States). More than 120 patent applications are currently pending.

The main patents are presented below:

- **TG4050:** NEC's proprietary algorithm is protected under an indefinite trade secret as well as a patent portfolio claiming specific technical aspects. Transgene has patents and patent applications providing protection until 2040 (product structure and fusion protein design process). **TG4050** may benefit from additional protection due to the exclusivity of regulatory data, which may apply up to 12 years after the MA or BLA depending on the country;

- **TG4001:** this candidate-drug no longer benefits from a patent covering the product itself. It is protected by patent applications claiming the combination with an anti-PD1 or an anti-PD-L1 expiring in 2036. Patent applications are also in progress for the combination with avelumab and other anti-PD-L1s, characterized by an administration schedule (exclusive until 2040). TG4001 may benefit from additional protection due to the exclusivity of regulatory data, which may apply up to 12 years after the MA or BLA depending on the country.

The **Invir.IO®** platform is protected by:

- a family of patents claiming vectors with the double TK^- RR^- deletion until 2031 in the U.S. and 2028 elsewhere;

- a family of patent applications expiring in 2039 claiming the vector with a triple TK^-, RR^-, $M2L^-$ deletion.

Candidates are also protected by one or more patents or patent applications relating to the vectorized weapons and/or structure of the candidate.

Patent protection is provided for **TG6050** until 2043 and **BT-001** until 2039. These candidates-drugs are also covered by patents or patent applications concerning certain combination regimens or indications.

Each candidate-drug may benefit from additional protection due to the exclusivity of regulatory data, which may apply up to 12 years after the marketing authorization or BLA depending on the country.

1.2.6 Principal markets and competition

Transgene is a biotechnology company specialized in oncology (cancer treatment) R&D activities. It does not market any products.

1.2.6.1 Principal markets (oncology)

In 2022, nearly 10.0 million deaths were caused by cancer worldwide. This disease is the leading cause of death in developed countries. It affected 20 million new patients in 2022. The IARC (International Agency for Research on Cancer) online database, GLOBOCAN 2022, gives the most recent estimates for 36 types of cancer in 185 countries and provides a thorough overview of the global burden of cancer. An overall increase in new cancer cases is expected by 2050, with 35.3 million cases and 18.5 million deaths, due to population increase and aging alone (1).

Surgery and radiotherapy are currently considered the best treatments available for many cancers. However, patients' survival rate is reduced when the tumors are invasive and metastases appear. Chemotherapy and hormone therapy are the main treatments for cancers at these advanced stages. Nevertheless, except in the case of certain less common types of cancer, few patients are cured by these treatments, and improving their chances of survival remains challenging.

New anticancer treatments – called targeted therapies, which include ICIs – have emerged in recent years, and several of them are on the market. These therapies use agents that can specifically target and attack cancer cells without seriously harming healthy cells.

Immunotherapy, which also includes ICIs, is another new field in oncology. It uses the patients' immune system by either activating it against the cancer cells or by giving it additional protection. Transgene's cancer treatment programs mainly seek to stimulate and educate the immune system to induce tumor rejection or to directly destroy cancer cells.

The economic impact of cancer is considerable. According to the OECD, cancer treatment apparently costs 449 billion euros per year in all these member states. This is not only direct medical costs but also intangible costs such as productivity loss due to illness, inability to work and loss of economic productivity due to early death. The growth of the market is due to the increase in the number of cases as well as access to new therapies (Allied Market Research).

HPV-negative head and neck cancers

Squamous cell carcinoma of the head and neck bring together different cancers that affect the mouth cavity, pharynx and larynx. When they are not linked to an HPV infection (see above), they are generally due to excessive alcohol or tobacco consumption and have a more unfavorable prognosis. With the exception of cancers such as oropharyngeal cancers, which are mainly due to HPV, most head and neck cancers are HPV-negative. We estimate the number of new HPV-negative cases at approximately 750,000 thousand worldwide per year, with around 350,000 thousand deaths (2).

Immunotherapy, in particular immune checkpoint inhibitors, has revolutionized the treatment of recurrent or metastatic cancers of the head and neck, improving survival outcomes. For locally advanced HPV-negative ENT cancer eligible for surgery, treatment generally follows a protocol based on several elements: surgical resection followed by radiochemotherapy to reduce the risk of recurrence. However, Pembrolizumab, an anti-PD1 immunotherapy, used in neoadjuvant and adjuvant situations, has recently shown encouraging results (KEYNOTE 689) by delaying the onset of recurrence in patients with locally advanced operable ENT cancers. The contribution of these various treatments has not been significant enough for the curative objective to date and there is still an unmet medical need (NCCN 2024).

HPV-positive cancers

Several types of cancers are linked with HPVs and known as "HPV-positive." These notably include head and neck cancers and anogenital cancers:

- Squamous Cell Carcinoma of the Head and Neck (SCCHN) bring together different cancers that affect the mouth cavity, pharynx and larynx. The incidence of head and neck cancers linked to HPV-16 has significantly increased over the last years. It is now recognized that infection by the HPV-16 virus is related to several sub-groups of SCCHN, in particular, oropharyngeal cancers for over 85% (3), or around 10,000 patients in metastatic stage and second line of treatment;
- other HPV16-positive cancers include cancers of the cervix, vagina, vulva, anal canal and penis, for a total of approximately 25,000 patients diagnosed at the metastatic stage or with recurrent disease. These figures are rising. (4)

Current treatments for metastatic cancers do not specifically target the human papillomavirus; they include chemoradiotherapy, chemotherapy associated with ICIs, ICIs in monotherapy and armed antibodies (ADC, antibody-drug conjugate). For example, the treatment of cervical cancer has evolved in recent years, with the marketing authorization, as a first-line treatment, of ICI pembrolizumab in combination with chemotherapy (FDA, EMA) and the accelerated authorization of the ADC tisotumab vedotin for the treatment of patients who have progressed during or after a first treatment (FDA).

(1) Bizuayehu HM et al. Global Disparities of Cancer and Its Projected Burden in 2050. JAMA Netw Open. 2024 Nov 4

(2) Globocan, 2025

(3) Kreimer et al., 2005

(4) Meta-analysis, IARC, Globocan, SEER-EU28, U.S

In some indications, with the ICIs in monotherapy, the median overall survival period remains less than 12 months, with a median progression-free survival in the order of two to four months. The overall response rates fall between 10% and 20% depending on the indication.

Better therapeutic options, based on the very etiology of the disease, are therefore necessary. Combining immunotherapy with ICIs could be a promising therapeutic option to meet this major medical need.

Lung cancer

Lung cancer has one of the highest incidences in the world, with 2.48 million new cases diagnosed per year, and nearly 1.8 million deaths (Globocan 2022). Non-small cell lung cancers (NSCLC) account for approximately 85% of these cancers. More than 480,000 cases and more than 370,000 deaths were counted in Europe, figures amounting to 226,000 new cases and to 128,000 deaths in 2022 in the United States.

When lung cancer is diagnosed, the majority of patients are at an advanced stage of the disease (locally advanced or metastatic). Many patients with early or locally advanced disease will also see their disease progress to the metastatic stage.

The management of NSCLC, unresectable at the locoregional stage, has evolved with the progress made in the field of radiotherapy, systemic therapies and immunotherapy, but the results remain modest in terms of survival (Nara et al., Cancers, 2024).

The treatment of locally advanced resectable NSCLC has made significant progress in 2024 and 2025. This forms part of a perioperative treatment approach including a neoadjuvant approach, which aims to reduce the size of the tumor before surgery, followed by an adjuvant, post-surgical treatment, with the aim of extending the period of relapse-free survival. Recent studies (KEYNOTE-671, CheckMate 77T and 816, as well as AEGAEN) have shown that the combination of immunotherapy with chemotherapy before and after surgery improves the rates of complete pathological response (pCR) and major pathological response (MPR), as well as long-term survival results. This new treatment paradigm has created new medical needs. Indeed, up to 60% of patients (CheckMate 816) do not present a complete pathological response after surgery, thus requiring the development of additional treatments.

Treatment has evolved over the last decade from platinum-based chemotherapy to targeted therapies and immune checkpoint inhibitors. Anti-PD-1/PD-L1 immunotherapy with or without chemotherapy is the first-line therapy for metastatic non-small cell lung cancer (NSCLC) without exploitable oncogenic alterations [1]. Nevertheless, half of the patients do not show a radiological response to immunotherapy and the duration of the response varies greatly from one patient to another (from 1.1 to 18 months) [2]. In conclusion, the limited number of patients with long-term survival presents a significant unmet medical need. In addition, the identification of exploitable mutations has made it possible to apply targeted therapies to subgroups of patients. After disease progression, a new treatment with another ICI is one option for advanced NSCLC [3].

However, these ICIs are insufficiently effective in many patients, whose tumors do not strongly express PD-L1. They are therefore the subject of intense clinical research. Many treatment combinations (combination of immunotherapy treatments, including vaccines or oncolytic viruses, or with chemotherapy or radiotherapy, for example) are under evaluation.

Gastrointestinal and colorectal cancers

Cancer of the colon is the third most frequently diagnosed cancer and the second most common cause of cancer deaths in the world. In 2022, almost 342,000 new cases of cancer of the colon were reported in Europe, with 160,000 deaths. Worldwide, this represented 1.14 million new cases, of which approximately one-third were metastatic at diagnosis, and 538,000 deaths (Globocan 2022).

Colorectal cancer can be treated by different techniques, validated, depending on the stage and location of the tumor. The arrival of new molecules, in addition to chemotherapy, has indeed improved the natural history of this pathology: targeted therapies (Cetuximab and Bevacizumab), Regorafenib and Trifluridine/Tipiracil, and, more recently, immunotherapy for cancers with high microsatellite instability (MSI-H) or DNA mismatch repair system (dMMR) deficiency. On the other hand, therapeutic strategies have also evolved to bring even more patients towards resectability. Despite these advances, there is a need to offer more therapeutic options to people treated for this disease.

Patients with rectal cancer have higher unmet medical needs than patients with colon cancer due to the lack of innovative treatments in this indication. Treatment of rectal cancer at the locoregional stage is surgical and, most of the time, preoperative neoadjuvant radiochemotherapy is proposed. In this situation, adjuvant chemotherapy is systematically combined because it improves the prognosis of the disease. However, avoiding invasive surgeries, and thus reducing the morbidity associated with the procedure, remains a major challenge in improving patient care. At the metastatic stage, treatments are comparable to those proposed for the treatment of colon cancer. According to the latest figures published by the IARC on rectal cancer, developed countries correspond to an area of high incidence, estimated at around 210,000 new cases per year.

(1) Justeau et al., Front. Oncol. 2025

(2) Captier et al., Nature Communications, 2025

(3) Yank et al., Ther Adv Med Oncol, 2020

Ovarian cancer

The majority of patients are diagnosed at an advanced stage, making this the second leading cause of death among all gynecological cancers (Globocan 2022). In 2022, the number of cases worldwide was 325,000 with 207,000 deaths (Globocan 2022).

Treatment of ovarian cancers is mainly based on surgery, which aims to remove the entire tumor and its extensions outside of the ovaries. It is followed by chemotherapy containing platinum, generally combined with taxoid agents, which aims to eliminate any remaining cancer cells and limit the risk of recurrence. While approximately 80% of patients show a positive clinical response to this treatment, 60 to 80% of these patients will experience recurrence, often due to drug resistance (1). According to recent ESMO guidelines for the management of recurrent forms, patients with a disease sensitive to platinum salt may benefit from a second-line treatment with a combination of platinum salt associated with other chemotherapeutic agents, followed by treatment with bevacizumab or polymerase inhibitors (PARP). As for those that are refractory or resistant to platinum, the best therapeutic option is monochemotherapy, although the overall response rate with these agents is relatively low (8 to 20%) (1). Aggressive and advanced forms of ovarian cancer therefore continue to represent a significant medical need.

Metastatic melanoma

Melanoma is the rarest but also the most serious form of skin cancer. In 2022, it affected more than 330,000 people and caused more than 58,000 deaths worldwide (Globocan 2022). Most cases are diagnosed at a localized stage, without the presence of metastases.

However, the treatment of metastatic melanoma has made considerable progress in recent years thanks to immunotherapies and targeted treatments. The combination of two immunotherapy treatment modalities, ipilimumab (CTLA-4 inhibitor) and nivolumab (PD-1 inhibitor), has become the reference first-line treatment for patients with unresectable melanoma. In 2025, second-line therapies for metastatic melanoma include innovative treatment options for patients whose cancer has spread and who do not respond to initial treatments, with a focus on immunotherapy, as well as cell therapy with the use of tumor-infiltrating lymphocytes and, potentially, viral oncolytic therapy (NCCN 2025).

1.2.6.2 Competition

The Company is operating alongside competing companies, certain of which have more financial and human resources than Transgene. These competitors could roll out technologies similar to the Company's viral platforms or develop and market therapies for the same indications as the Company.

For example, BioNTech, Moderna, Curevac, Geneos, Evaxion, Nykode, Nouscom, Bavarian Nordic concerning vaccine immunotherapies (in particular, off-the-shelf or personalised therapeutic vaccines), and Amgen, Replimune, Candel Therapeutics, Oncolytics biotech, CG oncology, Calidi, Vyriad, Immvira and Genelux concerning oncolytic viruses, are all seeking to develop immunotherapies.

Although there is currently no effective treatment to cure all cancers or solid tumors in particular, some treatments able to prolong survival or delay recurrence, such as chemotherapy and radiotherapy, are recognized. The outlook for patients has improved over recent years with targeted therapy approaches and immunotherapies (including ICIs). These medications are therefore competing or complementary products, depending on their mechanism of action. Transgene's immunotherapies act to stimulate the patient's immune response and can be combined with ICIs, chemotherapies or other available therapies.

However, despite the advances made in cancer treatments, innovative therapies still need to be developed to extend patients' lives, extend the period of disease-free survival and improve their quality of life.

(1) Tavares et al, Int J Mol Sci, 2024

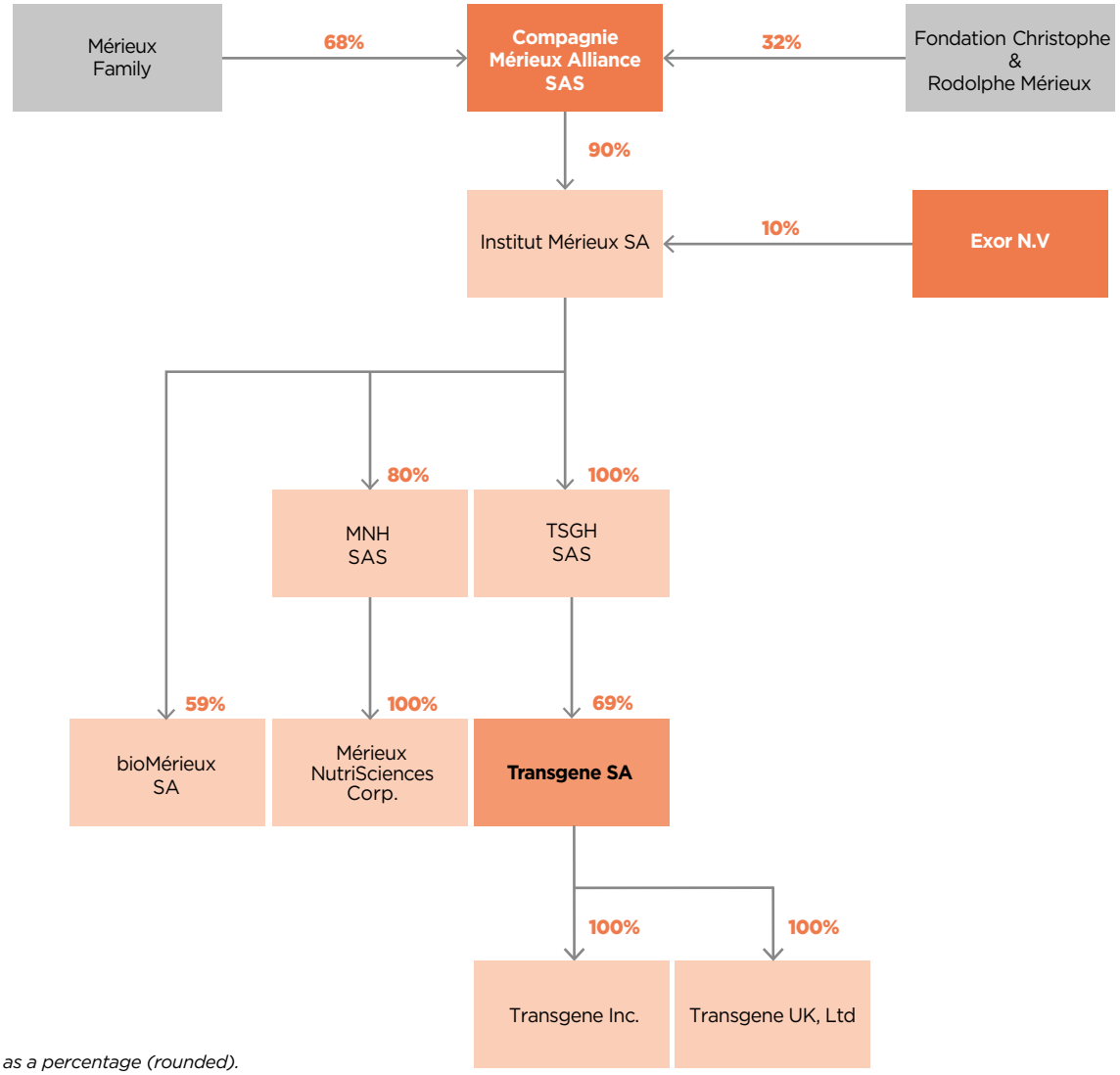
1.2.7 Organization chart

1.2.7.1 Membership of the Institut Mérieux group

Transgene is 69% owned by TSGH, a financial holding Company, which in turn is 100% owned by Institut Mérieux, itself 90% owned by Compagnie Mérieux Alliance, which is 68% owned by the Mérieux family and 32% owned by Fondation Christophe et Rodolphe Mérieux.

ABL Europe was sold to the Oxford Biomedica group on January 29, 2024, and is no longer part of the Institut Mérieux Group. As part of the sale, the Institut Mérieux Group acquired a minority stake in Oxford Biomedica which exceeded the threshold of 10% of the latter's capital on June 19, 2024, and, as of the date of drafting of the Universal Registration Document, stands at approximately 11% of the capital.

Within this group, bioMérieux works on clinical diagnostics, Mérieux NutriSciences provides services in food security and health, and Transgene focuses on immunotherapy research and development.



Equity interest as a percentage (rounded).

1.2.7.2 Subsidiaries and equity investments

Transgene, Inc.

The Company has a subsidiary in the United States, Transgene, Inc., based in Waltham (near Boston), Massachusetts, in which it holds 100% of its capital and voting rights. This subsidiary represents Transgene before various organizations, regulatory authorities and study centers for its clinical trials in the United States. In this context, it comes under the operational control of Transgene, charges its costs to Transgene and has no significant assets. Lucie Larguier, Chief Financial Officer, and Alessandro Riva, Chairman and Chief Executive Officer of Transgene, are directors of Transgene Inc.

Transgene UK LTD

In 2024, Transgene created a new subsidiary in the United Kingdom, located in London, in which it holds 100% of the capital and voting rights. This company is under the operational control of Transgene and has no significant assets. This company was established to support Transgene's business in the United Kingdom. John Felitti is the director of this subsidiary.

1.3 BUSINESS OVERVIEW

1.3.1 Key activities of the fiscal year

In 2024, Transgene completed key stages in the development of its immunotherapies against cancer, with clinical proof of principle for its individualized vaccine against cancer, and reported results on various assets in its portfolio.

Promising **Phase I data for TG4050** were presented at SITC in November 2024. They confirmed the **clinical proof of principle in the adjuvant head and neck cancer trial**. This data show the immunogenicity of TG4050, a persistent cellular response at 7 months, and provide proof of principle for patients. Based on these promising data, the randomized Phase II part of the study was initiated in Q2 2024 in the same indication ; completion of patient randomization is expected in Q4 2025. Updated 24-month follow-up data from all patients in the Phase I part are expected in Q2 2025. The Company is also conducting preliminary work on a potential new Phase I trial of this individualized vaccine in a new indication, which could begin in the fourth quarter of 2025.

In October 2024, Transgene announced that in its randomized Phase II trial evaluating **the combination of TG4001 with avelumab** versus avelumab alone in patients with recurrent or metastatic HPV16-positive cervical and anogenital tumors, the objective principal (improvement in progression-free survival) had not been achieved. However, analysis of pre-planned a subgroup of patients showed a positive efficacy trend in favor of the TG4001 containing regimen in cervical cancer patients. These results require additional analysis. These patients represent approximately half of the patients recruited in the study. Transgene will present the data from this trial in the second quarter of 2025.

Preliminary data, presented at ESMO 2024, showed that **BT-001** induced a reduction in tumor size in patients unresponsive to anti-PD (L)-1 treatments both as monotherapy and in combination with pembrolizumab treatment. Transgene and BioInvent are finalizing the Phase I/IIa trial so that they can then guide the development strategy. New results will be communicated in the second half of 2025.

The Phase I Delivir trial which is evaluating TG6050 in patients with advanced non-small cell lung cancer having failed standard therapeutic options has been completed. Initial data from the Phase I trial are expected in the second quarter of 2025. Transgene will finalize the analysis of these data to determine the best clinical development strategy for this candidate. Preclinical TG6050 data were published in the Journal for ImmunoTherapy of Cancer (JITC) (1) and won the JITC Best Oncolytic and Local Immunotherapy Paper Award.

Business funded until the end of April 2026, enabling it to take important new steps in the development of its drug candidates and to report new data over the next 12 months.

1.3.2 Presentation of the financial statements

1.3.2.1 General

The products developed by Transgene are immunotherapies based on viral vectors. They may represent an important market of more than a billion euros per year, in cancers such as lung cancer. For several years now, immunotherapy, including immune checkpoint inhibitors (ICIs), has been an area of significant clinical progress. Transgene focuses on severe diseases for which better treatments will increase life expectancy. The viral approaches used by Transgene have to date been well tolerated by patients.

Transgene designs and develops drug candidates at preclinical and clinical development stages. The Company intends to obtain proof of principle of the medical efficacy of its immunotherapies in humans, used as a monotherapy and/or in combination, in particular with ICIs. Once clinical proof of principle is established, Transgene would be able to license its products to pharmaceutical industry players.

In order to better valuate its technology platforms based on viral vectors Transgene may also decide to sign collaborative development agreements with pharmaceutical industry and/or biotechnology companies.

(1) Azar et al., TG6050, "TG6050, an oncolytic vaccinia virus encoding interleukin-12 and anti-CTLA-4 antibody, favors tumor regression via profound immune remodeling of the tumor microenvironment" JITC, July 2024.

1.3.2.2 Main accounting principles (IFRS)

Operating income

At the date of this Registration Document, with no products on the market, Transgene generates operating income from (i) revenue from collaboration and licensing agreements signed with other companies in its sector (see Sections 1.2.3 and 1.2.4) and (ii) public financing of research expenses (grants and research tax credits [RTCs]).

Some collaboration and licensing agreements provide for research or manufacturing services by the Company, with obligations to customers. The Company invoices its services at a contractually defined price that is generally based on time spent, and billings are recorded in operating income as and when the services are performed. Some of these contracts provide for manufacturing services with a performance obligation. In these cases, the services are recorded in operating income in the income statement after satisfactory quality control and customer acceptance. Income received but not yet recognized in the balance sheet based on the above principles is recorded as a liability under Deferred income until it meets the criteria for recognition as operating income. Income from patent licenses generally consists of fees for access to technology paid and non-refundable on the signing of the agreement, and financing by milestone payments and other payments such as royalties on sales.

The Company may be required to grant an option right for a license. Income associated with the concession is recorded as Deferred income on the balance sheet and recognized as income on a straight-line basis until the estimated date of exercise of the option by the beneficiary. The expected date of exercise of the option is reviewed periodically.

In the event that the Company is not committed to performing work for the development of technology after signature, the non-refundable fees for technology usage rights paid when the license is signed are recognized as Operating income upon the fulfillment of the contractual obligations. In the event that the Company should continue some development work in the technology after signature, or if it has a higher obligation to deliver the product, these rights are recognized in deferred operating income over the period of development or delivery of the product.

Milestone payments received under collaboration and licensing agreements are recognized as income when the operative event has occurred and there are no longer any conditions precedent to the payment by the third party to be fulfilled by Transgene. Operative events are usually the scientific or clinical results obtained by Transgene, the commencement of studies or external factors such as regulatory approvals.

Royalties on sales received under collaboration and licensing agreements are based on sales by licensees of products or technologies. They are recognized on the basis of the terms of the licensing agreement, when the sales can be reliably measured and recovery of the related receivables is reasonably assured.

Certain research and development expenses in France are entitled to a research tax credit recognized at the end of the year in which the expense was recorded and the tax credit claimed. If it has not been used by allocation to an income tax expense, the tax credit may be redeemed in accordance with the tax provisions. Research tax credits are recognized in the income statement under public funding for research expenses in accordance with IAS 20.

Research and development expenses

Research and development expenses are recognized on the income statement in the fiscal year in which they are incurred. Development expenses are capitalized only when IAS 38 requirements are met. At the current development stage of its products, the Company believes that, as of the date of this Registration Document, these conditions were not met, and therefore, it did not capitalize its development expenses.

Share-based payments

The Company distributes stock options and bonus shares to its officers and employees. The charge for these distributions is evaluated and spread over time, according to the principles of IFRS 2.

Lump-sum retirement benefits

In accordance with the prevailing laws and practices in France, Transgene offers certain benefits to ensure eligible employees receive a lump sum payment at the time of retirement (lump-sum retirement benefits). In accordance with the obligations and regulations, these defined benefit plans may be funded by investments in various instruments. The rights acquired by active staff are estimated using actuarial valuations based on the probability of death and continued employment by the Company, as well as expected future salaries. The benefit obligation is measured by the projected unit credit method. The value of the commitments was calculated using the valuation method recommended by the IFRIC in its April 2021 decision on the allocation of service costs associated with a defined benefit plan. This provision does not apply to employees of entities located abroad.

Financial assets

Financial assets consist of deposits and guarantees concerning receivables from a financial institution and equity securities.

The valuation of non-consolidated equity securities without significant influence is based on an analysis using the fair value method. This valuation is periodically reviewed at each reporting date.

Other financial assets are recorded at cost and depreciated, as needed, if their carrying amount exceeds their recoverable amount as estimated by the Company.

Equity investments in affiliates

As of December 31, 2024, the Company no longer had any equity investments in affiliates accounted for using the equity method.

Conditional advances

Conditional advances are only reimbursed if the research and development projects that they finance are successful, according to criteria set out in advance with the financing body.

Conditional advances received as part of the ADNA program are recorded according to IFRS 9, based on discounted expected future reimbursements. The reimbursement of advances is subject to the fulfillment of a revenue threshold on the TG4001 product predetermined for the following five years, and in proportion to the revenue from these products until a reimbursement ceiling is reached, or up until 2035. Future cash flows are re-estimated and discounted each year-end based on the update on the income prospects of the product (see section 5.1.2, Note 10). The impact of this re-estimate is recognized in financial income/loss.

1.3.3 Financial position and appropriation of profit/(loss) for the period

The Company has historically incurred losses and expects to continue to incur more losses over the next few fiscal years, due to costs incurred by its research and development programs and by the preclinical and clinical trials. In previous years, the main sources of Transgene revenue were the remuneration of service contracts for third parties, research and development collaboration and government subsidies. Future income should be limited to payments related to existing and future strategic partnerships with pharmaceutical companies, third party research contracts, current or future license agreements, financial income from cash investment and public funding.

Comments on operating results (IFRS standards)

Fiscal years ended December 31, 2024 and 2023

INCOME STATEMENT

(in € thousands, except for per-share data)	DEC. 31, 2024	DEC. 31, 2023
Revenue from collaborative and licensing agreements	35	1,184
Government financing for research expenditure	6,046	6,450
Other revenue	272	266
Operating income	**6,353**	**7,900**
Research and development expenses	(34,278)	(29,588)
General and administrative expenses	(7,761)	(6,987)
Other expenses	28	(1,372)
Operating expenses	**(42,011)**	**(37,947)**
Operating income/(loss)	**(35,658)**	**(30,047)**
Financial income/(loss)	1 687	7,719
Income from equity affiliates	-	-
Income/(loss) before tax	**(33,971)**	**(22,328)**
Income tax expense	-	-
Net income/(loss)	**(33,971)**	**(22,328)**
NET INCOME/(LOSS)	**(33,971)**	**(22,328)**
Basic earnings per share *(in €)*	(0.29)	(0.22)
Diluted earnings per share *(in €)*	(0.29)	(0.22)

Operating income

No revenue was generated from research and development collaboration and licensing agreements in 2024 versus €1.2 million in 2023. In 2023, this mainly concerns revenues recognized over the period as part of the collaboration with AstraZeneca for €2 million. In the first half of 2023, AstraZeneca had informed Transgene of its decision to terminate the collaboration.

Government financing for research expenditure accounted for €6.0 million in 2024 versus €6.5 million in 2023, relating essentially to the research tax credit.

Other income stood at €0.3 million in 2024, as in 2023.

Operating expenses

Research and Development "R&D" expenses

R&D expenses amounted to €34.3 million in 2024 versus €29.6 million in 2023.

The following table details R&D expenses by type:

(in € millions)	DEC. 31, 2024	DEC. 31, 2023
Payroll costs	12.3	11.6
Share-based payments	0.3	0.6
Intellectual property expenses and licensing costs	1.2	0.7
External expenses for clinical projects	8.7	6.6
External expenses for other projects	3.8	2.6
Operating expenses	6.8	6.0
Depreciation and provisions	1.2	1.5
RESEARCH AND DEVELOPMENT EXPENSES	**34.3**	**29.6**

General and administrative expenses

General and administrative expenses amounted to €7.8 million in 2024, versus €7.0 million in 2023.

The following table details G&A (general and administrative) expenses by type:

(in € millions)	DEC. 31, 2024	DEC. 31, 2023
Payroll costs	3.8	3.4
Share-based payments	0.3	(0.3)
Fees and administrative expenses	2.3	2.6
Other general and administrative expenses	1.4	1.2
Depreciation and provisions	-	0.1
GENERAL AND ADMINISTRATIVE EXPENSES	**7.8**	**7.0**

Payroll costs were €3.8 million in 2024, versus €3.4 million in 2023.

Share-based payments generated an expense of €0.3 million in 2024, versus income of €0.3 million in 2023. In 2023, the income is explained by several departures during the fiscal year.

Financial income/(loss)

Financial income/(loss) resulted in net income of €1.7 million in 2024, versus income of €7.7 million in 2023.

As of December 31, 2024, the valuation of the debt on ADNA's conditional advances generated financial income of €1.4 million, versus financial income of €8.1 million as of December 31, 2023.

Net income/(loss) before tax

Net income/(loss) was a net loss of €34.0 million in 2024 versus a net loss of €22.3 million in 2023.

Net income/(loss)

Net income/(loss) was a net loss of €34.0 million in 2024 versus a net loss of €22.3 million in 2023.

Net income/(loss) per share was therefore €0.29 in 2024, versus a net loss per share of €0.22 in 2023.

Dividend policy

The Company has not distributed a dividend since its formation. In the coming years, it plans to use all available funds to finance the business and future growth.

1.3.4 Cash flow, financing and capital resources

To date, the Company has principally been funded by capital increases. Historically, the Company has mainly been financed by its majority shareholder, due to that shareholder's wish to maintain control and the level of equity interest.

Investments

Investments in tangible and intangible assets amounted to €3.2 million in 2024 (€3.7 million in 2023) and mainly concern the acquisition of equipment needed to ramp up the capacity of the TG4050 clinical batch production areas.

Conditional advances and loans

Since 2019, Transgene has acted as lead Company in a new research program, NEOVIVA, supported by Bpifrance. The Company could receive up to €2.6 million (€0.2 million in subsidies, €2.4 million in conditional advances) over five years.

The Company has received conditional advances from Bpifrance under the ADNA program until 2016. The valuation of these advances is zero at December 2024 in the IFRS financial statements.

Liquidity and capital resources

The Company's cash is invested in short-term money-market mutual funds or placed, at market conditions, in a cash pool managed by the majority shareholder of Transgene, Institut Mérieux, whenever the Company has available cash.

At December 31, 2024, the Company's available cash and available-for-sale financial assets totaled €16.,7 million, versus €15.7 million as of December 31, 2023.

In addition, on September 20, 2023, Transgene signed a current account advance agreement with TSGH for €36 million. An amendment was signed on March 27, 2024, to increase the amount of the current account advance by €30 million, bringing it to €66 million (the "Current account advance agreement"). On August 1, 2024, a portion of the current account advance of approximately €33 million was repaid by offsetting receivables with the subscription price of a capital increase without preferential subscription rights reserved for TSGH. On March 27, 2025, a second amendment to the Current account advance agreement was signed to increase the amount of the current account advance by €15 million, thus bringing it to €48 million. The term of this agreement, initially set at 24 months, was extended to April 30, 2026. TSGH may use the sums advanced to pay up all or part of the subscription to a Transgene capital increase. This current account advance will bear interest at the average monthly rate of 3-month Euribor plus 1% per year, up to the maximum tax-deductible rate. As of December 31, 2024, the Company had used €8.5 million of the current account advance and recognized €0.2 million in interest.

In addition, the parent company TSGH has formalized its commitment by signing a letter of support, attesting to its intention to support the company in the continuation of its activities and to provide it, if necessary, with the financial support required to honor its commitments until the end of April 2026.

Cash burn

The Company's cash burn amounted to €27.7 million in 2024, versus €24.0 million in 2023. Cash burn is the sum of net cash flows from operating activities, investment activities, and financing activities, excluding share issue proceeds and current account advances/disposals of other financial assets linked to the majority shareholder.

1.3.5 Investments

The main investments in tangible and intangible assets made by the Company during the past two years are as follows:

2024	In € thousands	Principal investments
Tangible	3,234	Building and industrial equipment
Intangible	10	Software
2023	**In € thousands**	**Principal investments**
Tangible	2,499	Maintenance and laboratory equipment
Intangible	22	Software

The provisional budget for investments in tangible and intangible assets for the fiscal year 2025 amounts to approximately € 1 million, allowing for current operating investments to replace and improve equipment and facilities.

Investments in non-current financial assets (investment securities) over the last three fiscal years evolved as follows:

- in May 2023, the Company sold its remaining Tasly BioPharmaceuticals shares (8.7 million shares, i.e. 0.8% of the company's share capital) for US$15.3 million. The Company had already sold part of its Tasly BioPharmaceuticals shares in two transactions in July 2020 and September 2021 for US$22 million and US$20 million, respectively. The Company no longer has a stake in Tasly BioPharmaceuticals.

1.3.6 Foreseeable changes, prospects and significant events subsequent to the end of the fiscal year

1.3.6.1 Information on trends

The Company is funded until the end of April 2026.

1.3.6.2 Profit forecasts or estimates

None.

1.3.6.3 Significant change in financial or business position

None.

2

RISK FACTORS

2.1 RISK ASSESSMENT

The Company has implemented a risk management system, led by the Legal/Compliance Department, in order to identify and assess risks. This department is responsible for defining, supervising and coordinating the implementation of risk management policies. Its functions are focused on the following objectives:

- to ensure and increase the value, assets, and reputation of the Company and the Group;
- to identify emerging risks to ensure the Group's decision-making and processes;
- to unify risk management initiatives; to promote a risk awareness culture within the Company.

2.1.1 Identification of major risks

Due to the specific nature of its activities and the fact that it belongs to the Institut Mérieux group, Transgene is faced with various types of risks, including operational, financial, legal, environmental, reputational and compliance related risks.

These risks are identified by operational managers at all levels of the Company. The Legal/Compliance Department, supported by the Group's Risk and Compliance Department, coordinates the risk identification process based on a specific methodology.

2.1.2 Risk analysis and assessment

The Company's main risks are initially assessed according to their probability of occurrence, their financial, legal, human, and image impact. The objective is to assess the level of gross exposure associated with each of these risks.

With regard to the scopes covered, all functions and departments are involved in the risk identification process to provide their expertise and vision on the risks borne by current or future activities.

In a second step, the efficacy of the actions carried out is assessed in order to define the net or residual risk. These net risks are then prioritized and additional remediation plans are identified and implemented.

This methodology is gradually being rolled out within the operational entities and support functions in order to manage risks at a more detailed level.

2.1.3 Treatment of the risk

With regard to the assessment of net or residual risks, the treatment strategies may differ in order to achieve the objective set:

- risks in the action area: risk reduction actions to move towards the control area;
- risks in the control area: actions aimed at reducing the probability of occurrence or the impact of the risk or maintaining control systems in place to mitigate the risk;
- risks in the delegation area: keeping the risk under control;
- risks in the surveillance zone: actions aimed at ensuring that the severity of the risk (probability of occurrence or impact) does not increase. Each risk identified during the mapping exercises is carried by a "Risk Champion" in charge of coordinating and implementing action plans aimed at reducing the risk with regard to the treatment strategy adopted.

The risks as well as the action plans are reviewed at least once a year to ensure that effective mitigation actions are in place.

The Company's risk mapping is reviewed annually by the Executive Committee and then by the Audit Committee.

2.2 COMPANY'S RISK FACTORS

The Company conducted a review of the risks that could have a material adverse effect on its activity, financial position, earnings or its ability to achieve its goals.

The presentation of the risk factors below is the result of the Company's mapping exercise as of the date of this Universal Registration Document.

The Company draws the attention of investors to the fact that, in accordance with Article 16 of Regulation (EU) 2017/1129 of June 14, 2017 and its implementing texts, and the "Guidelines on risks factors under the Prospectus Regulation of March 29, 2019" issued by the European Securities and Markets Authority (the most recent version of which is dated October 1, 2019), only those risks that are both specific to the Company and considered the most material are presented. As such, the list provided in this section is not exhaustive.

Some other significant risks are included in the risk mapping and could affect Transgene. However, they have not been detailed below because they did not meet this specificity criterion, or are currently unknown or deemed immaterial as of the date of this Universal Registration Document.

For example, a marketed product risk category was not included because the Company currently has no registered products and does not intend, under its current business model, to market its products directly. However, changes in the product liability regime or the commercial environment could impact the value of investigational drugs to our partners and therefore the value of our business.

Investors should carefully consider the risk factors listed below. Additionally, they should pay attention to other information provided in this Universal Registration Document, in particular information related to the financial statements and the accompanying notes.

The table set out below summarizes the principal risk factors identified by the Company as of the date of this Universal Registration Document and indicates for each risk factor the likelihood of occurrence and the possible adverse effect on the Company, in each case taking into account corrective actions and risk management measures that have been implemented.

Based on the Company's evaluation, the likelihood of occurrence has been classified as "low," "medium" or "high," and the potential adverse effect has been classified as "low", "moderate" or "critical".

For each of the six risk categories below, the order of the risks takes into account this classification with the risk having the highest likelihood of occurrence and most critical potential adverse effect appearing first.

Ref.	Category	Risk	Probability	Potential impact
2.2.1.1	Partnerships	Alignment of candidate portfolio with partner's expectations	medium	critical
2.2.1.2		Dependence on partners	medium	critical
2.2.1.3		Limited visibility among potential partners	low	moderate
2.2.2.1	Finance	Possible exhaustion of available funds	high	critical
2.2.2.2		Expected increase in capital requirements	high	critical
2.2.2.3		Uncertain realization of revenue from partnerships	high	moderate
2.2.2.4		Possible adverse effect of financing efforts on existing shareholders	medium	critical
2.2.2.5		Liquidity increase and partnership structures	medium	moderate
2.2.2.6		Exposure to loans and repayable advances	medium	moderate
2.2.2.7		Potential adverse impact of changes in the French tax regime	low	moderate
2.2.2.8		Geopolitical context	medium	critical

Ref.	Category	Risk	Probability	Potential impact
2.2.3.1	Portfolio	Rapid evolution of the technological and competitive landscape	high	critical
2.2.3.2		Limited market acceptance potentially reducing product value	medium	critical
2.2.3.3		Additional risks linked to therapeutic combinations	medium	moderate
2.2.3.4		Lack of identification or difficulties in integrating emerging technologies	medium	moderate
2.2.4.1	Clinical development	Risk of failure in clinical trials or failure to obtain marketing authorization for our products	high	critical
2.2.4.2		Loss of business opportunities due to the length and cost of the regulatory process	medium	critical
2.2.4.3		Challenges in determining key success parameters for drug candidates	medium	critical
2.2.4.4		High costs associated with the complexity of the regulatory environment	medium	moderate
2.2.4.5		Constraints related to outdated or suboptimal trial protocols required for authorization reimbursement or partnerships	low	critical
2.2.4.6		Potential impact of product liability claims	low	low
2.2.5.1	Manufacturing issues	Need for a specialized industrial tool, with challenges in scaling up both internally and externally	low	critical
2.2.5.2		Fast, patient-specific production required for the manufacturing of personalized therapies	low	critical
2.2.5.3		Dependence on subcontractors	medium	critical
2.2.5.4		Dependence on critical suppliers for the procurement of raw materials and consumables	low	moderate
2.2.5.5		Environmental risks related to the manufacture and use of our products	low	low
2.2.5.6		Vulnerability to failures or breaches in information systems	low	low
2.2.6.1	Intellectual property	Freedom to operate products restricted	medium	moderate
2.2.6.2		Unpatented intellectual property may be difficult to enforce legally.	medium	moderate
2.2.6.3		Inability to obtain a patent	low	critical
2.2.6.4		Risk and complexity of intellectual property litigation	low	low

2.2.1 Risks related to partnerships

The Company's business model (see section 1.2.1.1) provides for the design and development by Transgene of drug candidates, the granting of licenses for our candidates and our technologies to third-party partners, in particular for the performance of clinical trials (through out-licensing in particular), as well as co-development partnerships, product registration and, ultimately, their marketing. Multiple risks affect such partnerships.

2.2.1.1 Alignment of candidate portfolio with partners' expectations

The pharmaceutical companies that constitute the majority of Transgene's partnership opportunities are generally companies that acquire product licenses to strengthen their own product portfolio for reasons that may be related to:

- their own technological capabilities;
- perceived gaps in their portfolio, including those caused by internal program failures;
- changes in strategy;
- competitive considerations;
- or other fluctuating criteria, not allowing Transgene to anticipate the deadlines within which critical decisions relating to their portfolios could be made.

Despite the highly competitive nature of the pharmaceutical market, the reality is that there are usually only a few potential partners available for any given candidate. As a result, even a Phase I or II candidate which has the potential ultimately to be developed into a successful commercial product may not necessarily meet partner demand at the time when Transgene would ordinarily seek to license it. In addition to the opportunity cost, failure to out-license a candidate at such a juncture may require Transgene to continue costly development into the subsequent clinical stage, to accept lower value opportunities or even to shelve the candidate.

2.2.1.2 Dependence on partners

Transgene depends on a limited number of potential partners for the development and marketing of its candidates. Depending on the agreement, partners may either decide or co-decide the development and commercialization paths for a candidate and may impose choices which Transgene considers sub-optimal for the candidate or for the overall platform for Transgene products.

In addition, in the context of developments involving co-decision, the inability to reach an agreement may also paralyze the development of a product. In the event of disagreement, it could be difficult for Transgene to successfully assert its rights, in particular due to the complexity of launching litigation before a foreign court against a party with significant financial resources.

Even where there is no fundamental disagreement on the development strategy or breach of contractual obligations, it is also possible that the results obtained by the partnered product in clinical or commercial trials or changes in a partners' business strategy may cause the partner to terminate our partnership.

The **TG4050** and BT-001 co-development agreements provide for the sharing of clinical costs between Transgene and its partner. In 2024, re-invoicing to NEC for the development of **TG4050** totaled €1.0 million and re-invoicing to BioInvent for the development of BT-001 totaled €0.6 million. If one or other of these partners exercises its right to opt out of the co-development, it is not certain that Transgene will be able to find the financial resources necessary to continue the development of the candidate concerned.

The failure or termination of a partnership could have a significant negative impact on Transgene's financial prospects or on investor sentiment concerning the Company. Indeed, even in cases where Transgene recovers the rights to a terminated product, there can be no assurance that a new partner can be found even after substantial additional investment by Transgene in the further development of the drug candidate.

As of the date of this Universal Registration Document, the Company has signed the following agreements with partners for products it is developing:

- NEC: collaborative Phase I/II clinical trials of the **TG4050** individualized therapeutic vaccine incorporating NEC's proprietary neo-epitope ranking algorithm. The further development and marketing of this candidate will depend on future joint decisions with NEC Corporation (see Section 1.2.3);
- BioInvent: collaborative development and co-ownership of BT-001, an oncolytic virus from Transgene's **Invir.IO®** platform, including an ICI belonging to BioInvent. This candidate is currently in Phase I. The development plan and partnership agreement strategy of this candidate will depend on future joint decisions with BioInvent (see Section 1.2.3);
- Merck KGaA: collaborative Phase II trial of the TG4001 vaccine in combination with avelumab. Any amendment to the study protocol will depend on future joint decisions with Merck KGaA (see Section 1.2.3); and
- SillaJen: license granted to Transgene in Europe for the manufacturing and marketing rights to the Pexa-Vec oncolytic virus. Transgene and SillaJen share the development of the product, with each currently independently conducting clinical evaluations.

2.2.1.3 Limited visibility among potential partners

Because of Transgene's relatively small size and its location in Strasbourg, France, outside of the principal bio-pharmaceutical centers, the Company competes with other medical research companies with greater resources making it possible for them to generate publications, take part in key industry events and carry out business development activities. Consequently, Transgene risks being unable to convince a major partner and establish a partnership in timely fashion. The candidate drug proposed to a potential partner has to fit with the partner's strategic objectives and be more attractive than competing drug candidates.

2.2.2 Financial risks

The Company's development requires significant capital. Multiple risks affect our ability to continue to fund our activities.

2.2.2.1 Possible exhaustion of available funds

Based on the financial resources currently available to Transgene (cash, cash equivalents, other financial assets, Institut Mérieux current account advance), the TSGH support commitment and projected operating expenses, Transgene estimates that it should have sufficient funds to carry out the planned operations until the end of April 2026.

Transgene's financial position means that, beyond April 2026, additional cash resources will be required. The Company could in fact be required to significantly reduce one or more of its research and development programs or to cease all activities if it were to be unable to refinance itself during this period between now and then.

2.2.2.2 Expected increase in capital requirements

While Transgene's long-term business plan aims for stable operational sources of financing – such as royalties from out-licensed products –to reliably cover operating expenses, today Transgene's operations consume more cash than they generate.

For example, in 2024, operating expenses for the year amounted to €42.0 million, while income from operations was significantly lower than this figure, at almost €6.4 million.

In addition, our operating revenues are not recurring and may vary significantly from year to year. Potential increases in operating expenditures, whether unexpected expenses or the naturally increasing costs of clinical trials (as development products pass from early-stage trials with a limited number of patients to larger later-stage trials), may increase the net cash burn. Increased net cash burn could cause our projected cash resources for a given period to be inadequate, and require non-dilutive or dilutive financing more rapidly than anticipated.

The Company's future financial needs are expected to increase as a result of the clinical trials currently underway if the results are favorable, and will depend on many factors, including the following:

- the continued development of research and development programs and the extension of such programs;
- the extent and results of preclinical studies and clinical trials;
- the time and expense required to obtain regulatory authorizations;
- the ability to enter into partnership agreements to continue developing certain products;
- the necessity for large-scale manufacturing and distribution;
- the deadline, collection and amounts of payments under its collaboration agreements;
- the deadline, collection and amounts of sales and royalties for future products;
- the cost of preparing, filing, defending, maintaining and enforcing patent claims and other intellectual property rights; and
- the cost of obtaining and maintaining licensing rights to use patented technologies.

2.2.2.3 Uncertain realization of revenue from partnerships

In the medium term, Transgene's strategy is to generate additional cash resources through the out-licensing of product candidates or other partnering structures.

Out-licensing and other partnering structures are typically, although not always, remunerated by an up-front cash payment which can be applied to compensate net cash burn, followed by any milestone payments and royalties.

There can be no guarantee that Transgene will succeed in partnering its products, or that the cash payments that Transgene is able to generate through its partnering activities will be sufficient to offset its cash burn over the medium term, whether because of the size or the timing of payments received.

2.2.2.4 Possible adverse effect of financing efforts on existing shareholders

If Transgene is unable to generate sufficient funds through partnering activities, alternative sources of financing, if available, may reduce the value of existing equity investments. Sales of assets of a Company in financial distress may not extract full value. Credit may be available only on financially burdensome terms, and creates the future risk of default.

Raising funds through the issuance of new shares has a dilutive effect on existing shareholders and may prove difficult to achieve in an unfavorable financial market environment. The financing of the Company has so far been mainly provided by its reference shareholder, in particular to maintain its level of investment and control. In a context of fundraising for which the majority shareholder does not have the necessary funds, the total amount of funds raised could be limited due to this desire to maintain the level of control.

2.2.2.5 Liquidity increase and partnership structures

Even successful partnering may take a form which, while value enhancing for shareholders, does not reduce net cash burn or increase liquidity in the short- or even medium-term.

Indeed, for example:

- an initial upfront payment may be tied to an obligation to conduct a clinical trial the cost of which absorbs some or all of the cash received;
- or as in the case of the buyback of Transgene's interest in its former joint venture with Tasly BioPharmaceuticals in China, Transgene may receive assets which cannot be immediately converted into cash;
- or again, the partnering structure may back-load at the end of the period, with only modest short-term payments.

2.2.2.6 Exposure to debt and repayable advances

Transgene's level of debt is high. Since 2023, Transgene has benefited from a credit facility (shareholder current account advance) with its majority shareholder TSGH. Transgene may draw funds at its discretion, within the limits of the ceilings defined in the agreement and its amendments (see section 5.1.2, Notes 10 and 27). The amounts used by Transgene may be repaid to TSGH directly or be subject to capitalization, i.e. a conversion into capital by offsetting the receivable. The capitalization of this debt would have a dilutive effect on Transgene's capital (see section 2.2.2.5).

An additional portion of Transgene's current cash comes from conditional advances from Bpifrance (see Section 5.1.2, Note 10). Transgene must reimburse these amounts either at their maturities or upon the occurrence of contractually defined events.

In the event that Transgene does not have sufficient financing, the repayment would reduce Transgene's available funds for its future activities and potentially exhaust its financial resources.

2.2.2.7 Potential adverse impact of changes in the French tax regime

Transgene benefits materially from two features of the French corporate tax regime: the research tax credit (RTC) and the ability to carry forward cumulated losses.

Over the last three fiscal years, the Company has recorded €6.0 million (2024), €6.5 million (2023) and €6.9 million (2022) in respect of the RTC. The elimination of the RTC or any significant changes to the rules used to calculate the CTR could have a material impact on the Company's financing capacity. In 2025, the amendments to the finance law will have an impact; however, this will have no material impact on the Company's financing.

As with any tax benefit, the amounts received or claimed by the Company are at risk of a potential challenge by the tax authorities, in particular based on an assessment of eligibility of expenditure, of compliance, or of the calculation method.

Accumulated tax loss carry forwards stood at €823 million as of December 31, 2024. Applicable French law provides that tax loss carry forwards can be used to offset up to 50% of net income/(loss), with the first €1.0 million of net income/(loss) capable of being entirely offset. Under current French tax law the unused balance of the tax losses in application of such rule can be carried forward to future fiscal years, under the same conditions and without time restriction.

The ability to offset a substantial part of future taxable gains increases the value to shareholders of income that Transgene may generate in the future. Changes to French tax rules limiting or eliminating Transgene's ability to apply the carry forward would therefore negatively impact the value of anticipated future cash flows and therefore the value of our shares.

2.2.2.8 Geopolitical context

The current geopolitical situation, resulting in an unstable or adverse financial, economic and legal environment, could have a negative effect on Transgene's business. This situation could generate difficulties for Transgene in finding financing and/or have consequences on its supply costs in the event of an increase in customs duties and/or other taxes applicable to imports and/or exports. Indeed, commercial, economic, technological and military conflicts could lead to significant disruptions in supply chains and therefore generate additional manufacturing and/or shipping costs. In addition, the increase in armed conflicts around the world and the renewed interest in the military industry could impact the choice made by investors. Finally, the austerity policies that generally accompany these periods of instability could lead to significant changes in financing sources such as, in particular, research tax credits, national or European subsidies as well as healthcare reimbursement policies.

2.2.3 Risks in relation to the portfolio

Multiple risks are related to our decisions regarding the composition of our drug candidate portfolio. In particular, due to the long development times of the portfolio of drug candidates generated by Transgene, decisions regarding the composition of that portfolio, including the focus of exploratory research and regarding substantial expenditures on development, must be made years before a partnering event or other opportunity to extract value from the candidate will occur.

2.2.3.1 Rapid evolution of the technological and competitive landscape

One of the key criteria upon which Transgene selects the focus of its portfolio of drug candidates, both in terms of the entities under development and the indications being pursued, is the existence of an unmet medical need and our technological and competitive advantages in satisfying it.

Because of the long development times of these drug candidates linked to the risks of clinical failure disclosed elsewhere (see section 2.2.4), Transgene must assess what developments are likely to be made in the future by other companies and their impact on medical need.

Although the Company endeavors to increase its technological capacities to remain competitive, the research and development activities conducted by its competitors could make the Company's products obsolete or not competitive, or they could offer better treatments. Moreover, patients and healthcare providers could prefer other existing therapies or therapies recently developed by competitors.

This risk could also have an impact on our ability to include patients in clinical trials and on the scientific or commercial usefulness of the protocols of the studies under way. If the medical need originally targeted by our drug candidate is met by a competitor, whether through a product similar to ours or through a different therapeutic approach, the ability of our drug candidate to be approved, reimbursed at a satisfactory price and widely prescribed is diminished and its value as an out-licensed product is reduced.

Assessing the technological and competitive environment of our drug candidates is reiterated over their entire development. To the extent that such a change to the environment materializes but is not timely recognized by the Company, we may continue to make investment decisions based on erroneous estimations of future returns.

2.2.3.2 Limited market acceptance potentially reducing product value

The portfolio of immunotherapy products currently under development by the Company consists primarily of therapeutic vaccines and oncolytic virus vectors, both based on viral vectors.

Clinical data on the safety and efficacy of these novel medical technologies remain limited. There are almost no direct pricing benchmarks for the latter.

Moreover, notwithstanding demonstrations of safety and efficacy through clinical trials, patients and care providers may be slow to adopt treatments based on genetically modified viruses.

The production of viral therapies, including vaccines and oncolytic viruses, on cell lines is considered by some potential partners and some health agencies to be more advanced than the traditional method currently used by Transgene, which relies on the use of chicken embryo fibroblasts (CEF). Until Transgene makes the transition to the use of cell lines for its production, the use of CEF could reduce the appeal of its drug candidates.

The ability of the Company's partners to successfully market its products will depend in part on the setting by the various stakeholders (public authorities, private health insurers and other organizations in Europe and the United States) of the reimbursement rates sufficient for its medications as well as the volume of prescriptions filled by patients.

Marketing expectations will determine our ability to license our products at an acceptable price. Actual future market adoption will determine the amount of revenue that Transgene will ultimately receive through the collection of royalties.

2.2.3.3 Additional risks linked to therapeutic combinations

The Company's drug candidates are increasingly being administered in combination with other treatments such as chemotherapy or other immunotherapies.

The choice of therapeutic classes and of the specific products that will be associated with our drug candidates plays an increasing role in our development strategy. Indeed, the marketing authorization resulting from such studies corresponds to the specific combinations tested. Combination with another experimental product carries the following risks:

- the risk that the side effects of the other product may be mistakenly attributed to a Transgene candidate or that the clinical trial will fail for reasons beyond the control of the Transgene candidate;
- the risk that its sales will be limited if the combined product is less well accepted on the market than competing drugs. Indeed, if a standard treatment emerges that is not the product chosen by Transgene for combination with its own drug candidate, inclusion in our clinical trials as well as the commercial prospects of its product could be negatively impacted.

2.2.3.4 Lack of identification or difficulties in integrating emerging technologies

Transgene's current portfolio has been selected and developed to take advantage of the Company's leading expertise in a number of fields, such as viral genome engineering, translational immunology, biomanufacturing and bioinformatics.

Exploitation of Transgene's areas of expertise is largely dependent on key enabling technologies that Transgene must carefully identify and master to maintain its competitive edge. Recent programs have been developed using emerging methods, such as machine learning and artificial intelligence for the ***myvac***® platform, or "tumor on a chip" for its **Invir.IO**® platform.

Advanced immune phenotyping technologies have been used in our clinical trials for the characterization of the patient profile and for a better understanding of the mechanism of action of our products. Therefore, technology assessment is an essential activity within the Company, both for the choice of candidates in our portfolio and their successful design and development.

Transgene must additionally determine in each case whether the technology is to be fully integrated through recruitments, licensing and/or acquisitions, or managed through service providers or co-development partners. A failure on the part of Transgene to successfully identify its technological needs and integrate adequate capacity may limit its medium- and long-term development capabilities.

2.2.4 Risks related to clinical development

There are numerous uncertainties until the clinical development is completed.

2.2.4.1 Risk of failure in clinical trials or failure to obtain marketing authorization for our products

The Company's products may only be marketed once valid marketing authorization has been obtained through the conduct of successful clinical trials.

In order to obtain a marketing authorization, the Company, or its licensee, must demonstrate to the competent regulatory authorities, in particular the EMA and the FDA, the pharmaceutical quality of the products, their safety and their efficacy for the targeted indications.

Each agency has its own marketing authorization requirements, and approval in one geographical zone does not necessarily guarantee it will be obtained for other geographical zones. In particular, without FDA approval, it would be impossible for the Company to access the U.S. market, which is the largest pharmaceutical market in the world in value.

Each stage of the clinical trials carries a significant risk of failure, which could prevent further development of the drug candidate for the following reasons:

- poor tolerance of the drug;
- insufficient efficacy; or
- lack of therapeutic benefit.

In vivo preclinical trials do not necessarily predict the results that will be obtained in humans. Likewise, positive results in early clinical phases obtained on a small number of patients may not be borne out in later phases on more patients. Drug candidates in an early stage of development, such as those from Transgene, face a higher degree of uncertainty than more mature candidates and make it difficult to assess our activities and prospects, which could increase the risk of an investment in Transgene.

2.2.4.2 Loss of business opportunities due to the length and cost of the regulatory process

If the clinical trial process cannot be managed to obtain results quickly and in a cost-effective way, Transgene may miss approval, partnering or marketing opportunities to faster competitors or be unable to complete the clinical trials, resulting in higher costs and lower probability of success.

Multiple factors contribute to this risk:

- clinical protocols, which describe the objectives of the study and the parameters used to measure safety and efficacy, must be approved by the health authorities in the country in which the clinical trials are being conducted. In the majority of countries, there are specialist committees in charge of assessing the risks related to the use and handling of recombinant viruses in the clinical trial, such as those of the Company (the Expert Committee for Contained GMO Use in France, the Interministerial Council on GMOs in Spain and the Gene Therapy Advisory Committee in the United Kingdom);
- each clinical study must be submitted to an independent Ethics Committee for opinion. In particular, the Ethics Committee will assess the protection and safety of the people involved in the trial and the potential liability of the medical center. Like the health authorities, the Ethics Committee could require the modification of the protocol and not authorize the start or continuation of a study if this was likely to jeopardize patient safety. This procedure may be conducted at the same time as the procedure to request authorization from the health authorities;

- the inclusion of patients in the trials may be faster or slower, or indeed fail. Clinical trials with the Company's products in development are conducted in people with the target diseases. The number of patients who can and want to participate in a clinical trial is limited, and their inclusion can be difficult and slow. The targeted patient population can also access other approved treatments or competing clinical trials;

- in order to avoid interrupting a trial, due to an inability to include the necessary number of patients within an acceptable timeframe, the Company could be forced to increase the number of clinical centers, resulting in an increase in the cost of the trial;

- access to appropriate clinical sites with prior authorizations (to conduct Phase I, for example, or for the storage and preparation of innovative therapy drugs based on recombinant viruses) may prove difficult, preventing the start or the conduct of the trial within a reasonable timeframe;

- the cost per patient of clinical trials is particularly high, especially in immunotherapy and personalized medicine, which makes later clinical testing (Phase III) particularly costly in indications that require a large number of patients to prove a therapeutic benefit. Several of the Company's drug candidates are being tested in combination with other treatments resulting in additional costs that may exceed the Company's available cash. The Company must then seek financing, for example through partnerships with stakeholders in the pharmaceutical industry without any guarantee of being able to enter into such partnerships or to obtain such alternative financing.

2.2.4.3 Challenges in determining key success parameters for drug candidates

The success of a product generally depends on various factors such as:

- identification of the schedule and administration route;

- patient selection;

- the other products with which it is combined; or

- other factors extrinsic to our drug candidate.

For these reasons, clinical trials of a drug candidate, even if they are positive, may not reach the statistical thresholds required to provide clinical proof of concept for further development and to obtain marketing authorization. Consequently, in the absence of a precise definition of the parameters, a product may not be successfully brought to market.

In order to select the patients that are most likely to benefit from a treatment, it has become indispensable to find biomarkers (particular biological characteristics) in such patients. It allows principally to predict or demonstrate their response to treatment. Nevertheless, despite the existence of a subpopulation of patients responding to the product, the identification of relevant biomarkers is not guaranteed.

Where biomarkers have been successfully identified, they must be incorporated into diagnostic tests, called companion diagnostics, which complete the treatment, administered to those most likely to benefit. The validation of additional diagnostic tests is a separate clinical development process that takes place in parallel with the clinical trials of a treatment. This process adds a level of complexity and additional costs, which may limit the adoption of our product in the market, even after obtaining marketing authorization.

2.2.4.4 High costs associated with the complexity of the regulatory environment

The Company operates in a highly regulated environment.

In the event of loss of ANSM approval, the Company could find itself faced with disruptions and delays in some of its activities, which could have repercussions on costs, or even jeopardize the feasibility of some of its projects.

Similarly, any new requirements from the health authority in a context of production subject to the rules of Good Manufacturing Practices (GMP) could lead to delays and costs that could significantly impact the Company's activities.

In recent years, the regulations relating to interactions between the pharmaceutical industry and healthcare professionals, often referred to as the "sunshine law" and "transparency", have been considerably strengthened.

In addition, the European General Data Protection Regulation (GDPR) and national rules such as those of the French Data Protection Authority (CNIL) impose additional compliance constraints.

Any breach of these rules could therefore generate significant additional costs for the Company and/or tarnish its reputation.

2.2.4.5 Constraints related outdated or suboptimal trial protocols required for authorizations, reimbursement or partnerships

The rapid evolution of medical research and available treatments in oncology, particularly in the field of immunotherapy, carries the significant risk that the clinical trial protocol, initially designed to validate concepts, obtain marketing authorization, and negotiate adequate reimbursement and attract partnerships, become obsolete. Once a clinical trial is initiated, changing its parameters is difficult and, as a practical matter, often impossible.

If the standard treatments change during a clinical study, the level of results expected at the time of the initial design of the study may no longer be adapted to the new therapeutic options that may have emerged during the duration of the study.

Changes in standards of care may also mean that the patient populations and the inclusion criteria are no longer relevant, which can make it unfeasible to include patients in the clinical trial. For example, Transgene observed a slowdown in patient enrollments in the Phase II trial evaluating TG4001, following the arrival of new therapeutic options, particularly in cervical cancer; the Company had to adjust the number of patients included in the trial downwards. Similarly, the Phase I clinical trial of **TG4050** in ovarian cancer had to be stopped due to a change in the standard of care that took place during the trial in this indication.

Clinical results from other competing products may also encourage the competent regulatory authorities to adjust their evaluation criteria. As a result, the protocol may not include the collection of data later required by health authorities.

Finally, the choice of biomarkers or combination products is based on the most reliable information available at the start of the clinical trial, which can lead to dependence on technologies that are no longer preferred several years later.

2.2.4.6 Potential impact of product liability claims

Since Transgene tests its drug candidates on humans, the risk of being sued for product liability is inherent in its activities.

Side effects or manufacturing defects in products developed and administered in clinical trials could lead to deterioration of the patient's condition, injury or even death. For example, patients participating in clinical trials as part of the development of tested candidates could trigger the Company's liability in the event of unexpected side effects following their administration. Patients, regulatory bodies, biopharmaceutical companies and any other third party using or marketing Transgene's products could bring criminal or civil proceedings against it.

Such allegations, even if they are unfounded, may as a consequence:

- make it impossible to continue developing the drug candidate;
- damage the Company's reputation;
- divert management from the conduct of commercial strategy; and
- be costly to defend.

In addition, should the Company be held liable in any of these proceedings, it could be exposed to considerable financial penalties and other damage to its reputation.

2

2.2.5 Industrial business risks

The viruses on which Transgene's immunotherapies are based require highly specialized production, which generates specific risks.

2.2.5.1 Need for a specialized industrial tool, with challenges in scaling up both internally and externally

The manufacture of individualized drugs requires a specific production tool unlike that used for the manufacture of traditional drugs. The personalized drug **TG4050** cannot be taken from existing stock and requires the production of a specific batch for each patient. Transgene's historical subcontractors (in bioproduction as well as in manufacturing), being specialized in the production of large-volume batches, are not able to produce individual batches under conditions compatible with the clinical trials in progress or planned (deadlines, quantity of batches, costs).

To meet its needs, the Company has therefore developed in-house production resources enabling it to manufacture individual batches for small-scale clinical trials (limited number of batches, doses and patients).

In addition, to date, production is carried out using CEFs. However, the Company's objective is to acquire production capacity on cell lines (see 2.2.3.2).

At the same time, Transgene is also working to develop **TG4050** manufacturing skills with two bioproduction subcontractors.

Despite these advances, the advanced phase clinical studies and marketing will assume that the level of production exceeds the Company's current production capacities (including the capacities of its subcontractors). It will therefore be necessary to invest in a larger internal production tool, or to work with CROs to develop a larger production capacity for individualized batches. Indeed, if the production capacity fails to meet the growth in demand from Transgene and its partners, or to supply batches produced on the cell line, this could have a negative impact on the Company's ability to conduct larger clinical trials or to attract new partners.

2.2.5.2 Fast, patient-specific production cycles required for the manufacturing of personalized therapies

The personalized drug **TG4050** cannot be withdrawn from an existing stock and requires the production of a specific batch for each patient. Depending on the therapeutic indication, it is essential to respect a maximum time between the order for the product for the patient and its actual delivery to the hospital.

If Transgene fails to meet this deadline, patients will choose another treatment and **TG4050** will not be accessible to them. This means that if Transgene cannot further reduce the current lead times, **TG4050** will be limited to a small number of indications less sensitive to delivery time, which would reduce the economic outlook of the program.

The need to comply with these deadlines limits the number of service providers that Transgene could use for the manufacture, quality assurance and shipping of the product. Consequently, Transgene has a higher risk of losses due to unforeseen events in production. Ultimately, manufacturing and quality control customized for each patient results in high costs that could reduce the potential margins of the product and make it inaccessible to many patients.

2.2.5.3 Dependence on subcontractors

The Company has sub-contracted the manufacturing of certain batches required for its clinical trials.

The manufacturing unit of the sub-contractor Oxford Biomedica (formerly ABL Europe) does not have sufficient capacity to guarantee the commercial-scale production of these products beyond the initial launch phase.

The project to transfer the production of the Company's drug candidates from a manufacturing method based on chicken embryo fibroblasts (CEF) to a manufacturing method based on cell lines will require the involvement of new specialized subcontractors whose subsequent replacement would be difficult.

The Company could also be forced to incur considerable additional expenses to outsource the production of its products on a commercial scale or to take them back in-house. The process of technology transfer and production validation could take more than a year before production intended for patients could actually begin. In the event of such a transfer, the regulatory authorities may also require new clinical trials due to the specificities linked to bioproduction.

Therefore, while no contract is exclusive, the Company's ability to voluntarily switch subcontractor within a reasonable time frame is limited, meaning that the Company is dependent on the availability of product slots and the pricing practices of its sub-contractors.

The Company may not be able to negotiate competitive production costs or delivery times for its products, which would have a material adverse effect on its business, earnings, financial position and development.

Should the production capacity of existing subcontractors no longer be available to Transgene, whether this is due to a business interruption or the loss of regulatory approvals, transferring production to a back-up site would entail significant delays and costs.

2.2.5.4 Dependence on critical suppliers for the procurement of raw materials and consumables

The Company uses raw materials from different suppliers in its manufacturing processes of its drug candidates; some of the suppliers are the sole source of the material in question.

The Company certifies its suppliers pursuant to pharmaceutical good manufacturing practices. If one of these sole suppliers were to default, the Company would be required to find and qualify an alternative. However, identifying and qualifying a new supplier may take several months before its products can be used in the Company's processes.

Moreover, the current volumes ordered by the Company do not allow it to negotiate agreements guaranteeing a supply of certain key raw materials from qualified critical suppliers. Consequently, the Company could be unable to obtain supplies from certain critical suppliers or to reference a second supplier within an acceptable timeframe.

2.2.5.5 Environmental risks related to the manufacture and use of our products

The Company's manufacturing, research and development activities, preclinical studies and clinical trials require the controlled storage, use and disposal of hazardous materials, both chemical and biological. The Company is therefore subject to laws and regulations relating to the use, manufacture, storage, handling, and disposal of materials and waste. In consequence, although the Company believes that its safety procedures relating to the handling and disposal of these hazardous substances comply with legal and regulatory standards, the possibility of contamination or accidental injury associated with these hazardous substances cannot be discarded entirely.

In the event of an accident, it could be held liable for all consequent harm, and its liability could exceed the limits of its insurance policies or not be covered. Therefore, the Company might be unable to maintain its insurance coverage on acceptable terms or possibly at all.

It might have to bear significant expenditures in order to comply with present or future provisions of environmental law. As of the date of this Universal Registration Document, the Company has made no specific provision for industrial and environmental risks.

2.2.5.6 Vulnerability to failures or breaches in information systems

The Company could have to face a failure of its information systems, their obsolescence, a breach of personal data and attacks by cybercriminals.

The acceleration of the digital transformations carried out by the Company over several years could increase its exposure to risks related to cyberattacks, as well as those related to IT system failures. These are of major importance in the day-to-day execution of the Company's operations in the processing, transmission and storage of electronic data relating to transactions and financial statements, as well as in communication with staff, distributors and suppliers.

In particular, the Company has access to personal data concerning patients the security of which is ensured by particularly strict regulations in the United States (Health Insurance Portability and Accountability Act – HIPAA) and in Europe (General Data Protection Regulation – GDPR).

Any failure or malfunction of equipment, computer applications or the communication network or any successful cybercrime attack on its information systems could:

- generate the use of strategic and confidential data by competitors;
- generate the leak, loss, theft and disclosure of personal data, including patient data, which may lead to administrative, civil and criminal penalties;
- create the impossibility of carrying out day-to-day operations and thus penalize the activity;
- generate operating losses; and
- damage the Company's image and reputation.

The Company has an Information Systems department tasked in particular with ensuring the confidentiality, integrity and availability of data and IT services and with implementing an IT security program based on risk management.

It audits internal processes and those of external partners, to ensure the proper execution and compliance of procedures and to assess its exposure to cyberattacks.

In order to prepare for a major disaster, the Company has put in place a robust safeguard policy and a business recovery plan in order to be able to quickly return to a satisfactory level of activity. Applications and critical infrastructure components are replicated to ensure their resilience.

End-users are trained and made aware of the risks of cybercrime and the protection of personal data. The Company has an insurance policy covering cyber risks.

Finally, a Data Protection Officer (DPO) is responsible for deploying the personal data protection strategy. This DPO coordinates a network of local contacts and conducts risk analyses. The DPO's mission is to ensure a robust personal data management framework that complies with applicable local and international regulations.

2.2.6 Risks related to intellectual property

The Company's business model (see Section 1.2.1.1) consists in selling licenses for drug candidates and technologies to third parties. The Company relies on its ability to grant rights under its intellectual property which do not conflict with the intellectual property rights of third parties. The Company is exposed to multiple risks related to intellectual property.

2.2.6.1 Freedom to operate products restricted

The conduct of the Company's business or administration of its products may fall under the intellectual property rights of others. The existence of such third-party rights could obligate the Company or its partners to:

- cease to sell or use any of its products that depend on the disputed intellectual property, which could reduce its income; or
- seek to limit or even invalidate one or more claims of such a patent by judicial or administrative means; or
- obtain a license from the holder of the intellectual property rights that could not be obtained under reasonable conditions, if at all.

Its business would be affected if it or its partners were unable to invalidate these rights or obtain a license, or if it could only obtain a license under conditions deemed unacceptable. The same would hold if it were unable to redesign the products or processes so as to avoid being sued for infringement.

The Company seeks to take into account third-party rights when making its product portfolio and clinical development decisions.

The identification of these intellectual property rights and the assessment of their applicability to the Company's activities are subject to interpretation and frequently give rise to litigation. To date, no opposition proceedings are ongoing, but the Company has had to deal with such proceedings in the past, particularly for its Bt-001 drug candidate. When they exist, these procedures lead to uncertainty as to the future of the rights attached to the product concerned and/or restrictions on the use or even the interest for potential partners when they are in progress.

The monitoring implemented by the Company to prevent freedom to operate risk may be insufficient due to (i) delays in publishing patent applications (18 months after the filing or priority date), (ii) failure to publish certain patent applications in the United States, (iii) the changing scope of patent claims between the application and the granted patent and (iv) uncertainty as to whether the patent will ultimately be granted in any form or if post-patent opposition procedures brought by the Company limit or invalidate some of the patent's claims.

Even when the Company makes its own patent application, it cannot be sure that certain third parties have not been the first to invent products or to file similar patent applications covered by its own applications or those of its partners.

2.2.6.2 Intellectual property rights other than patents can be difficult to assert

Transgene believes that several elements of its program involve technology, processes, know-how, data, including culturing and production processes, as well as purification technology, which cannot be patented.

Because it is generally impossible to establish an exclusive right-of-use over most non-patented intellectual property, the Company may also not be able to determine the correct value of these resources from its partners.

With regard to technologies, know-how and data that are not patentable or are only potentially patentable, and to processes, other than production processes, for which patents would be difficult to enforce, Transgene has chosen to protect its interests by relying on non-disclosure agreements with its employees, consultants and certain subcontractors.

All of its employment contracts include confidentiality clauses. These confidentiality clauses do not provide sufficient protection and may be terminated. In that event, the Company believes that there is no satisfactory remedy possible. Its product design and manufacturing secrets could be revealed and used independently by its competitors.

2.2.6.3 Inability to obtain a patent

Transgene's ability to partner out a product or technology and the value obtained by Transgene will depend largely on its ability to obtain patents covering its products and processes allowing it to benefit from the exclusive use of inventions for the period prior to patent expiration. Transgene has filed and plans to continue to file numerous patent applications for various aspects of its operations (such as viral vectors and methods for preparing and administering them, genes and gene combinations, monoclonal antibodies, biomarkers, etc.) in the United States, Europe and selected other countries. However, we may not be able to obtain, maintain or enforce our patents and other intellectual property rights, which could affect our ability to compete effectively. For example:

- we might not be able to develop new patentable drug candidates or technologies or obtain patents to protect such new candidates or technologies;
- we might not be able to file all necessary or desirable patent applications or that we will obtain the patents that we have applied for and that are under review;
- we or our licensing or collaboration partners might not be the first to make the product candidates or technologies covered by the issued patents or pending patent applications that we license or own;
- we might not be able to obtain sufficient rights to all necessary or desirable patents or other intellectual property rights, whether at all or on reasonable terms;
- the scope of any issued patents that we own or license might not be broad enough to protect our product candidates or effectively prevent others from commercializing competitive technologies and product candidates; or
- there is a risk of our owned and licensed patents being challenged, invalidated or circumvented by a third party.

2.2.6.4 Risk and complexity of intellectual property litigation

Transgene's success will also depend upon its ability to prevent other parties from using its intellectual property and its ability to defend itself against claims that Transgene products infringe third-party rights.

These disputes involve complex legal and factual issues and are generally resolved through legal proceedings, which may result in high financial costs and adverse decisions going against Transgene's interests.

Competitors with greater resources could better withstand the costs of a complex proceeding.

Any litigation of this type could seriously affect the Company's ability to continue its business.

3

REPORT ON CORPORATE GOVERNANCE – GOVERNANCE

This section restates in its entirety the report required by Article L. 225-37 of the French Commercial Code, relating to the manner in which the Company's Board of Directors prepares and organizes its work in accordance with Articles L. 225-37-4 and L. 22-10-10 of the French Commercial Code.

This report was adopted by the Board of Directors at its meeting of March 27, 2025. In accordance with Article L. 225-235 of the French Commercial Code, the Board of Directors' Report on Corporate Governance was submitted in full to the Statutory Auditors.

3.1 PRESENTATION OF THE EXECUTIVE COMMITTEE

ROLE OF THE EXECUTIVE COMMITTEE

General management is the responsibility of a team of managers, each with specific roles, around the Chairman and Chief Executive Officer, who meet within the Executive Committee.

Its mission is the operational and strategic management of the Company.

The Executive Committee meets every two weeks.

Its membership reflects the Company's main skills.

COMPOSITION

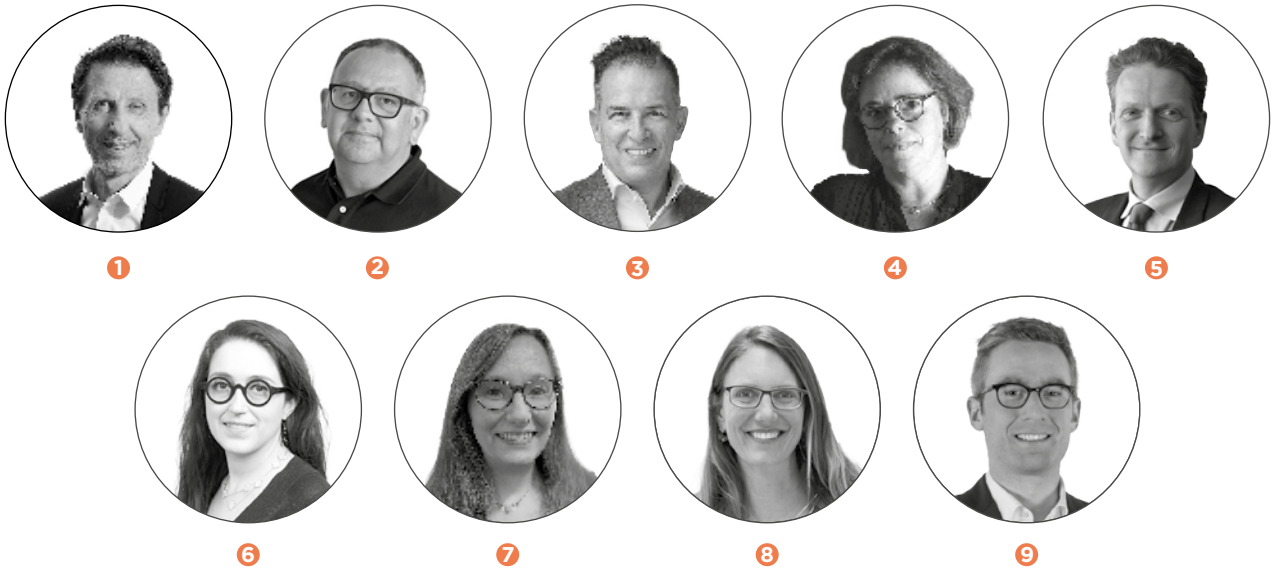
9 MEMBERS

44.4% WOMEN

5 years AVERAGE LENGTH OF SERVICE WITHIN THE EXECUTIVE COMMITTEE

2.33 years AVERAGE LENGTH OF SERVICE AT TRANSGENE

49.89 years AVERAGE AGE



1. **Alessandro Riva**
   Chairman and Chief Executive Officer (CEO)
2. **Christophe Ancel**
   Director of Pharmaceutical Operations and Responsible Pharmacist
   Deputy CEO
3. **Maurizio Ceppi**
   Chief Scientific Officer (CSO)
4. **Emmanuelle Dochy**
   Chief Medical Officer (CMO)
5. **John Felitti**
   General Secretary
   General Counsel
6. **Lucie Larguier**
   Chief Financial Officer (CFO)
7. **Christelle Schwoerer**
   Human Resources Director
8. **Simone Steiner**
   Chief Technical Officer (CTO)
9. **James Wentworth**
   Chief Business Officer (CBO)

The following table gives the names of those on the Transgene Executive Committee, their current positions in the Company and the date they assumed those duties.

Name	Age	Current positions	Committee member since
Mr. Alessandro Riva	64	Chairman and Chief Executive Officer (since June 1, 2023)	2023
Mr. Christophe Ancel	61	Director of Pharmaceutical Operations and Chief Pharmacist – Deputy CEO	2014
Mr. Maurizio Ceppi	53	Chief Scientific Officer (CSO)	2024
Ms. Emmanuelle Dochy	49	Chief Medical Officer (CMO)	2024
Mr. John Felitti	55	Corporate Secretary – General Counsel	2016
Ms. Lucie Larguier	41	Chief Financial Officer (CFO)	2024
Ms. Christelle Schwoerer	33	Human Resources Director	2024
Ms. Simone Steiner	49	Chief Technical Operations (CTO)	2025
Mr. James Wentworth	45	Chief Business Officer (CBO)	2024

Mr. Alessandro Riva joined Transgene in 2022 as Chairman of the Board of Directors, In May 2023, the Board of Directors appointed him to the position of Chairman and Chief Executive Officer of the Company in order to accelerate the development of Transgene's portfolio of innovative immunotherapies. He holds a degree in medicine and surgery from the University of Milan, and has a doctorate in oncology and hematology from the same institution. Alessandro Riva has nearly 30 years of experience in the life sciences industry. Before joining Transgene, he was CEO of Intima Bioscience, specialized in cell therapies for solid tumors, and previously CEO of Ichnos Sciences. He was Executive Vice-President, Global Head of Oncology Therapies and Cell and Gene Therapy, at Gilead Sciences where he was instrumental in the acquisition of Kite Pharma, and led its integration and growth. He also managed the US and European regulatory approvals for Yescarta, the first CAR-T cell therapy approved for adult patients with diffuse large B-cell lymphoma. Prior to Gilead, Alessandro Riva was Executive Vice-President, Global Head of Oncology Development and Medical Affairs, at Novartis Pharmaceuticals. He currently sits on the boards of BeOne Medicines (previously, BeiGene) and of Century Therapeutics.

Mr. Christophe Ancel joined Transgene in 2008 as Head of Quality Assurance, and then as Director of Operational Quality. He is Responsible Pharmacist and, in this respect, has been Deputy CEO since 2014. Previously, he worked as a quality consultant to a variety of international pharmaceutical laboratories. From 2001 to 2005, he was Quality Manager, Deputy Pharmacist and acting Responsible Pharmacist at the French production plant of E. Lilly. In 2001 he was Quality Manager and acting Responsible Pharmacist at a Cardinal Health plant. From 1992 to 2000, he worked at Alcon Laboratories in the quality area and in particular as Deputy Pharmacist at their production site. His various professional experiences have led him to work in an international setting of sterile product manufacturing and marketing. Christophe Ancel has a PhD in pharmacology.

Mr. Maurizio Ceppi joined Transgene in 2024 as Chief Scientific Officer (CSO). After spending more than 15 years in the oncology life sciences industry, he brings in-depth expertise in cancer immunotherapy and precision medicine. Throughout his career, Maurizio Ceppi has played a key role in the preclinical and clinical development of innovative therapies, including monoclonal and bispecific antibodies, small molecules, as well as mRNA vaccines. Dr. Ceppi brings his ability to lead multidisciplinary teams, a know-how developed within large pharmaceutical and biotechnology companies such as Roche and iTeos Therapeutics, where he has been able to combine scientific leadership and strategic vision. Maurizio Ceppi holds a PhD in Molecular Biology from the Department of Medicine of the University of Fribourg. He has more than 60 publications. He holds eight patents.

Ms. Emmanuelle Dochy joined Transgene in 2024 as Chief Medical Officer (CMO). Before joining Transgene, Emmanuelle Dochy was Director of Global Medical Affairs at Bayer, where she acquired extensive experience in the management of medical affairs on an international scale. With 15 years of experience in the pharmaceutical industry, she has held various strategic positions, with a particular focus on the management of clinical trials from the preclinical phase to the advanced development phase. She began her career at Sanofi Belgium where she was in charge of Oncology. Among her notable achievements, she led the European launch of aflibercept for the treatment of metastatic colorectal cancer and contributed to the development and submission of post-marketing approval dossiers, notably for new indications of docetaxel in the treatment of prostate cancer. Emmanuelle holds a degree in medicine from the Université Libre de Bruxelles and specializes in Internal Medicine.

Mr. John Felitti joined Transgene in 2016 as General Counsel and General Secretary. Prior to his appointment, he was Associate Vice-President, Corporate law, Finance and Securities law at Sanofi, and previously held other positions in the Sanofi and Aventis legal departments. From 1996 to 2003, he was an attorney at the Paris offices of the US law firm Shearman & Sterling. He is admitted to practice in New York and is a former member of the Paris Bar. After graduating in economics from Harvard University (AB 1991) and the College of Europe (DEA 1993), John Felitti studied law at the University of Michigan (JD 1996) and at the University of Paris II - Panthéon Assas (LLM 1997). He also holds a business degree from INSEAD (GEMBA 2015).

Ms. Lucie Larguier joined Transgene in 2016 as Director of Communications and Investor Relations. Lucie joined Transgene's Executive Committee in December 2023 as Vice-President, Corporate Communication and Investor Relations. In March 2024, she was appointed Chief Financial Officer. A specialist in financial communication and financial transactions, prior to joining Transgene, Lucie already had more than 10 years of experience at a consulting firm. She was a financial communications consultant at Ogilvy PR (2006 to 2008) before joining Citigate Dewe Rogerson (2009-2016) where she was instrumental in the successful completion of numerous financial transactions and IPOs. She also created a franchise dedicated to biotechnology companies within the Paris office, drawing on her sectoral expertise and knowledge of the French financial ecosystem. A graduate of the Institut d'études politiques de Paris (Sciences Po), Lucie holds a master's degree in communication and a specialization in finance.

Ms. Christelle Schwoerer was appointed Human Resources Director and joined the Executive Committee in April 2024. She joined Transgene's Human Resources Department in December 2013 as a Human Resources Assistant, after beginning her career in construction and industry. Her various duties at Transgene have endowed her with generalist skills in human resources and enabled her to contribute to major projects for the company. Christelle Schwoerer holds a Master 1 in Human Resources from CNAM Grand-Est and a Master 2 in Management - Human Resources from the Strasbourg School of Management, obtained in 2020 and 2021.

Ms. Simone Steiner joined Transgene in 2025 as Chief Technical Operations. Simone Steiner, PhD, has nearly 20 years of pharmaceutical, preclinical, clinical and commercialization experience in organizations ranging from small start-ups to multinational pharmaceutical companies. Before joining Transgene, she was Chief Technical Operating Officer (CTOO) at T-Knife Therapeutics, a biopharmaceutical company that develops T-cell receptor therapies to fight cancer, where she led technical development and manufacturing. Prior to joining T-knife, Dr. Steiner was Head of Technical Development and Manufacturing at Tigen, Switzerland, where she managed the optimization of manufacturing processes and the creation of new biopharmaceuticals. Dr. Steiner's career also includes more than ten years at Novartis, where she developed her expertise in technical operations and manufacturing, contributing to large-scale production strategies for breakthrough therapies. An expert in cutting-edge technologies and their health implications, Dr. Steiner is recognized for her ability to combine scientific precision with strategic management to advance therapeutic development and manufacturing initiatives. She was also a scientific adviser at NegotiumAI, an innovative platform using cutting-edge AI and designed to streamline relationships between developers of advanced therapy drugs and contract manufacturers. Dr. Steiner holds a master's degree in biochemistry, a PhD from ETH Zurich, followed by postdoctoral work at the University of Alberta, Canada.

Mr. James Wentworth joined Transgene in 2024. He is in charge of defining, supervising and implementing Transgene's Business Development strategy, commercial affairs, as well as the partnership strategy. James Wentworth has more than fifteen years' experience in the pharmaceutical industry and biotechnology. Before joining, he was Director of Business Development and Strategy at Adaptimmune, a NASDAQ-listed biotechnology company specializing in the development of T-cell receptor-based therapies (TCR) for solid tumors. At the time, he was responsible for managing pharmaceutical partnerships, collaborations and transactions, corporate development projects and business strategy development. He also managed the competitive intelligence department. Previously, James Wentworth worked with development-stage biotechnology companies at inVentiv Health (now Syneos Health), at Shire, contributing to product development following a merger-acquisition. He also managed commercial launches in European markets for ViroPharma Europe. James holds a bachelor's degree and a doctorate in pharmacology from the University of Bristol and an MBA from the International Institute for Management Development (IMD) in Lausanne (Switzerland).

Scientific and medical advisors

The Executive Committee is supported by a network of experts, particularly on scientific and medical matters. Medical issues are discussed with the clinical development committee of the Board of Directors (see 3.4.3). Scientific matters are discussed with a Scientific Advisory Board which meets on an ad hoc basis.

As of the date of this report, Transgene relies on two world-leading scientific advisers.

John C. Bell is an internationally renowned expert in using oncolytic viruses (OVs) to treat cancer. He formed, and continues to lead, the Canadian Oncolytic Virus Consortium, a trans-Canadian, multidisciplinary group developing virus-based cancer therapeutics. He is the Scientific Director of BioCanRx, a network of Centers of Excellence developing and clinically testing novel immunotherapeutics for the treatment of cancer. He is a co-founder of biotech companies developing oncolytic viruses (Jennerex and Turnstone Biologics). John C. Bell is a senior scientist at the Ottawa Hospital Research Institute (OHRI), a research institution affiliated with the University of Ottawa. He launched his independent research career in the Department of Biochemistry at McGill University. His research program has been continuously funded by peer-reviewed grants for over 30 years. He has authored over 400 publications.
He completed his post-doctoral studies at the Medical Research Council in London, England and received his PhD in virology and immunology at McMaster University in Ontario, Canada.

Pedro Romero has since January 2024 been director of medical and scientific research at the University of Lausanne, where he has worked since 2003. He focuses on tumor immunology and cancer immunotherapy, particularly on the biology and dynamics of cytolytic CD8 T lymphocyte (CTL) responses. He is also Editor-in-Chief of the Journal for ImmunoTherapy of Cancer.
Previously, Pedro Romero conducted researched at the Department of Medical and Molecular Parasitology at New York University School of Medicine before joining the Ludwig Institute for Cancer Research (LICR), Epalinges, Switzerland, in 1989. In 2001, he became division Head of Clinical Onco-Immunology at the LICR then Director of Translational Medicine in April 2023.
Pedro Romero holds a number of patents and has coauthored more than 320 original research articles describing his scientific works in peptide-based immunotherapy and T cell responses, several of them in Science or Nature.
Pedro Romero obtained his MD at the School of Medicine of the National University of Colombia in Bogota.

Ignacio Melero is a Spanish immunologist, graduate of the University of Navarra (1988), and a specialist in immunology at the Hospital Universitario de la Princesa in Madrid. He is recognized for his major contributions in the field of cancer immunotherapy. Since 1998, he has been Professor of Immunology at the University of Navarra and Co-Director of the Department of Immunology and Immunotherapy at the University Clinic of Navarra. Between 1994 and 1998, he worked at the Bristol-Myers Squibb Research Center in Seattle, focusing on tumor immunology and immunotherapy.
Dr. Melero has played a key role in the development of cancer immunotherapy, in particular with respect to NK cell inhibitory receptors and the role of T cell co-stimulation. His work has led to the discovery of therapeutic agents currently in Phase II clinical trials. He has received several prestigious awards, including the BIAL Grand Prix de Médecine, the Prix Conde de Cartagena from Spain's Royal Academy of Medicine and the Institute of Cancer Research Prize. Dr. Ignacio Melero is also a member of the editorial boards of renowned scientific journals and has supervised numerous doctoral theses, thus strengthening his influence in the field of immunology.

3.2 GOVERNANCE PRINCIPLES ADOPTED BY THE COMPANY

3.2.1 The MiddleNext Code: the reference code

The Company refers to the corporate governance recommendations contained in the MiddleNext Code of Corporate Governance for mid- and small-cap companies of September 2021 ("MiddleNext Code"). The MiddleNext Code can be consulted on the MiddleNext website or on that of the Company. The Board regularly reviews the points of vigilance in the MiddleNext Code, including as part of its self-assessment of Board functioning, and prepares an annual report on its compliance with the 22 recommendations of the MiddleNext Code.

MiddleNext Code recommendations	Adoption
"Supervisory" power	
R1: Board members' ethics	Compliant
R2: Conflicts of interest	Compliant
R3: Composition of the Board of Directors – Presence of independent members	Compliant
R4: Information for Board members	Compliant
R5: Training for Board members	Compliant, see comment
R6: Organization of Board and Committee meetings	Compliant
R7: Establishment of Committees	Adopted with a deviation; see comment
R8: Establishment of a specialist committee on Corporate Social Responsibility/ Environmental, Social and Governance (ESG)	Adopted with a deviation; see comment
R9: Implementation of internal Board rules	Compliant
R10: Choice of each "Board member"	Compliant
R11: Duration of terms for "Board members"	Compliant
R12: Compensation of a "Board member" in respect of his or her office	Compliant
R13: Implementation of an assessment of the Board's work	Compliant
R14: "Shareholder" relations	Compliant
Executive power	
R15: Diversity and equity policy within the Company	Compliant
R16: Definition and transparency of compensation for executive corporate officers	Compliant
R17: Preparation of Management succession	Compliant
R18: Concurrent holding of an employment contract and corporate office	Compliant; see comment
R19: Departure benefits	Compliant; see comment
R20: Additional pension plan	Compliant
R21: Stock options and free share grants	Adopted with a deviation; see comment
R22: Review of points of vigilance	Compliant

Based on the report, the Board considers that Transgene's Corporate Governance complies with the 22 recommendations of the MiddleNext Code, with the exception of two partial deviations with the recommendations R7/R8 and R21.

With regard to recommendation R5, it is specified that questions relating to the adequacy of the training of the members of the Board of Directors are subject to its annual self-assessment. In 2023, the members of the Board of Directors received training on environmental issues/challenges, in particular, the risks related to global warming. In 2025, a campaign to raise awareness of human, environmental and social rights, in particular through the analysis of the main international legal instruments in force, will be rolled out for the benefit of the members of the Board of Directors and the Executive Committee.

Concerning recommendations R7 and R8, the ESG Committee appointed as chairwoman of the ESG Committee Ms. Sandrine Flory, representative of TSGH, notwithstanding recommendations R7 and R8 of the MiddleNext Code which recommends the appointment of an independent director. Ms. Sandrine Flory was appointed Chairwoman of this committee due to her specific expertise in ESG. She is also responsible for these issues at Institut Mérieux. The directors consider that the chairmanship of TSGH was the best way to ensure that ESG issues and the Committee's recommendations were taken into account within the Board. The other provisions of recommendations R7 and R8 are adopted without deviation.

With regard to recommendation R18 of the MiddleNext Code (concurrent holding of an employment contract and corporate office), an employment contract remains in force for the Deputy CEO. Before his appointment as Deputy CEO, Mr. Christophe Ancel was an employee of Transgene. His employment contract has remained in force since his appointment due to the continuation of his previous salaried activity. The Board is of the opinion that maintaining this employment contract is justified in this case given that the Responsible Pharmacist's corporate office is a regulatory requirement. The Board considers that the concurrent holding of the position of Deputy CEO and an employment contract is consistent with the letter and spirit of the MiddleNext Code's recommendations. In addition, there is no employment contract between Transgene and its Chairman and Chief Executive Officer or between Transgene and the other corporate officers targeted by the recommendation. It should be noted that recommendation R18 does not specifically target the corporate office of a Deputy CEO, and even for corporate offices targeted by this recommendation, concurrent holding is managed but not prohibited. For this reason, the Board of Directors considers that there is no deviation from R18.

With regard to recommendation R19 of the MiddleNext Code (departure benefits), the Deputy CEO does not receive any departure benefits other than those provided by the collective bargaining agreement that governs his employment contract. These benefits are granted only in the event of the termination of the employment contract under the conditions provided by the collective bargaining agreement and are not paid for the expiry of the corporate office. The amount and conditions of these benefits are in accordance with recommendation R19 (see Section 3.8.3). The Company has not granted the Chairman and Chief Executive Officer any departure benefits in the event of the termination of his functions.

With regard to the recommendation R21 of the MiddleNext Code (stock options and free share grants), the Company regularly grants free shares to all of its employees, without excessively focusing on executive managers. In accordance with recommendation R21 to make all or part of the grants to executive managers subject to conditions, half of each grant to executive managers is subject to performance conditions reflecting the medium- to long-term interest of the Company. Concerning the conditions for the exercise and vesting of all or part of the stock options or free shares, it is recommended by MiddleNext to assess the performance conditions over a period of at least three (3) years. Nevertheless, for certain allocations, the assessment period is limited to one (1) year within Transgene. The Board considers that even if the policy relating to the performance assessment period differs from the period specified by recommendation R21 for certain allocations, it remains appropriate to the context of Transgene. Indeed, although the performance conditions concerned target the actions that need to be carried out in the short term (in the current or coming year), these are actions required to achieve the Company's long-term objectives. The Company has not granted any stock options since 2012, and previous grants have lapsed. The other provisions of recommendation R21 are applied without deviation.

3.2.2 Methods for the exercise of General Management

Transgene has a corporate governance style that is well adapted to its specific characteristics, and this is part of a desire for continuous improvement.

Decisions concerning Transgene's governance have always been taken in the best interests of the business, with constant attention to choosing a mode of governance that favors the optimization of its economic and financial performance, as well as the creation of the conditions the most conducive to its long-term development.

For a short period (May 2022 to May 2023), the functions of Chairman of the Board of Directors and Chief Executive Officer were separated in order to entrust the Chairmanship of the Board to an independent director, Mr. Alessandro Riva. Mr. Hedi Ben Brahim held the position of Chief Executive Officer. The separation of duties made it possible to strengthen the control of independent directors and mobilize complementary skills at the top of the Company.

In May 2023, the Board of Directors decided to combine these functions and appointed Mr. Alessandro Riva as Chairman of the Board of Directors in charge of General Management (Chairman and Chief Executive Officer of Transgene). Mr. Riva has an excellent knowledge of the pharmaceutical and biotechnology industry, which has led to the approval of innovative cancer treatments in the United States and Europe. He works closely with Transgene's Board of Directors and the entire organization to optimize the potential of the Company's product portfolio for the benefit of patients with solid tumors.

The Board's functioning is governed by internal rules that are regularly updated and published on the Company's website.

The Board of Directors meets at least four times per year. At least two executive sessions (a meeting without the attendance of the Chief Executive Officer or another member of the Executive Committee) per year are proposed to directors. The Board's work is prepared by five specialist committees responsible for assisting the Board in its discussions and decisions (see Section 3.4.3 below).

3.3 COMPOSITION OF THE BOARD OF DIRECTORS

The Company is governed by a Board of Directors currently consisting of ten members, of whom nine are individuals, and the company TSGH, the majority shareholder. Four women sit on the Board: Ms. Sandrine Flory, as permanent representative of TSGH, Ms. Marie-Yvonne Landel, Ms. Maya Saïd and Ms. Carol Stuckley, as independent directors.

The term of the directors' mandates is three (3) years. The renewal of terms of office is staggered in order to allow for regular renewal in equal portions, except in exceptional cases such as a change of control. Under French law, the directors' terms of office can be terminated ad nutum; such a rotation does not deprive shareholders representing a majority of the votes of their ability to replace all directors at any time.

The Board assessed the status of independent director in accordance with the criteria of the MiddleNext Corporate Governance Code. At its September 2023 meeting, the Board also decided to revise the independence criteria to align them with the AFEP-MEDEF criteria, which recommends the loss of the status of independent director after 12 years of service on the Board. The new rule came into force in January 2024.

The directors' terms expire on the date of the Ordinary General Meeting held in the year indicated and approving the financial statements for the fiscal year ended on December 31 preceding the meeting.

							Committees					
		Age	Woman/Man	Independence	Appointment date	Term expires	Audit	Compensation	Strategy	Clinical development	Environmental, social and governance (ESG)	Number of securities/options
Chairman and CEO	**Mr. Alessandro Riva**	64	M		2022	2028			•	•	•	93,075
Non-independent directors	**Mr. Philippe Archinard**	65	M		2004	2026			•	•		564,661
	Mr. Jean-Luc Bélingard	76	M		2013	2028			**C**			0
	TSGH (represented by Ms Sandrine Flory*)	54	F		2002*	2026	•				**C**	91,426,541
	Mr. Benoît Habert	60	M		2000	2026	•	•				102,939
	Mr. Michel Baguenault de Puchesse	55	M		2024	2027		•				46
Independent directors	**Mr. Jean-Yves Blay**	62	M	♦	2022	2028				**C**		0
	Ms. Marie-Yvonne Landel	72	F	♦	2017	2026	**C**				•	0
	Ms. Maya Saïd	48	F	♦	2017	2026		**C**	•	•		0
	Ms. Carol Stuckley	69	F	♦	2023	2026	•	•				0

♦ *Independence within the meaning of the MiddleNext Code criteria as assessed by the Board of Directors.*
• *Committee member.*
C *Chairman of the Committee.*
* *Ms. Sandrine Flory has represented TSGH since 2019.*

3.3.1 The Guiding Principles

3.3.1.1 Balanced composition of the Board of Directors

Transgene is governed by a Board of Directors chaired by a Chairman and Chief Executive Officer. The Board of Directors is composed of ten members as of the date of this Universal Registration Document, four of whom qualify as independent directors. The directors' term of office is three years.

The change in the composition of the Board of Directors carried out at the General Meeting of May 15, 2024 involved:

- the arrival of a new independent director, Mr. Michel Baguenault de Puchesse.

There are currently four independent directors. Indeed, Mr. Habert lost his status as an independent director in January 2024 in accordance with the decision of the Board of Directors of September 2023, which decided to revise the independence criteria to align them with the AFEP-MEDEF criteria, which recommend loss of the status of independent directors after 12 years of service on the Board.

The Board is therefore composed of ten directors with four independent directors out of ten, i.e. 40%, and of four women and six men out of ten, in accordance with the minimum parity of 40%.

The independent directors still in place (Ms. Landel, Ms. Saïd, Mr. Blay and Ms. Carol Stuckley) continue to meet the criteria of the MiddleNext Code.

Based on current legislation, there are no directors elected by the employees within the Board of Directors. Moreover, as the capital share held by the employees is less than 3%, there are no directors representing employee shareholders within the Board of Directors.

However, two employees represent the Social and Economic Committee and participate in the meetings of the Board of Directors, in an advisory capacity.

The renewal of terms of office is staggered in order to allow for regular renewal in equal portions, except in exceptional cases such as a change of control. Under French law, the directors' terms of office can all be terminated ad nutum; such a rotation does not deprive shareholders representing a majority of votes from replacing all directors at any time.

3.3.1.2 Independent directors

In its current composition, the Board of Directors has four independent directors in accordance with recommendation R3 of the MiddleNext Corporate Governance Code as adopted by the Company. At its September 2023 meeting, the Board also decided to revise the independence criteria to align them with the AFEP-MEDEF criteria, which recommends the loss of the status of independent director after 12 years of service on the Board. The new rule has been applicable since January 2024.

Therefore, the following criteria are used to determine the independence of the director:

- must not be, or have been during the last five years, an employee, executive corporate officer (Chief Executive Officer, Deputy CEO or another executive corporate officer);
- 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;
- must not be close to or have a close family relationship with a corporate officer or reference shareholder;
- must not have been a Statutory Auditor of the Company in the course of the previous six years;
- must not have been a director of the Company for more than 12 years. The status of independent director is lost on the 12th anniversary.

	Must not be a salaried employee or corporate officer of the Company or of a Company in its group, and must not have held such a position within the last five years	Have had no significant business relationship in the last two years	Must not be a reference shareholder of the Company or hold significant percentage of the voting rights	Lack of family relationships	Must not have been a Statutory Auditor within the last 6 years	Must not have been a director of the Company for more than 12 years	Status retained
Mr. Jean-Yves Blay	Yes	Yes	Yes	Yes	Yes	Yes	Independent
Ms. Carol Stuckley	Yes	Yes	Yes	Yes	Yes	Yes	Independent
Ms. Marie-Yvonne Landel	Yes	Yes	Yes	Yes	Yes	Yes	Independent
Ms. Maya Saïd	Yes	Yes	Yes	Yes	Yes	Yes	Independent
Mr. Alessandro Riva	No	Yes	Yes	Yes	Yes	Yes	Non -independent
Mr. Philippe Archinard	No	Yes	Yes	Yes	Yes	No	Non -independent
Mr. Jean-Luc Bélingard	No	Yes	Yes	Yes	Yes	No	Non -independent
TSGH (represented by Ms. Sandrine Flory)	No	No	No	Yes	Yes	No	Non -independent
Mr. Michel Baguenault de Puchesse	No	Yes	Yes	Yes	Yes	Yes	Non -independent
Mr. Benoit Habert	Yes	Yes	Yes	Yes	Yes	No	Non -independent

The following attend the meetings of the Board of Directors: Statutory Auditors, representatives of the CSE and members of the Executive Committee. The Corporate Secretary acts as secretary to the Board. The Directors of the Board with scientific and medical backgrounds will from time to time hold ad hoc scientific or medical meetings with the Company's scientists and its medical, clinical and regulatory staff to discuss issues related to the products under development.

3.3.1.3 Experience and skills

The directors of Transgene complement one another due to their different professional experiences and commitments. Their skills and expertise cover the areas listed in the matrix below:

Skills/ Experience	Mr. Alessandro Riva	Mr. Philippe Archinard	Mr. Jean-Luc Bélingard	TSGH represented by Ms. Sandrine Flory	Mr. Jean-Yves Blay	Mr. Benoît Habert	Ms. Marie-Yvonne Landel	Ms. Maya Saïd	Ms. Carol Stuckley	Mr. Michel Baguenault de Puchesse
Executive Officer	•	•	•			•	•	•		•
Finance/Audit	•	•	•	•		•	•		•	•
Pharmaceutical Industry	P, B	B	P					P, B	P	
Biology/Medical	•	•			•			•		
Risk/ Compliance management			•	•			•		•	•
Compensation	•	•	•			•	•	•	•	•
ESG/ Sustainable development	G	SG	G	ESG		ESG	SG	SG	G	SG

***P**: Commercial Pharmaceutical Laboratory. **B**: Biotechnology.*

***E**: Climate and environment. **S**: Social relations. **G**: Corporate Governance, compliance.*

3.3.1.4 Information on service contracts between members of administrative bodies

There are no service contracts linking any member of the Board of Directors to the Company or to any of its subsidiaries and providing benefits. A single corporate officer, the Deputy CEO, Mr. Christophe Ancel has an employment contract and a corporate office.

3.3.1.5 Conflicts of interest in administrative and management bodies

To the best of the Company's knowledge, there is no arrangement or agreement entered into with the major shareholders or with customers, suppliers or others, such as a shareholder agreement or engagement letter, under which any member of the Board of Directors or the Chairman or the Chief Executive Officer or the Deputy CEO has been selected.

As of the date of this Universal Registration Document, and to the Company's best knowledge, there is no current or potential conflict between the private interests of the members of the Board of Directors or of the Company's management and the corporate interests of the Company. Agreements involving certain directors or persons related to them are subject to the procedure on related-party agreements and are presented in Section 3.5.2.

To the Company's knowledge as of the date of this Universal Registration Document, there is no family connection between the members of the Board of Directors and the Company's senior management.

The main point of vigilance regarding potential conflicts of interest within the Board results from certain directors' connections with the Company's main shareholders. Institut Mérieux holds 100% of the capital and voting rights of TSGH SAS, which itself owns, as of the date of this Registration Document, 69.1% of the capital and 76.6% of the voting rights of the Company. In addition, Mr. Philippe Archinard and Mr. Jean-Luc Bélingard, directors of the Company, are also directors of bioMérieux SA. and Mr. Michel Baguenault de Puchesse is also Chief Executive Officer of Institut Mérieux and TSGH.

In order to guard against conflicts of interest or the appearance of a conflict of interest, the Company has set up a Board composed of ten members, four of which are considered as independent in accordance with the criteria defined by the MiddleNext Code as adopted by Transgene, as well as the criterion added by the Board of Directors. In addition, the Company closely monitors related-party agreements to ensure that decision-making is isolated from any private interest.

Moreover, in the event of a capital increase with cancellation of preferential subscription rights, related to the subscription of a significant share of the transaction by TSGH, Transgene organizes a meeting of independent directors who are not party to the transaction, to validate the principle of the transaction and examine its terms and conditions, in particular its price, set with a discount comparable to the average of recent transactions.

3.3.1.6 Lack of conviction or incrimination

Moreover, to the Company's knowledge as of the date of this Universal Registration Document, no member of the Board of Directors has been:

- convicted of fraud within the past five years;
- subject to a bankruptcy, placing in escrow, receivership or placing of a company in court-ordered administration as a director or corporate officer within the past five years; or
- indicted and/or officially and publicly sanctioned by statutory or regulatory authorities within the last five years.

Finally, to the Company's knowledge as of the date of this Universal Registration Document, no members of the Board of Directors have been disqualified by a court from acting as a member of an administrative, management or Supervisory Board of an issuer or from acting in the management or conduct of the affairs of any issuer within at least the past five years.

3.3.1.7 Stock market ethics

The Board took note of the rules applicable to the prevention of insider trading (in particular those resulting from the European Market Abuse Regulation No. 596/2014 which came into force on July 3, 2016, and the recommendations of the French Financial Markets Authority (Autorité des Marchés Financiers (AMF)), detailed in Transgene's code of stock market ethics. The purpose of the code of stock market ethics, updated in 2025, is to present the regulations applicable to Insiders in stock market matters and to define the rules for trading in Transgene Shares by Executive Corporate Officers and their relatives, as well as by persons who, without being executive corporate officers, have regular access to inside information.

Transgene's code of stock market ethics reiterates that inside information must not be transmitted and must be used solely for professional purposes.

Inside information is specific, non-public information which, if made public, could have a significant influence on the share price. Inside information can in particular be of three types:

- strategic, linked to the definition and implementation of the Group's development policy;
- recurrent, linked to the annual schedule for the production and publication of interim and annual financial statements, regular communications, or periodic meetings dedicated to financial information;
- one-off, linked to a given program, project or financial transaction.

The code also reiterates the importance of regulations, the administrative or criminal sanctions attached to non-compliance with regulations, and the individual responsibility and prudence required in this area.

The rules of procedure have been amended accordingly and reiterate the following obligations for each director:

- directors are prohibited from trading in Transgene shares during certain periods when they hold inside information; and
- the obligation to notify the AMF of each transaction carried out by them or by persons closely related to them in Transgene shares. They are periodically reminded of this obligation by the Company.

3.3.2 List of corporate offices and positions held

The table below summarizes the mandates and roles of the members of the Board of Directors.

MR. ALESSANDRO RIVA

Chairman and Chief Executive Officer (since June 1, 2023)

Chairman of the Board of Directors since May 2022

Member of the Clinical Development Committee and of the Strategy Committee

Independent director until May 31, 2023

Age: **64**
First appointment: **2022**
Term expires: **2028**
Number of Company shares held: **93,075**
Number of Company stock options held: **0**

Principal role outside of the Company:

Director of BeOne Medicines (formerly BeiGene) and Century Therapeutics

Management experience and expertise:

Certificate in Onco-Hematology at the University of Milan

Degree in Medicine and Surgery at the University of Milan

30 years of experience in the life sciences industry

Currently Chairman and Chief Executive Officer of Transgene.

Other offices held:

Director of BeOne Medicines (formerly BeiGene) (1)

Director of Century Therapeutics (1)

Offices expired during the last five fiscal years:

Chief Executive Officer of Ichnos Sciences (end: 2021)

Chief Executive Officer of Intima Bioscience (end: 2023)

MR. PHILIPPE ARCHINARD

Director

Member of the Strategy Committee and of the Clinical Development Committee

Age: **65**
First appointment: **2004**
Term expires: **2026**
Number of Company shares held: **564,661**
Number of Company options held: **0**

Principal role outside of the Company:

Deputy CEO of Institut Mérieux – Technological Innovation and Scientific Partnerships (2)

Chairman: BIOASTER Technological Research Institute (3)

Management experience and expertise:

Graduated from the Management Program at Harvard Business School

Chemical engineer with a doctorate in biochemistry from the University of Lyon

Chairman of bioMérieux Inc. (United States) (2)

Executive Vice-President of bioMérieux SA (1) (2)

Chief Executive Officer of Innogenetics BV

Other offices held:

Director: bioMérieux SA(1) (2); ERYtech Pharma (which became Phaxiam in 2023) (1); NH TherAguix; Geneuro (1); Chairman of the Board of Directors of Fabentech

Offices expired during the last five fiscal years:

Permanent representative of TSGH on the Board of ABL, Inc. (end: 2024)(2)

Director of Institut Mérieux (end: 2024)(2)

Chief Executive Officer: TSGH (2) (end: 2021), Chairman and Chief Executive Officer of Transgene (end: 2020); Representative of the FPUL on the Board of Directors of CPELyon (end: 2020); Chairman of the LYONBIOPÔLE competitiveness cluster (ended: 2017); Representative of Lyonbiopôle on the Board of Directors of the Synergie Lyon Cancer Foundation (end: 2017)

(1) Listed company.

(2) Institut Mérieux Group company.

(3) Association, foundation and others.

MR. JEAN-LUC BÉLINGARD

Director

Chairman of the Strategy Committee

Age: **76**
First appointment: **2013**
Term expires: **2025**
Number of Company shares held: **0**
Number of Company options held: **0**

Principal role outside of the Company:
Vice-President Institut Mérieux (1)

Management experience and expertise:
HEC Paris and MBA Cornell University (United States)
Chairman and Chief Executive Officer of IPSEN (2001-2010)
Chairman and Chief Executive Officer of bioMérieux SA (2011-2017)
Member of the High Committee for Corporate Governance

Other offices held:
Director of bioMérieux SA (1) (2); Lupin (India) (2)

Offices expired during the last five fiscal years:
Chairman of the Supervisory Board: Biolog ID SAS (end: 2021)

MR. JEAN-YVES BLAY

Independent director

Member of the Clinical Development Committee

Age: **62**
First appointment: **2022**
Term expires: **2025**
Number of Company shares held: **0**
Number of Company stock options held: **0**

Principal role outside of the Company:
Managing Director of the Léon Bérard Center in Lyon
Chairman of the Sarcome Français Group
Chairman anticancer
Director of Public Policy at ESMO

Management experience and expertise:
Doctorate at Université Claude Bernard Lyon 1
Oncologist
Managing Director of the Léon Bérard Center in Lyon since 2014
Full member of the French Academy of Medicine in 2016
Chairman of the EORTC (European Organisation for Research and Treatment of Cancer) from 2009 to 2012
Research activities focused on the role of immune effector cells and cytokines in cancer
Member of several scientific groups of academic experts
Numerous awards and author of more than 200 publications over the last three years

Other offices held:
Director of the European Reference Network for rare cancers in adults (EURACAN)

Offices expired during the last five fiscal years:
Chairman of Unicancer (end: 2025)

(1) Institut Mérieux Group company.

MR. BENOÎT HABERT

Chairman of the Compensation Committee and Member of the Audit Committee

Age: **60**

First appointment: **2000**

Term expires: **2026**

Number of Company shares held: **102,939**

Number of Company stock options held: **0**

Principal role outside of the Company:

Chief Executive Officer: Habert Dassault Finance SAS

Deputy CEO of Groupe Industriel Marcel Dassault (GIMD) SAS

Chairman of Ecologie 360 SAS

Management experience and expertise:

Holds an MBA from INSEAD and a master's degree in business law from Panthéon-Assas Paris II University

Other offices held:

Directorships: Groupe Figaro SAS*, Dassault Médias SAS* and Figaro Classifieds*; CCM Benchmark SAS*

Aden Services Ltd (representative of Dassault Invest 3); Mérieux NutriSciences (1) (representative of GIMD) (U.S.); Colombus Holding SAS; Dargaud SA; Éditions Dupuis SA (Belgium); KTO TV (association); KTO Foundation; Bloom SAS (representing Habert Dassault Finance); Odyssey Holco SAS; ITEN SA

Member of the Supervisory Board of the companies: Marco Vasco SAS; Les Maisons du Voyage SAS; Taittinger CCVC SAS (representative of Financière Dassault)

Member of the Governance Board: Odyssey holdco SAS

Member of the Strategy Committee•: Mérieux Participations (1)

Offices expired during the last five fiscal years:

Chairman of Dassault Développement SAS (end: 2020) Member of the Governance Board: Odyssey Intl SAS (end: 2023) Chairman: Habert Dassault Finance SAS (end: 2021); Director representing HDF Zewaow SAS (end: 2020) ETX Studio SAS (end: July 2024); Éclosion (Swiss Fund) (end: March 2024); Patrivia SAS (company in liquidation in August 2024)

* *Controlled by GIMD.*

MS. MARIE-YVONNE LANDEL

Independent director

Chairwoman of the Audit Committee, Member of the ESG Committee

Age: **72**

First appointment: **2017**

Term expires: **2026**

Number of Company shares held: **0**

Number of Company stock options held: **0**

Principal role outside of the Company:

Independent director

Management experience and expertise:

Chartered accountant; holds an MBA from the European Business School (Paris, Frankfurt and London)

Entrepreneur, founder of Marie Landel et Associates, a company offering support services for the installation of French and European biotechnology and technology companies in the United States (now Axelia Partners)

Other offices held:

Director: Genethon

Offices expired during the last five fiscal years:

Director: Member of the Strategic Advisory Committee of Coretec Industry Group SAS (term ended: 2021).

(1) Institut Mérieux group company.

MS. MAYA SAÏD

Independent director

Chairwoman of the Compensation Committee, Member of the Strategy Committee and Member of the Clinical Development Committee

Age: **48**

First appointment: **2017**

Term expires: **2026**

Number of Company shares held: **0**

Number of Company stock options held: **0**

Principal role outside of the Company:

Founder and Chief Executive Officer: Outcomes4me Inc. (U.S.)

Management experience and expertise:

Senior Vice-President Global Head of Oncology Policy and Market Access at Novartis, and Vice-President, R&D Global, Strategy, External Scientific and Innovation Policy at Sanofi

Certificate in finance and health systems organization from Harvard Business School (U.S.)

Other offices held:

Chief Executive Officer: Outcomes4me Inc. (U.S.)

Offices expired during the last five fiscal years:

Director: Pieris Pharmaceuticals (U.S.) (1)

MS. CAROL STUCKLEY

Independent director

Member of the Audit Committee and Member of the Compensation Committee

Age: **69**

First appointment: **2023**

Term expires: **2026**

Number of Company shares held: **0**

Number of Company stock options held: **0**

Principal role outside of the Company:

Director and Chairwoman of the Audit Committee of Centessa Pharmaceuticals

Management experience and expertise:

Financial management in several companies such as: Ipsen (2017 - 2021), Epizyme Inc., (2021 - 2022), TransUnion, Inc. (2015 - 2019), Galderma North America (Nestlé Skin Health SA, 2010 - 2013), Pfizer Inc. (1984 -2017)

Master's in Economics and an MBA in International Finance from Fox Business School of Temple University

Other offices held:

Director and Chairwoman of the Audit Committee of Centessa Pharmaceuticals

Offices expired during the last five fiscal years:

Director, Chairwoman of the Audit Committee and member of the Compensation Committee of Ipsen (term ended 2022)

Director, member of the Audit Committee of Epizyme Inc., (2021 - 2022)

TSGH

Director

Chair of the ESG Committee

Member of the Audit Committee and Member of the Compensation Committee

First appointment: **2002**

Term expires: **2026**

Number of Company shares held: **91,426,541**

Number of Company stock options held: **0**

Principal role outside of the Company:

None

(1) Listed company.

REPRESENTED BY: MS. SANDRINE FLORY

Permanent representative of TSGH

Age: **54**
Number of Company shares held: **0**
Number of Company stock options held: **0**

Principal role outside of the Company:

Chief Financial Officer of Institut Mérieux (1)(since 2020)

Management experience and expertise:

Chief Financial Officer EMEA of bioMérieux (2014-2020) preceded by several management control positions

PWC 1993-2002 in financial audit

Higher Diploma of Accounting and Finance

Other offices held:

Member of the Board of Directors of Financière de Tubize (listed Belgian financial holding company) (ends 2028)

Member of the Board of Directors of GeNeuro (Swiss Biotech listed in France)

Offices expired during the last five fiscal years:

None

MR. MICHEL BAGUENAULT DE PUCHESSE

Director since May 15, 2024
Member of the Compensation Committee

Age: **55**
Term expires: **2026**
Number of Company shares held: **450**
Number of Company subscription options held: **0**

Principal role outside of the Company:

Chief Financial Officer of Institut Mérieux (1) (since 2020)

Management experience and expertise:

Deputy Chief Executive Officer of Institut Mérieux (2009 - 2011) Director of Human Resources and Communications at bioMérieux (2011 - 2016)
General Secretary of bioMérieux, Head of Human Resources, Communication, Audit, Risks & Compliance and Protocol (2016 - 2020).
Graduate of EM Lyon Business School, Holder of a Master's degree in Business Law from Lyon 3 University

Other offices held:

Director of the Fondation Christophe & Rodolphe Mérieux (1)
Chairman and Director of IM US Holding (USA) (1)
Permanent representative of IM - SAS Mérieux Développement (1)
Director, Mérieux Equity Partners (1)
Director, Mérieux NutriSciences (1)
Permanent representative, IM - Mérieux Université SNC (1)
Director, CIC Lyonnaise de Banque
Director, SA Descours & Cabaud
Director, Fondation Solidarité by Crédit Agricole Centre-Est
Member, Supervisory Board of Unibel (2)
Director, Mutuelles AXA
Director, Siparex Associés SA/Sigef

Offices expired during the last five fiscal years:

Non-Executive Chairman of Merieux Equity Partners (expired on 9/13/2024)

(1) Institut Mérieux group company.

(2) Listed company.

3.3.3 Changes in the terms of office and duties of corporate officers

Changes in 2024

The Company's Annual General Meeting was held on May 15, 2024, during which shareholders approved the appointment of Mr. Michel Baguenault de Puchesse as Director for a period of three (3) years, i.e. until the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2026, taking the Company's Board of Directors to ten (10) members.

For a short period (May 2022 to May 2023), the functions of Chairman of the Board of Directors and Chief Executive Officer were separated in order to entrust the Chairmanship of the Board to an independent director, Mr. Alessandro Riva. Mr. Hedi Ben Brahim held the position of Chief Executive Officer. The separation of duties made it possible to strengthen the control of independent directors and mobilize complementary skills at the top of the Company.

In 2023, the Board of Directors decided to combine these functions and appointed Mr. Alessandro Riva Chairman of the Board of Directors in charge of General Management (Chairman and Chief Executive Officer of Transgene). Mr. Riva has an excellent knowledge of the pharmaceutical and biotechnology industry, which has led to the approval of innovative cancer treatments in the United States and Europe. He will work closely with Transgene's Board of Directors and the entire organization to optimize the potential of the Company's product portfolio for the benefit of patients with solid tumors.

Change in 2025

The terms of office of Mr. Alessandro Riva Jean-Luc Bélingrad, Mr. Jean-Yves Blay expires at the terms of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2024, the renewal of their term of office will be proposed to the Ordinary Shareholders' Meeting of May 15, 2025, three (3) years, i.e. until the end of the Ordinary General Meeting called to approve the 2027 financial statements.

If the Meeting approves these reappointments, the Board would be composed of 10 members. The balance in terms of independence and diversity would be compliant with the applicable regulations, namely: four independent directors out of ten, i.e. 40%, and four women out of ten, i.e. a parity of 40%.

3.4 ORGANIZATION AND FUNCTIONING OF THE BOARD OF DIRECTORS

3.4.1 General information on the meetings of the Board of Directors and its Committees in 2024

The Board of Directors met five times in 2024. At each of these meetings, the Board was informed in detail of the Company's situation in terms of the development of its business, the progress of its research projects, clinical programs and its financial position. In addition to performing its legal duties to approve the annual and interim financial statements and to arrange and convene General Shareholders' Meetings, the Board discussed the Company's strategic issues. The Board regularly speaks with the specialist committees and deliberates on recommendations they make.

Attendance

The preparation and holding of the meetings of the Board of Directors and its Committees require a significant commitment and investment from the directors. In 2024, the attendance rate at Board meetings was on average 96%. The breakdown of the compensation awarded to the independent directors, determined according to the attendance of each of them at the meetings of the Board and the various Committees, is detailed in Section 3.8.2 "Compensation for the year 2024 — amount of compensation of corporate officers" of this document.

Executive session

At least two executive sessions (a meeting without the attendance of the Chief Executive Officer or another member of the Executive Committee) per year are proposed to directors.

INDIVIDUAL ATTENDANCE BY DIRECTORS IN 2024 AT BOARD MEETINGS

Members	Attendance
Mr. Alessandro Riva	100%
Mr. Philippe Archinard	100%
Mr. Jean-Luc Bélingard	90%
TSGH represented by Ms. Sandrine Flory	90%
Mr. Michel Baguenault de Puchesse (from May 2024) (1)	90%
Mr. Jean-Yves Blay	90%
Mr. Benoît Habert	100%
Ms. Marie-Yvonne Landel	100%
Ms. Maya Saïd	100%
Ms. Carol Stuckley	100%
2024 average	**96%**

(1) Mr. Michel Baguenault de Puchesse's attendance rate does not take into account meetings prior to his appointment.

Assessment of the Board's functioning and organization

The Company also complies with recommendation R13 of the MiddleNext Code dealing with the yearly assessment by Board members of the Board's operations and preparation of its work.

The assessment was carried out using an electronic questionnaire.

In 2024, the directors were asked to re-examine the main governance issues, in particular: the organization, composition and functioning of the Board, the procedure for assessing current agreements, the analysis of the independence of directors and potential conflicts of interest.

The directors expressed their views more specifically on the quality and relevance of the information provided to them, on the Board's agendas and gave their point of view on the Board's engagement in defining Transgene's strategy.

In accordance with recommendation R22 of the MiddleNext Code, the Board of Directors also reviewed the points of vigilance in accordance with the MiddleNext Code.

They made suggestions for improvements and made proposals on strategic topics that they would like to pursue in 2025.

The summary of the responses, prepared by the Secretary of the Board, gave rise to an initial report at the Board of Directors' meeting of March 27, 2025.

3.4.2 Work of the Board of Directors

The directors control the economic and financial management of the Company and contribute to the definition of its strategy, taking into account social and environmental issues. They examine and approve the main lines of action adopted by the General Management, which implements them. In this context, the Board of Directors is constantly looking for an operating method that, while strictly complying with the law, ensures the conditions for good Corporate Governance.

The Board of Directors is assisted by five committees. Details of the activities of these committees are provided in Section 3.4.3.

3.4.3 Work of the Committees of the Board of Directors

The Board's discussions and decisions are facilitated by the work of its Review Committees, which report back to it after each of their meetings. The duties of each Committee are detailed in the Board of Directors' rules of procedure. The Committees of the Board of Directors act strictly within the framework of the missions given to them by the Board. They actively prepare its work and make proposals, but have no decision-making power.

All Directors who are members of a Committee participate in Committee meetings with complete freedom of judgment and in the interests of all shareholders. In 2024, the Committees were again tasked by the Board with preparing its deliberations. The composition of these Committees, their duties and their work in 2024 are detailed below.

Audit Committee

Composition	Independence	Number of meetings in 2024	Attendance	Date of appointment to the Committee
Ms. Marie-Yvonne Landel (Chairwoman)	•	5	100%	2017
Mr. Benoît Habert		5	100%	2000
TSGH represented by Ms. Sandrine Flory		5	100%	2002
Ms. Carol Stuckley	•	5	100%	2023

The committee members have financial accounting expertise on account of their training or experience. In addition, Mr. Benoît Habert, Ms. Marie-Yvonne Landel, Ms. Carol Stuckley and Ms. Sandrine Flory are deemed to be financial experts within the meaning of Article L. 823-19 of the French Commercial Code.

The expertise of the members of the Audit Committee comes from both their academic background and their professional experience, as reflected in their biographies (see Section 5.3.2 "List of corporate offices and positions held").

The work of the Audit Committee is governed by a charter that is reviewed and adapted as necessary to changes in Corporate Governance best practices. In 2024, the Committee regularly reported on its work and recommendations to the Board of Directors after each of its meetings.

The Chief Financial Officer is invited to each meeting to present the Company's financial data and answer questions from the committee. The Statutory Auditors attend all committee meetings.

Missions	Principal activities in 2024
● The committee is responsible for preparing the work of the Board of Directors on financial and accounting issues and advising it, in particular, regarding financial statements, their audit, internal control and their compliance with accounting standards. ● It monitors the independence of the Statutory Auditors and, more generally, ensures that the choices, renewal methods and fees for the Statutory Auditors are monitored, along with the completion of their mission. ● It approves the internal audit and monitors its progress. ● It monitors the cash investment policy and the terms and conditions for certain investments. ● At least once a year, it conducts an overall review of the main risks to which Transgene may be exposed, in particular, risks related to financing, partners, regulatory compliance and cybersecurity.	● Review of the corporate and consolidated financial statements for fiscal year 2023. ● Review of the consolidated financial statements of the first half of 2024. ● Monitoring of the 2024 budget. ● Review of the 2025 budget. ● Review of the composition of the finance department, ● Review of subsidiaries. ● Review of the liquidity program. ● Determination of the Statutory Auditors' fees. ● Initial review of the Statutory Auditors' services other than statutory audits. In 2024, with the exception of a few consultations initially authorized by the Audit Committee (see Note 28, Section 5.3.2, of the Statutory financial statements), the Company did not assign any tasks to the Statutory Auditors other than the declarations stipulated in the French Commercial Code. ● Initial review of the financial press releases. ● Review of the parts of the Report on Corporate Governance in the 2023 Universal Registration Document containing the accounting or financial developments and the draft resolutions to be presented to shareholders in relation to the financial statements or financing. ● Definition of the cash management and performance monitoring policy. ● Review of financial risks and hedging policy. ● Review of the Company's financing strategy and preparation for the capital increase. ● Draft related-party agreements, and annual review of the Charter on Related-Party and Current Agreements. ● Review of the Company's risk mapping as well as the deployment of compliance policies (GDPR, Cybersecurity, Sapin). ● Review of the Sapin pillar internal audit report. ● Self-evaluation of Committee effectiveness and review of its charter.

Transgene does not entrust any assignments other than statutory audits to its Statutory Auditors with the exception of a few consultations previously approved by the Audit Committee (see Note 28, Section 5.3.2, to the Statutory Financial Statements); the Audit Committee has received assurance from the Finance Department that the latter has submitted all requests for services other than the certification of financial statements to it.

Compensation Committee

Composition	Independence	Number of meetings in 2024	Attendance	Date of appointment to the Committee
Ms. Maya Saïd (Chairwoman)	•	4	100%	2017
Mr. Michel Baguenault de Puchesse (from May 2024) (1)		3	100%	2024
Mr. Benoît Habert		4	100%	2001
Ms. Carol Stuckley	•	4	100%	2023

(1) Mr. Baguenault de Puchesse's attendance rate does not cover meetings held prior to his appointment.

The work of the Compensation Committee is governed by a charter that is reviewed and adapted as necessary to changes in Corporate Governance best practices. In 2024, the Committee regularly reported on its work and recommendations to the Board of Directors after each of its meetings.

Missions

- The Committee reviews the proposed compensation (salary and bonuses, proposed free share allocations) for the Company's senior managers and key people.
- It also reviews the overall compensation policy implemented by the Company with respect to share-based compensation plans for employees and in respect of the structure and amounts of compensations of all kinds allocated to the corporate officers.
- The Committee also reviews the Company's collective objectives and their weighting in setting annual employee bonuses, and monitors their achievement. These elements are then the subject of recommendations to the Board, for approval by the latter.
- The Committee meets and deliberates, potentially via conference call, as many times as is necessary and met four times in 2024.
- The Committee also examines the corporate governance policy.

Principal activities in 2024

- Review of the compensation paid to the Board of Directors, executives and the Executive Committee during the fiscal years 2023 and 2024.
- Review of the Company's overall compensation policy, including annual bonuses and in particular the setting of collective objectives and their weighting.
- Reviews the independence criteria for directors.
- Discussion on the composition of the Board of Directors and in particular the review of candidate directors.
- The Compensation Committee also reviewed the equity and gender-equality indices for the fiscal years 2018 to 2023.
- The Compensation Committee reviewed the sections of the Corporate Governance report and the 2023 Universal Registration Document containing developments on compensation and draft resolutions to be presented to shareholders in connection with compensation at the Annual General Meeting of May 15, 2024.
- The Compensation Committee discussed the compensation conditions for the Chairman and Chief Executive Officer, Mr. Alessandro Riva, and made recommendations.
- The Committee also recommended changes to the Internal Rules and the compensation policy for corporate officers submitted to the General Shareholders' Meeting.
- Evaluation of the functioning of the Board, of the Committee effectiveness and of its Charter.

Strategy Committee

Composition	Independence	Number of meetings in 2024	Attendance	Date of appointment to the Committee
Mr. Philippe Archinard		4	100%	2018
Mr. Jean-Luc Bélingard (Chairman)		4	100%	2018
Mr. Alessandro Riva		4	100%	2022
Ms. Maya Saïd	•	4	100%	2018

Missions	Principal activities in 2024
● The Strategy Committee meets from time to time to discuss issues assigned by the Chief Executive Officer.	● In 2024, the Committee's work notably concerned external growth opportunities, partnership opportunities and strategic reviews.

The Clinical Development Committee

Composition	Independence	Number of meetings in 2024	Attendance	Date of appointment to the Committee
Mr. Jean-Yves Blay (Chairman)	•	4	100%	2022
Mr. Jean-Luc Bélingard		4	100%	2019
Mr. Philippe Archinard		4	100%	2019
Mr. Alessandro Riva		4	100%	2022
Ms. Maya Saïd	•	4	100%	2019

Missions	Principal activities in 2024
● The Clinical Development Committee meets four times per year, before each recurring Board session, to mobilize specialist expertise in order to prepare the debates and formulate recommendations on the clinical-development issues submitted to the Board.	● Prepare the main regular meetings of the Board of Directors to support the decision-making relating to investments in research and development, in line with the strategy defined by the Board. ● Evaluate clinical and translational results. ● Formulate opinions for the Board on the review of the protocols of the various ongoing clinical trials. ● Advise the Board on studies under preparation.

The Environmental Social and Governance (ESG) Committee

Composition	Independence	Number of meetings in 2024	Attendance	Date of appointment to the Committee
Ms. Sandrine Flory (TSGH representative)		4	100%	2022
Mr. Alessandro Riva		4	100%	2023
Ms. Marie-Yvonne Landel	•	4	100%	2022

Composed of three directors, one of whom is independent, the Environmental Social and Governance Committee was established by a decision of December 15, 2021, in accordance with recommendation R8 of the MiddleNext Code.

The Committee is assisted by the members of the Transgene ESG working group to monitor the ESG action plan. The working group is responsible for submitting proposals for action plans and ESG indicators, which will be discussed by the Committee.

The ESG Committee met four times in 2024. This Committee is chaired by Ms. Sandrine Flory, the representative of TSGH, who serves as lead director for the Board of Directors.

Since March 16, 2022, the ESG Committee has had a charter approved by the Board of Directors and published on the Company's website.

Missions	Principal activities in 2024
• The ESG Committee is responsible for preparing discussions for the Board on issues relating to the Company's social and environmental responsibility and for making recommendations to the Board of Directors in this area.	• Review/monitoring of the main ESG performance indicators. • Review/monitoring of the Scope 3 Carbon footprint. • Review of the gender equality policy. • Review of the intra-group organization of ESG monitoring. • Review of the 2023 ESG report. • Review of the action plan for 2024 and 2025, including the training plan for members of the Board of Directors. • Review of the dual materiality matrix and the action plan to be deployed to enable the Company to contribute to the Group Sustainability Report. • Review of ESG activities implemented within the Company and setting of ESG priorities. • Setting of the CSRD implementation plan by the Company. • Review of the structure of Chapter 4 of the Universal Registration Document. • Review and validation of the corporate ESG objective. • Review of risk mapping (ESG aspects). • Discussion on ESG training for directors.

3.5 RELATED-PARTY AGREEMENTS

3.5.1 Description of the procedure to identify related-party agreements

In accordance with Articles L. 225-37-4 and L. 22-10-12 of the French Commercial Code, on September 18, 2019, the Board of Directors approved an internal Charter, last reviewed on December 15, 2024, on the procedure to identify related-party and current agreements (the "Charter").

This Charter formalizes the identification procedure for related-party agreements that applies prior to the signature of an agreement that may be qualified as a related-party agreement, and also to any amendments, renewals or cancellations of agreements, including for agreements considered to be "free" (or "current and signed under normal conditions") at the time of their signature.

Pursuant to the Charter, in addition to the direct or indirect declaration required by law, the Board entrusts the Company's legal department with ensuring that any draft agreements that may be qualified as related-party agreements or free agreements are identified.

Moreover, the Board entrusts disinterested members of the Audit Committee with analyzing the draft related-party agreements submitted to the Board for prior approval and with making recommendations in relation thereto. Only disinterested members, both directly and indirectly, to the related-party agreements submitted for prior approval take part in the Board's discussions and vote. The Audit Committee is also tasked with reviewing the agreements qualified as current and signed under normal conditions and the criteria used for their qualification at least once a year.

The Charter on related-party agreements and commitments can be found on the Company's website.

3.5.2 Agreements and commitments authorized and signed during the past fiscal year

- Agreement signed on July 2, 2024 between TSGH and Transgene to provide financial and human resources consulting services for a total amount of €170,000;
- Amendment to the Current Account Advance Agreement of September 20, 2023 (hereinafter referred to as the "Agreement") signed on March 27, 2024, bringing the current account advance covered by the Agreement to the sum of sixty-six million euros (€66,000,000);
- Receivable netting agreement signed on July 30, 2024, between TSGH and Transgene with the purpose of setting out the terms and conditions of TSGH's subscription to the capital increase of Transgene by the netting of receivables for a total amount of thirty-two million, nine hundred and ninety-nine thousand, nine hundred and ninety-nine euros and fifty-six cents (€32,999,999.56).

3.5.3 Agreements and commitments authorized and signed in prior fiscal years whose implementation continued during the past fiscal year

The following agreements and commitments previously approved by the General Shareholders' Meeting pursuant to Article L. 225-38 of the French Commercial Code continued during fiscal year 2024:

- Current account advance agreement whose purpose is to define the conditions under which TSGH agrees to make available to Transgene, in the form of current account advances, a maximum of €66 million. In the current market context, TSGH wishes to support your company in order to enable it to continue its studies on the most promising products in its portfolio.

- Mobility agreement for the employees of the signatory companies and settling between them **issues relating in particular to seniority and the management of a possible termination of the employment contract concluded between Institut Mérieux, bioMérieux SA, Mérieux NutriSciences Corporation, Transgene, ABL Inc., Mérieux Développement, SGH SAS and EKNO** (entities controlled by Institut Mérieux). This agreement enables Transgene to offer development prospects to its employees beyond its own scope, and to establish fair rules for internal mobility in advance;

- Service agreement between Transgene and Institut Mérieux, as amended in 2020. This agreement allows Transgene to benefit from central services at an attractive price and conditions, the acquisition of which would be impracticable due to the size of the company;

- Agreement concerning the restructuring of ElsaLys Biotech's debt, signed on April 9, 2020, as part of the project to sell 100% of the share capital of ElsaLys Biotech to the Italian group Médiolanum.

Due to the sale by the Institut Mérieux group to Oxford Biomedica of its stake in ABL Europe, on January 19, 2024, the Board of Directors of Transgene, acting on the recommendation of the Audit Committee, reclassified the related-party agreements and current agreements entered into between the Company and ABL Europe as ordinary agreements. As a result, the agreements previously entered into with this company are no longer reported as related-party agreements.

The related-party agreements are detailed in the Statutory Auditors' Special Report in Chapter 6 (see Section 6.7).

3.5.4 Agreements authorized and concluded since the end of the fiscal year

- Amendment No. 2 to the Current account advance agreement between Transgene and TSGH entered into on September 20, 2023, signed on March 27, 2025, bringing the current account advance covered by the Agreement to the total of forty-eight million euros (€48,000,000).

3.6 COMPENSATION

3.6.1 Compensation of Executive Corporate Officers

The position of the Executive corporate officers is subject to specific regulations which are presented below in Sections 3.8.1 (compensation policy applicable in 2025) and 3.8.2 (compensation for 2024).

As Chairman and Chief Executive Officer, Mr. Alessandro Riva does not have an employment contract with the Company. He receives fixed annual compensation with a variable portion for his corporate office with the Company.

The Responsible Pharmacist, appointed Deputy CEO in application of the provisions of the French Public Health Code, holds an employment contract as Vice-President of Pharmaceutical Operations. The Board considers that the maintaining of this employment contract is justified in this particular case, given that the Responsible Pharmacist's corporate office is a regulatory obligation for a pharmaceutical establishment such as Transgene. The Responsible Pharmacist receives a salary under his employment contract. Any changes are based entirely on the achievement of individual and collective objectives.

The salary and bonuses paid to the members of the Executive Committee, including those of the Deputy CEO, are determined based on a proposal from the Chief Executive Officer and submitted for review to the Compensation Committee, which also approves proposals for deferred compensation in the form of share or subscription-option allocations. The Company has not granted departure benefits in the event of the termination of his functions to the Chairman and Chief Executive Officer. The Deputy CEO does not receive benefits in the event of the termination of his corporate office. However, under his employment contract, the national pharmaceutical industry collective bargaining agreement provides for an indemnity calculated based on seniority and without performance conditions in certain cases.

Executive corporate officers are also eligible for share-based compensation plans offered periodically by the Company.

3.6.2 Directors' compensation (formerly Directors' Attendance Fees)

Only independent directors receive compensation. This consist of a yearly fixed fee of €4,000 to which is added an amount related to the director's actual attendance at Board meetings of €3,000 per meeting (in accordance with recommendation R12 of the MiddleNext Code). Additional compensation of independent members of the special committees is €2,000 per committee meeting. These variable amounts are doubled for the physical participation of independent directors residing outside Europe. No other form of compensation, including deferred compensation, such as warrants or stock options, was paid by the Company to non-executive corporate officers. The maximum amount that can be allocated to all directors (excluding the Chairman or Chief Executive Officer) in a calendar year is capped at €300,000 following a decision by the General Shareholders' Meeting in 2022.

The gross amount of directors' fees paid over the last two fiscal years to directors in office is shown in Section 3.8.3 of the Company's Universal Registration Document. As the scale has not changed since March 2017, the differences are attributable to the number of meetings of the Board and its committees as well as each director's attendance.

3.7 ADDITIONAL INFORMATION

3.7.1 Limits on the powers of the Chief Executive Officer

No special limits have been set on the powers of the Chairman and Chief Executive Officer, with the exception of the following points that require the Chief Executive Officer to refer the following matters to the Board:

- the strategic plan of the Company and its subsidiaries;
- the annual budget and, on a quarterly basis, its implementation and, if necessary, significant revision.

3.7.2 Participation by shareholders in the General Meeting

The Company has not established any special rules as to shareholder participation in General Meetings; its articles of association refer in 2024 to the provisions of law in the French Commercial Code (see paragraph 6.3.5). In accordance with the recommendations of the French Financial Markets Authority (Autorité des Marchés Financiers), the meeting was transmitted online.

3.7.3 Information relating to the capital structure and elements that may influence a public offering

This information is presented and discussed in the Board's management report and in Chapter 6 of the Company's Universal Registration Document.

3.7.4 Climate change

The Company has not identified any material financial risks related to climate change. The short and medium-term low-carbon strategy is focused on reducing energy consumption at its Illkirch site. See Chapter 4.8 for more detailed information on Transgene and the environment.

3.8 REPORT ON CORPORATE GOVERNANCE - SAY ON PAY

3.8.1 Compensation for 2025 – Compensation policy – Principles and criteria for determining the compensation of corporate officers

Pursuant to Ruling No. 2019-1234 of November 27, 2019, on the compensation of corporate officers of listed companies and decree No. 2019-1235 of November 27, 2019, transposing Directive (EU) 2017/828 of May 17, 2017, amending Directive 2007/36/EC for the purpose of promoting the long-term commitment of shareholders (the "Say on Pay" Rules), this Section 3.8.1 constitutes a report to shareholders, presenting the policy on the principles and criteria for setting, distributing and allocating the fixed, variable and exceptional items that comprise the total compensation and benefits of any kind of Transgene's corporate officers. It was prepared by the Board of Directors of March 27, 2025, upon proposal by the Compensation Committee. This policy will be submitted to the General Meeting of May 15, 2025, for all corporate officers.

This report includes the data required by Article L. 22-10-8 of the French Commercial Code, as well as additional details considered relevant by the Board of Directors to provide a comprehensive overview of executive compensation. It is appended to the report provided for in Articles L. 225-100 and L. 225-102, which sets out the performance and activity of Transgene.

3.8.1.1. Compensation policy

Persons concerned by the compensation policy

This report concerns the corporate officers of the Company, i.e. (i) the Chairman and Chief Executive Officer, (ii) the Deputy CEO and (iii) the directors

Information on corporate offices

The Company's articles of association provide that the term of a director may be set at between one and four years at the time of appointment, with three years being the default term. The terms of all of the current directorships are also three years, including those of the Chairman of the Board of Directors and the Chief Executive Officer.

The Deputy CEO's corporate office and his employment contract are for an indefinite period.

All corporate mandates can be terminated ad nutum by the Company's shareholders, and by the Board of Directors in the case of the Chairman and Chief Executive Officer and the Deputy CEO. The employment contract of Mr. Christophe Ancel may be terminated by the Chairman and Chief Executive Officer under the conditions of the pharmaceutical industry collective bargaining agreement, which provides for four months' notice.

General information on the compensation policy

This report contains the data required by Article L. 22-10-8 of the French Commercial Code, as well as additional information considered relevant by the Board of Directors for an in-depth understanding of executive compensation.

The implementation of the compensation policy for corporate officers (Chairman and Chief Executive Officer, Deputy CEO and Directors) for 2025 described below is subject to the adoption of four resolutions concerning the overall compensation policy at the General Meeting.

Method

To establish the compensation policy for corporate officers, the Compensation Committee analyzes the compensation in its totality, taking all of the components into account. On the recommendation of this committee, based on the general principles described below, the Board of Directors approved the compensation policy for its executive corporate officers, while ensuring for the Chairman and Chief Executive Officer and the Deputy CEO that the rules to determine this compensation are coherent with the annual assessment of the individual performance which it compares to Transgene's performance.

Periodic reviews are made on the same basis, depending on feedback and the observation of practices in other comparable companies. These reviews also take into account the change in compensation conditions for Transgene's employees, and notably, although not a determining factor, the increases granted as part of the mandatory annual negotiations.

These performance conditions are based partly on collective targets and partly on individual targets. Once approved by the Board and by the General Shareholders' Meeting, the implementation of the policy is monitored by the Compensation Committee, which reports at least annually to the Board and formulates recommendations on the decisions that the Board makes.

After the assessment period applicable to a performance condition, the Compensation Committee assesses the level of achievement and formulates a recommendation to the Board. The Compensation Committee or the Board may consult the Chairman and Chief Executive Officer during the formulation and periodic review of the compensation policy.

In order to avoid any conflict of interest, the Chairman and Chief Executive Officer does not take part in decisions concerning him.

To assess Transgene's policy compared to practices in other companies, the committee may use market studies or external experts.

The Compensation Committee also plays a central role in determining directors 'compensation. It recommends allocation guidelines to the Board of Directors, oversees their application and may advise the Board to propose a revised budget to the Shareholders' Meeting if necessary.

General principles

The Chairman and Chief Executive Officer does not hold an employment contract. Mr. Alessandro Riva has never been an employee of Transgene or of one of its subsidiaries. Before his appointment as Chairman and Chief Executive Officer, Mr. Riva was Chairman of the Board of Directors

Before his appointment as Deputy CEO, Mr. Christophe Ancel was an employee of Transgene. His employment contract has remained in force since his appointment. The Board considers that the maintaining of this employment contract is justified in this particular case, given that the Responsible Pharmacist's corporate office is a regulatory obligation in France for a pharmaceutical establishment.

For the Chairman and Chief Executive Officer, the Board of Directors approved the following general principles that form the basis for determining the compensation and benefits:

- incentive to pursue the Company's core interests;
- compliance with the MiddleNext Code recommendations;
- no termination of function indemnity;
- no non-compete indemnity in the event of departure;
- no supplementary defined benefit pension plan;
- no compensation allocated for the directorship;
- taking into account the level and difficulty of the responsibilities of the executive corporate officer;
- taking into account his experience and length of service in the Company;
- taking into account the practices in companies exercising comparable activities;
- a motivating and balanced compensation structure broken down as follows:
  - fixed compensation,
  - annual variable compensation based on collective and individual, financial and non-financial objectives,
  - no deferred annual variable compensation,
  - no multi-year variable compensation,
  - taking into account possible allocations of options or free shares by Transgene,
  - taking into account social benefits,
  - benefits in kind (housing in Strasbourg),
  - no additional compensation paid by a Transgene subsidiary.

For the Deputy CEO, an executive corporate officer due to their regulatory status as Responsible Pharmacist of Transgene, the Board of Directors decided to follow the same compensation and benefits structure as that applied to Transgene's Executive Committee. This results in:

- incentive to pursue the Company's core interests;
- compliance with the MiddleNext Code recommendations;
- no compensation for the termination of the corporate office, but maintained rights related to the employment contract (including an indemnity based on the length of service with no performance condition);
- no non-compete indemnity in the event of departure;
- no additional supplementary pension plan;
- taking into account his experience and seniority in the Company and the Institut Mérieux group;
- taking into account the practices in companies exercising comparable activities;
- a motivating and balanced compensation structure broken down as follows:
  - fixed compensation,
  - a fixed service bonus paid to cover pharmaceutical responsibility,
  - annual variable compensation based on collective and individual, financial and non-financial objectives,
  - no deferred annual variable compensation,
  - no multi-year variable compensation,
  - taking into account possible allocations of options or free shares by Transgene,
  - taking into account social benefits,
  - benefit in kind (company car),
  - no additional compensation paid by a Transgene subsidiary.

The Board is of the opinion that the procedures for setting the compensation of the corporate officers comply with the principles defined in recommendations R16 and R21 of the MiddleNext Corporate Governance Code.

Concerning free shares, the Board decided to subject a portion only of the delivery of the free shares awarded to the corporate officers to performance conditions. The analysis by the Compensation Committee, followed by the Board, concluded in fact that the application of this rule to all the Company's free share allocations was inadequate. Indeed, changes, in the absence of recurring revenues generated by its activity, remain subject to a high technological risk, the contingency of which is already taken into account by the vesting and holding period of the shares, the volatility as to their value, and also the condition of presence.

The multi-year vesting and lock-up periods after the allocation is a medium-term horizon and, in itself, sufficient to provide an incentive for long-term collective performance, and is reinforced for the Chairman and Chief Executive Officer, who has an obligation to retain 10% of the allocation until the end of his duties. The performance assessment period varies according to the allocation from one to three years.

For the directors, the Board of Directors approved the following general principles on which directors' compensation is based:

- compliance with the MiddleNext Code recommendations;
- no overruns of the annual collective budget authorized in the General Meeting;
- no compensation allocated to non-independent directors;
- allocation primarily based on attendance;
- supplement for directors traveling from other continents;
- possibility of special missions as provided for by law;
- no exceptional compensation or share-based compensation; and
- no additional supplementary pension plan.

The Board of Directors considers that the general principles enable the alignment of the compensation policy with the Company's fundamental interests.

Fundamental interest	Chairman and Chief Executive Officer	Deputy CEO	Directors
Respect for corporate interests	Sufficient to attract/retain a qualified candidate Not excessive; performance conditions	Sufficient to attract/retain a qualified candidate Not excessive; performance conditions	Sufficient to attract/retain a qualified candidate Not excessive; no compensation required for non-independents
Contribution to Transgene's strategy	Variable compensation conditional on achievement of results and free share grants partly subject to achievement of results and for which the value, in any case, depends on Transgene's performance	Variable compensation conditional on achievement of results and free share grants partly subject to achievement of results and for which the value, in any case, depends on Transgene's performance	Helps attract relevant skills and coordinate specialist committees
Contribution to Transgene's long-term success	Sufficient to attract/retain a qualified candidate	Sufficient to attract/retain a qualified candidate	Sufficient to attract/retain a qualified candidate

The Board listens to the opinions expressed by shareholders on the issue of compensation.

Substantial amendments compared to the previous policy

Since the last ex-ante compensation policy adopted by the shareholders at the General Meeting of May 5, 2023, there has been no substantial change.

In the event of a change in individuals

Once approved by the shareholders, the policy is expected to be applied to the Company's current corporate officers, including in the event that the term of office of these individuals is renewed during the fiscal year. In the event of a change in individuals or the addition of new mandates during the year, the following rules shall be applied:

- **new directors:** the scale described in this policy shall be applied to the new director(s) without amendments and within the limits of the total annual budget authorized by shareholders;
- **new Chairman and Chief Executive Officer:** the current conditions shall be the maximum applied except in the event of the adoption of a new ex ante policy by the shareholders. However, the allocation of share-based compensation and a golden hello in cash may be granted to compensate for the individual's abandonment of elements of compensation and benefits attached to his/her previous position to join Transgene. The cumulative value of such share-based compensation and such a golden hello allocated in this case, in addition to the other conditions imposed by law, shall be limited to the equivalent of one

year's compensation. 100% of shares definitively vested following a golden hello allocation must be kept until the end of Transgene's corporate office. In the event of internal recruitment, the combination of an employment contract and corporate office may be authorized by the Board of Directors if the value ceilings are complied with;

- **in the event of the separation of the duties of the Chairman and Chief Executive Officer**, currently combined, the current conditions applicable to the Chairman and Chief Executive Officer would remain valid for the position of the Chief Executive Officer and the remuneration of the separate Chairman would consist of an annual fixed amount not exceeding €100,000 thousand and share-based compensation, at least half of which would be subject to performance conditions and the quantity of which would not exceed the number of shares or options allocated to a member of the Executive Committee for the same period;

- **new Deputy CEO:** if a new Deputy CEO is appointed, notably as the Responsible Pharmacist, and if this person combines an employment contract with the corporate office, the compensation shall be the one provided by the employment contract and that granted to the office's current holder. In all other cases, the current conditions shall be the maximum applied before the adoption of a new ex ante policy by the shareholders. Share-based compensation and a golden hello may also be authorized under the same conditions as those described for the Chairman and Chief Executive Officer.

Exemptions

The Board of Directors reserves the right to temporarily derogate from this policy in exceptional circumstances, but only after a majority of directors, in which takes part a majority of independent directors, determines that this exemption from the compensation policy is necessary to serve the interests and long-term success of the whole Company or to guarantee its viability. The Board of Directors' exemptions and grounds shall be published on the Company's website without waiting for the publication of the following year's report on Corporate Governance. The exceptional conditions justifying a temporary exemption may include, for example, the impossibility of recruiting a new qualified corporate officer with the resources provided by the current policy, or the need to retain key individuals in the event of a possible takeover or restructuring.

3.8.1.2 Criteria and methods retained by the Board of Directors to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of any kind for the Chairman and Chief Executive Officer (Mr. Alessandro Riva) for the 2025 fiscal year

1. Fixed compensation

Fixed compensation, paid in twelve monthly installments, reviewed and adjusted annually by the Board of Directors on the recommendation of the Compensation Committee, taking into account, in particular, the best practices in the Company's industry. It is proposed that this fixed compensation be set at €600,000 thousand (gross) for the 2025 fiscal year. This annual amount is unchanged from the annual amount approved for 2024.

2. Annual variable compensation

A target variable portion of 40% of fixed compensation rising to a maximum of 80% in the event of exceptional outperformance. The target variable compensation is determined according to the level of achievement of the collective objectives (weighting: 80%) and individual criteria (weighting: 20 %), as noted by the Board of Directors on the advice of the Compensation Committee. These targets are both quantitative and qualitative, based on the achievement of the Company's strategic objectives.

The Company's collective objectives for 2025: The Board of Directors has set the performance criteria applicable to all employees as follows:

- create value by delivering clinical results on time and on budget (weighting: 30%);
- transform production to achieve our ambitions in personalized vaccines on time and on budget (weighting: 25%);
- design the products of the future on time and on budget (weighting: 15%);
- attract the financial resources and partners required to achieve the ambitions (weighting: 25%);
- ESG 2025: definition of the action plan for the deployment of Transgene's decarbonization strategy (2030 carbon trajectory) (weighting: 5%).

The individual objective for 2025: the Board of Directors has set as an individual performance criterion for the Chairman and Chief Executive Officer:

- "attract the financial resources and partnerships required to achieve the Company's ambitions" by reinforcing the collective objective of the same name (weighting 20%).

At the Board's discretion, an outperformance of one criterion could compensate for a partial achievement of another criterion, without the overall assessment exceeding 100%. In the event of exceptional circumstances, the Board of Directors, after consulting the Compensation Committee, reserves the right to propose an exceptional bonus, not exceeding 40% of the fixed portion, paid during the fiscal year following the one for which the performance was recorded.

It is noted that these objectives are partly financial in nature and partly non-financial in nature, but always aligned with the corporate interest. They are expected to change from year to year according to the Board of Directors' assessment of the priority actions to achieve the Company's medium- and long-term objectives. The Board's practice is to set the same collective targets for all employees in order to align the Company on a shared course.

Pursuant to Article L. 22-10-8 of the French Commercial Code, the payment of the annual or exceptional variable compensation is subject to approval by an Ordinary General Meeting of the items of compensation of the Chief Executive Officer under the conditions stipulated in Article L. 22-10-34 of the French Commercial Code. Once paid, the compensation is not subject to a restitution obligation.

3. Total annual cash compensation

The resulting cash compensation (excluding any exceptional bonus) may reach a target total of €840,000 in respect of the 2025 fiscal year, of which 71.4% fixed and 28.6% variable, unchanged from 2024.

4. Payments in kind

Company housing is authorized to the Chairman and Chief Executive Officer. The value for 2025 is estimated at approximately €14,000.

5. Allocation of shares

Share-based compensation aims to increase the portion of "risky" compensation due to performance conditions and the connection to the share price.

The share allocations granted to the Chairman and Chief Executive Officer may not exceed one third of the total share allocations decided by the Board in the same fiscal year. Apart from specific allocations, the Chairman and Chief Executive Officer's target annual allocation is the number of shares corresponding in value to his gross annual fixed compensation. The allocations will be subject to a presence condition and at least in part subject to criteria-based performance conditions. The minimum vesting and lock-up periods are those provided for by law, and at least 10% of the shares definitively vested must be retained until the end of a corporate mandate at Transgene.

A new allocation will be proposed for the 2025 fiscal year.

3.8.1.3 Criteria and methods selected by the Board of Directors to determine, distribute and allocate the fixed, variable and exceptional items that comprise the total compensation and benefits in kind for the Deputy CEO (Mr. Christophe Ancel) for the 2025 fiscal year

1. Fixed compensation

Fixed compensation, paid in twelve monthly installments, reviewed and adjusted annually by the Board of Directors on the recommendation of the Compensation Committee and the Chief Executive Officer, taking into account in particular the best practices in the Company's industry. In 2024, this fixed compensation amounted to €155,448 gross, for a full-time employee. It is proposed to authorize fixed compensation of €158,868 gross for the 2025 fiscal year, on a full-time basis, representing an increase of 2.2% compared to 2024.

In addition, as Chief Pharmacist, Mr. Christophe Ancel receives a fixed service bonus of €1,800 per year.

2. Annual variable compensation

A target variable portion of 25% of fixed compensation rising to a maximum of 40% in the event of exceptional outperformance. The target variable compensation is determined according to the level of achievement of the collective (weighting: 80%) and individual (weighting: 20%) objectives, as noted by the Board of Directors on the advice of the Compensation Committee. These targets are both quantitative and qualitative, based on the achievement of the Company's strategic objectives.

Under his employment contract, Mr. Christophe Ancel may benefit from incentive or profit-sharing plans as well as contributions and other benefits implemented by the Company for all French employees. These amounts are neither included in the calculation of his variable portion nor offset against his target variable portion.

Collective objectives for 2025: see 3.8.1.2

Mr. Christophe Ancel's individual objectives for 2025:

The 20% of the variable portion determined according to the level of achievement of individual objectives depends on the following performance criteria:

- ensure the transition with its future successors so that the organization will be fully functional in early 2026;
- strengthen links with clinical and project teams to streamline interfaces;
- support to attract the financial resources and partners required to achieve the Company's ambitions.

It is noted that these objectives are partly financial in nature and partly non-financial in nature, but always aligned with the corporate interest. They are expected to change from year to year according to the Board of Directors' assessment of the priority actions to achieve the Company's medium- and long-term objectives. The Board's practice is to set the same collective targets for all employees in order to align the Company on a shared course. In the event of extraordinary circumstances, the Board of Directors, on the proposal of the Chief Executive Officer and on the advice of the Compensation Committee, could propose an extraordinary bonus.

Mr. Christophe Ancel's compensation is entirely paid in respect of his employment contract, and no additional compensation is paid or allocated in respect of his corporate office. Once paid, the compensation is not subject to a restitution obligation.

3. Total annual cash compensation

The resulting cash compensation (excluding any exceptional bonus) may reach a target total of €198,585 gross in respect of the 2025 fiscal year, of which 80% is fixed and 20% is variable.

4. Payments in kind

A company car is allocated to the Deputy CEO. The value for 2025 is estimated at approximately €5,000.

5. Allocation of shares

The Board of Directors allocates free shares subject to a presence condition and at least in part subject to performance conditions based on the Company performance criteria used for setting annual variable compensation, within the limits of the envelope authorized by the General Shareholders' Meeting. The minimum vesting and lock-up periods shall be those provided for by law. Share-based compensation aims to increase the portion of "risky" compensation due to performance conditions and the connection to the share price. The allocation to the Deputy CEO shall not exceed the allocation to other members of the Executive Committee.

A new allocation will be proposed for the 2025 fiscal year.

3.8.1.4 Criteria and methods used by the Board of Directors to determine, distribute and allocate the compensation allocated as directors' compensation for the 2025 fiscal year

As compensation for their Board activity, the Directors benefit collectively from a fixed annual amount known as "allocated compensation" for which the amount is recorded in operating expenses. The Board breaks down the compensation that is allocated and determined by the General Shareholders' Meeting. The Directors' compensation must be distinguished from the amounts allocated for particular activities associated with employment contracts, compensation for the Chairman and Chief Executive Officer or Deputy CEOs, exceptional compensation for specific missions or mandates, refunds of expenses.

The independent directors have the right to a fixed portion as consideration for their position as directors and, if applicable, as members, or Chairman, of one or several committees, and to a variable portion according to their effective and regular attendance at Board meetings, and if applicable, at the meetings of the committees in which they are members. The variable portion is the main portion of the compensation. The maximum amount that can be allocated to all directors (excluding the Chairman and Chief Executive Officer) in a calendar year is capped at €300,000.

The Board has adopted the following scale for all independent Directors:

- annual fee: €4,000;
- allocation per Board meeting: €3,000;
- allocation per session of a permanent special committee: €2,000;
  - allocation doubled for the physical participation of a director based outside of Europe,
  - option to allocate up to €2,000 for the participation of an independent director in a Scientific Advisory Board (group of scientific experts) or to a Medical Advisory Board (group of medical experts) or an ad hoc committee at the discretion of the Compensation Committee without the Director concerned taking part in the vote,
  - if the budget authorized by the shareholders is exceeded, the Board will adjust the scale retrospectively on the recommendation of the Compensation Committee. The allocated compensation may be paid on a quarterly, half-yearly or annual basis, but never in advance. Once paid, the compensation allocated is not subject to a restitution obligation,
  - the non-independent directors do not receive flat rates, directors' fees or allocations,
  - due to his specific compensation as Chairman, an independent Chairman will not receive a fixed amount, fee or allocation in respect of his directorship.

3.8.2 Compensation for 2024 – corporate officers' compensation

In accordance with the Say on Pay rules, this section 3.8.2 is a report to the shareholders on the compensation paid or awarded to the Company's corporate officers during the 2024 fiscal year in respect of their office.

This report includes the data required by Article L. 22-10-8 of the French Commercial Code, as well as additional details considered relevant by the Board of Directors to provide a comprehensive overview of executive compensation.

Persons concerned

This report concerns the corporate officers of the Company, i.e. (i) the Chairman and Chief Executive Officer, (ii) the Deputy CEO and (iii) the directors

On the proposal of the Compensation Committee, the Board of Directors, at its meeting of March 27, 2024, approved the components of the compensation of Mr. Alessandro Riva as Chairman and Chief Executive Officer and of Mr. Christophe Ancel for the 2024 fiscal year. In the context of the combination of the functions of Chairman and Chief Executive Officer and the appointment of Dr. Riva to this function, the compensation for the 2023 fiscal year of the Chairman and the Chief Executive Officer has been revised. The Compensation Committee proposed to the Board of Directors that the specific compensation of the Chairman (€100,000) be forfeited and that the compensation of the Chairman and Chief Executive Officer be set at €600,000 (compared to €240,000 during the separation of functions, for the Chief Executive Officer only). The other components of the Chief Executive Officer's compensation for the 2023 fiscal year remained unchanged for the Chairman and Chief Executive Officer.

This package was proposed to the General Shareholders' Meeting on May 15, 2024, as a compensation policy as stipulated under Article L. 22-10-8 of the French Commercial Code in force at that date. Following a proposal by the Compensation Committee, at its meeting on March 27, 2024, the Board of Directors approved the level of achievement of the performance conditions for the variable compensation as well as the free share allocations, and, consequently, the amount of variable compensation and the number of shares to be canceled due to failure to achieve performance conditions.

With regard to the other corporate officers, i.e. Company directors other than the Chairman and Chief Executive Officer, the shareholders, during the Combined Shareholders' Meeting of June 25, 2022, authorized a maximum annual compensation budget of €300,000 and delegated authority to the Board of Directors to set the rules for allocation between the directors in accordance with the law. Following the proposal by the Compensation Committee, at its meeting of March 17, 2017, the Board of Directors established the rules for allocating this Directors' compensation and this scale was included in the Board of Directors' rules of procedure during its meeting of December 18, 2019 and reconfirmed by the Board on December 6, 2024.

General information on the compensation policy and on equity ratios

ANNUAL CHANGE IN COMPENSATION FOR EXECUTIVE CORPORATE OFFICERS OVER FIVE YEARS

The following table presents the medium and median compensation based on a full-time equivalent of Company employees other than corporate officers (the guideline) as well as the so-called "equity" ratios between these guidelines, the minimum annual wage, on the one hand, and, on the other hand, the compensation paid to each of the executive corporate officers over the last five fiscal years.

The compensation of executive corporate officers includes the base salary (the fixed portion), the bonus (the variable portion) in cash paid during the fiscal year indicated, as well as the various benefits in kind and bonuses received during the same year. For corporate offices initiated or terminated during the fiscal year indicated, for the purposes of calculation and comparability with the standards, compensation is presented on an annualized basis.

	Guidelines			Chairman (1)				Chief Executive Officer (2)				Deputy CEO				Transgene	
	Compensation				Equity ratios				Equity ratios				Equity ratios			Financial Performance	
Fiscal year	Average = A	Median = B	SMIC = C	Compensation Chairman	vs. A	vs. B	vs. C	Compensation CEO	vs. A	vs. B	vs. C	Compensation Deputy CEO	vs. A	vs. B	vs. C	Income	Net income/ (loss)
2024	63,563	50,481	21,622	N/A	N/A	N/A	N/A	739,422	11.6	14.6	34.2	199,374	3.1	3.9	9.2	6,353	(33,971)
2023	58,665	46,652	20,964	100,000	1.7	2.1	4.7	311,974	5.3	6.7	14.8	194,459	3.3	4.1	9.2	7,900	(22,328)
2022	57,039	47,007	19,237	100,000	1.7	2.1	5.2	333,249	5.8	7.1	17.3	192,212	3.3	4.0	9.9	10,344	(32,804)
2021	55,935	44,574	18,753	None	NA	NA	NA	224,414	4.2	5.03	11.96	185,614	3.3	4.16	9.89	17,413	(19,536)
2020	56,445	47,188	18,655	None	NA	NA	NA	746,276	13.2	15.8	40.0	152,222	2.7	3.2	8.2	9,915	(17,231)

(1) Separation of the functions of Chairman of the Board of Directors and Chief Executive Officer from May 2022 to May 2023. The functions of Chairman of the Board of Directors and Chief Executive Officer were in fact separated in order to entrust the role of Chairman of the Board to an independent director. Alessandro Riva. Mr. Hedi Ben Brahim held the position of Chief Executive Officer. Since June 1st, 2023, Alessandro Riva has held the position of Chairman and Chief Executive Officer.
Before that date, there had been no separation of functions. Thus, the calculation of the equity ratios until 2022 concerned only the Chairman and Chief Executive Officer (Mr. Philippe Archinard until 2021 and Mr. Hedi Ben Brahim until May 2022 before the separation of functions) and the Deputy CEO (Mr. Christophe Ancel).

(2) Separation of the functions of Chairman of the Board of Directors and Chief Executive Officer from May 2022 to May 2023. The functions of Chairman of the Board of Directors and Chief Executive Officer were separated in order to entrust the role of Chairman of the Board to an independent director. Alessandro Riva. Mr. Hedi Ben Brahim held the position of Chief Executive Officer.
Before that date, there had been no separation of functions. Thus, the calculation of the equity ratios until 2022 concerned only the Chairman and Chief Executive Officer (Mr. Philippe Archinard until 2021 and Mr. Hedi Ben Brahim until May 2022 before the separation of functions) and the Deputy CEO (Mr. Christophe Ancel).
The calculation of the ratio of the separate Chief Executive Officer is based on the compensation paid during the period from January 1, 2023 to May 31, 2023, annualized.

Transgene is a biotechnology company in a research and development phase and, in its business model, financial performance, excluding fund-raising, is not the most relevant indicator.

Shareholder dialogue

In the context of the combination of the functions of Chairman and Chief Executive Officer and the appointment of Dr. Riva to this function, the compensation for the 2023 fiscal year of the Chairman and the Chief Executive Officer has been revised. The Compensation Committee proposed to the Board of Directors that the specific compensation of the Chairman (€100,000) be forfeited and that the compensation of the Chairman and Chief Executive Officer be set at €600,000 (compared to €240,000 during the separation of functions, for the Chief Executive Officer only). The other components of the Chief Executive Officer's compensation for the 2023 fiscal year remained unchanged for the Chairman and Chief Executive Officer. The Board of Directors, on the recommendation of the Compensation Committee, approved this proposal, which reflects the expertise that Dr. Riva brings to the Company at this key moment, and which is in line with the international market for senior managers in the biotechnology sector.

The Board listens to the opinions expressed by shareholders on the issue of compensation.

At the 2023 Annual General Meetings, the majority shareholder proposed the amendment of resolutions 9, 10 and 11 in order to implement the change in the compensation of the Chairman and Chief Executive Officer for the 2023 fiscal year described below above. These resolutions concerning compensation were all adopted by a large majority of shareholders.

During the 2024 Annual General Meetings, no questions concerning compensation were submitted before or during the discussions. The resolutions concerning compensation were all adopted by a large majority of shareholders, including shareholders not related to the reference shareholder.

Differences and exemptions

There are no differences with or exemptions to the compensation policy to report for the 2024 fiscal year. The compensation paid or awarded to corporate officers in respect of 2024 fiscal year complies with the conditions of resolutions 9, 10 and 11 approved by the Company's shareholders during the Combined General Meeting of May 15, 2024.

The Directors' compensation complies with the conditions of resolution 12 approved by the Company's shareholders during the Combined General Meeting of May 15, 2024.

Chairman and Chief Executive Officer and Deputy CEO

For **Mr. Alessandro Riva, as Chairman and Chief Executive Officer**, in accordance with the compensation policy for the Chairman and Chief Executive Officer, approved by the General Meeting of Shareholders of May 15, 2024, the annual compensation of Mr. Alessandro Riva in respect of 2024 in his capacity as Chairman and Chief Executive Officer was composed of gross annual fixed compensation of €600,000 and variable compensation of between 0% and 40% of his fixed annual compensation and subject to both the achievement of the Company's 2024 collective objectives as well as certain other individual objectives related to its responsibilities.

For Mr. Alessandro Riva, the level of achievement of the collective objectives of the company and individual performance conditions results in variable compensation for 2024 of 35.65% of his authorized annual fixed compensation for 2024.

For **Mr. Christophe Ancel, as Deputy CEO**, in accordance with the compensation policy for the Deputy CEO, approved by the General Meeting of Shareholders of May 15, 2024, the annual compensation for 2024 of the Deputy CEO consisted of gross annual fixed compensation of €155,448 (full time basis) and target variable compensation between 0% and 25%, with a maximum of 40% in the event of exceptional outperformance, of his annual fixed compensation subject to the achievement of the 2024 collective objectives of the company as well as the individual conditions related to his mission as Quality Director. In addition, as Responsible Pharmacist, Mr. Christophe Ancel receives a service bonus of €1,800 per year. It should be noted that Mr. Christophe Ancel's compensation results from his employment contract and that no additional compensation is paid in respect of his corporate office.

For Mr. Christophe Ancel, the level of achievement of the collective objectives of the company and individual performance conditions results in variable compensation for 2024 of 23.4% of his authorized annual fixed compensation for 2024.

It should be recalled that the performance conditions are partly financial and partly non-financial, but always aligned with the corporate interest by combining a significant share of the executive corporate officer's variable compensation with priorities such as research, continued technological advantages, clinical development programs, ESG or the completion of major partnerships or financing operations. The non-financial components consist of priority actions to achieve the Company's medium and long term objectives. For example, the development of the Company's reputation through publications, obtaining clinical results or establishing partnerships with public or university research centers. For 2023, the Board of Directors determined that the collective performance criteria were partially met with a level of achievement of 75%, which implies the loss of part of the variable compensation and compensation in shares. For 2024, the Board of Directors determined that the collective performance criteria were partially met with a level of achievement of 86.4%, which implies the loss of part of the variable compensation and compensation in shares. The criteria chosen by the Board of Directors are demanding. Since 2016, the Company has successfully met the collective performance criteria just once, in 2021.

2024 collective performance conditions applicable to the Chairman and Chief Executive Officer and the Deputy CEO

Following a proposal by the Compensation Committee, on December 6, 2024, the Board of Directors reviewed the extent to which the collective criteria from the 2024 objectives had been met. The Company's objectives for 2024 (1) were:

- create value by delivering clinical results on time and on budget (weighting: 30%);
- transform production to achieve our ambitions in personalized vaccines on time and on budget (weighting: 30%);
- design the products of the future on time and on budget (weighting 15%);
- attract the financial resources and partners required to achieve our ambitions (weighting 10%);
- ESG: Start the deployment of Transgene's 2030 climate transition plan (weighting: 5%).

Given the relative weighting of the various performance criteria, on the recommendation of the Compensation Committee, the Board of Directors observed a 86.4% level of achievement of the Company's collective objectives for 2024. This reduction of approximately 13.6% is mainly due to the failure to meet the financial resources objective partially offset by an outperformance in the objectives of designing future products and attracting the partners required to achieve our ambitions.

2024 individual performance conditions applicable to the Chairman and Chief Executive Officer and the Deputy CEO

See section 3.8.3.

Share plans granted or vested in 2024 in which the Chairman and Chief Executive Officer, and the Deputy CEO participate

As part of a multi-year free share plan voted at the General Meeting of 2021 and on the proposal of the Compensation Committee, the Board of Directors imposed a requirement for the Executive Committee and, in particular, for the Chairman and Chief Executive Officer and the Deputy CEO, that half of the free shares awarded be vested in proportion to the achievement of the collective objectives for the fiscal year corresponding to each of the three tranches allocated. An equivalent mechanism was adopted as part of the multi-year free share plan specific to the Chairman (having since become the Chairman and Chief Executive Officer), approved at the General Meeting of 2022 and on the proposal of the Compensation Committee, and consisting of two tranches. Similarly, with regard to the free share allocation plan adopted in June 2024, the Board of Directors has adopted this condition that half of the free shares allocated be vested in proportion to the achievement of collective objectives for the fiscal year corresponding to each of the three tranches allocated.

Due to the partial achievement of several criteria of the collective objectives for 2024, the application of the observed level of achievement of 86.4% to the 2025 tranche of these allocations results in a 13.6% reduction of the conditional portion of the allocation to the Chairman and Chief Executive Officer and to the Deputy CEO and other members of the Executive Committee.

Assuming that the condition of presence is met on the date of delivery of this tranche on May 19, 2025, and taking into account these reductions, the number of free shares definitively acquired by the beneficiary executive corporate officers will be:

- 204,180 shares for the Chairman and Chief Executive Officer; and
- 14,552 shares for the Deputy CEO.

An overview of the compensation packages of the executive corporate officers for the 2024 fiscal year is presented below.

In addition, the Board decided, on the recommendation of the Compensation Committee and in accordance with the compensation policy for 2024 adopted by the General Meeting, to grant 197,740 free shares in two tranches provided that the condition of continued employment is met on the date of delivery of each tranche, i.e. June 19, 2025 and June 19, 2026.

At least 10% of the vested shares of these grants must be kept by Alessandro Riva until the loss of the status of executive corporate officer of Transgene.

(1) The weighting of the 2024 collective objectives was calculated on a basis of 90 points, it being specified that the achievement rate was calculated on a basis of 90 and then scaled to a rate out of 100. The final achievement rate is therefore a rate out of 100.

Table 1

SUMMARY OF THE COMPENSATION, STOCK OPTIONS AND SHARES GRANTED TO EACH CORPORATE OFFICER

(in € thousands)	2023 fiscal year	2024 fiscal year
Mr. Alessandro Riva, Chairman until May 31, 2023, then Chairman and Chief Executive Officer from June 1, 2023		
Compensation payable for the fiscal year (detailed in Table 2)	510	840
Valuation of multi-year compensation	None	
Valuation of options awarded during the fiscal year (detailed in Table 4)	None	None
Valuation of performance shares awarded during the fiscal year - 536,722 shares in 2024	-	569
TOTAL	**510**	**1,409**
Mr. Christophe Ancel, Responsible Pharmacist, Deputy CEO		
Compensation payable for the fiscal year (detailed in Table 2)	178	183
Valuation of multi-year compensation	None	None
Valuation of options awarded during the fiscal year (detailed in Table 4)	None	None
Valuation of performance shares awarded during the fiscal year - 46,842 shares in 2024	None	50
TOTAL	**178**	**233**
Mr. Hedi Ben Brahim, Chief Executive Officer until May 31, 2023, then non-independent director until September 20, 2023		
Compensation payable for the fiscal year (detailed in Table 2)	103	N/A
Valuation of multi-year compensation	None	N/A
Valuation of options awarded during the fiscal year (detailed in Table 4)	None	N/A
Valuation of performance shares awarded during the fiscal year - No allocation in 2022 or 2023	None	N/A
TOTAL	**103**	**N/A**

***NB**: the allocations of shares are presented on the date of allocation without taking into account subsequent reductions, for example due to the application of performance conditions. The valuation is calculated on the basis of the stock market price on the date of allocation and the value on the vesting date may vary significantly.*

The shares corresponding to the 2026 and 2027 tranches of the Plan adopted in June 2024 remain partly subject to performance conditions that will be assessed in March 2026 and March 2027 respectively.

Table 2

SUMMARY OF THE COMPENSATION OF EACH EXECUTIVE CORPORATE OFFICER

	2023 fiscal year		2024 fiscal year	
(in € thousands)	**Amount due**	**Amount paid**	**Amount due**	**Amount paid**
Mr. Alessandro Riva, Chairman until May 31, 2023, then Chairman and Chief Executive Officer				
Fixed compensation (as Chairman and Chief Executive Officer)	350	350	600	600
Variable compensation	114 (2)	None	214 (3)	114
Exceptional compensation	-	-	-	-
Directors' compensation	42	42	N/A	N/A
Payments in kind	4	4	26	26
TOTAL	**510**	**396**	**840**	**739**
Mr. Christophe Ancel, Responsible Pharmacist, Deputy CEO				
Fixed compensation (3) - 90% business base	134	134	140	140
Variable compensation	37	39	36	37
Directors' compensation	-	-	-	-
Service bonus	2	2	2	2
Exceptional compensation	-	-	-	-
Payments in kind	5	5	5	5
TOTAL	**178**	**180**	**183**	**184**
Mr. Hedi Ben Brahim, Chief Executive Officer until May 31, 2023, then non-independent Director until September 20, 2023				
Fixed compensation	100	100	N/A	N/A
Variable compensation	None	69	N/A	N/A
Exceptional compensation	-	-	N/A	N/A
Directors' compensation	-	-	N/A	N/A
Payments in kind	3	3	N/A	N/A
TOTAL	**103**	**172**	**N/A**	**N/A**

(1) For variable compensation in respect of fiscal year N, paid or to be paid during fiscal year N+1.
(2) For the variable compensation for the year N-1, paid during fiscal year N.
(3) The fixed compensation is paid on a pro rata basis of the amount authorized for full-time employment.

Table 7

PERFORMANCE STOCK HAVING BECOME AVAILABLE DURING THE FISCAL YEAR FOR EACH CORPORATE OFFICER (2024):

- Chairman and Chief Executive Officer: 63,750 + (including 36,975 to be retained until the end of his term of office)
- Deputy CEO: 33,334

Table 10

See section 3.9.2.

Table 11

	Employment contract		Supplementary pension plan		Compensation due or that may become due as a result of termination or plan change in positions		Compensation related to a non-compete clause	
Executive corporate officers	**YES**	**NO**	**YES**	**NO**	**YES**	**NO**	**YES**	**NO**
Mr. Alessandro Riva, Chairman and Chief Executive Officer Term of office: 2023-present		X		X		X		X
Mr. Christophe Ancel, Deputy CEO Term of office: 2015-present	X		X (1)		X (1)			X

(1) Due in respect of the employment contract and not the maintenance of the corporate office.

As far as the Company is aware:

- none of the directors benefit from an undertaking on the part of the Company or its subsidiaries in terms of elements related to compensation, indemnities or benefits of any kind which are or may be due in light of the employment, termination of employment or change in position, or afterwards;
- none of the directors received compensation from TSGH, which directly controls Transgene, during the fiscal year.

Total amount of pension provisions

Provisions for retirement benefits set up by the Company for the Deputy CEO Christophe Ancel amounted to €105,606 at December 31, 2024. The Chairman and Chief Executive Officer does not benefit from supplementary pension schemes in addition to those provided by law and the pharmaceutical industry collective bargaining agreement.

Directors

The following table presents the total compensation allocated to each director in respect of the 2024 fiscal year compared to the 2023 fiscal year. The maximum aggregate budget and the breakdown rules did not change in 2024, and the differences between the two fiscal years are attributable only to the number of meetings of the Board and specialist committees convened, the attendance of each director and participation either in person or remotely.

Table 3

TABLE ON DIRECTORS' COMPENSATION (FORMERLY, DIRECTORS' FEES) AND OTHER COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

Non-executive corporate officers *(in € thousands)*	Amount paid in the 2023 fiscal year	Amount paid in the 2024 fiscal year
MR. PHILIPPE ARCHINARD (1)		
Directors' compensation	None	None
Other compensation	None	None
MR. JEAN-YVES BLAY		
Directors' compensation	24	21
Other compensation	None	None
MR. JEAN-LUC BÉLINGARD (1)		
Directors' compensation	None	None
Other compensation	None	None
MR. BENOÎT HABERT (1)		
Directors' compensation	26	None
Other compensation	None	None
MS. MARIE-YVONNE LANDEL		
Directors' compensation	48	50
Other compensation	None	None
TSGH (MS. SANDRINE FLORY)		
Directors' compensation	None	None
Other compensation	None	None
MS. MAYA SAÏD		
Directors' compensation	74	76
Other compensation	None	None
MR. MICHEL BAGUENAULT DE PUCHESSE (2)		
Directors' compensation	None	None
Other compensation	None	None
MS. CAROL STUCKLEY(3)		
Directors' compensation	45	60
Other compensation	None	None
TOTAL	**217**	**207**

(1) Non-independent director.
(2) Non-independent director since May 2023.
(3) Director since May 2023

The Company's Annual General Meeting was held on May 15, 2024, during which shareholders approved the appointment of Mr. Michel Baguenault de Puchesse as non-independent Director, for a period of three (3) years, i.e. until the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2026.

It should be noted that the rules for allocating compensation are set in the Board of Directors' rules of procedure and are presented in Section 3.8.1.4 of this document under the heading "Criteria and methods selected by the Board of Directors to determine, distribute and allocate directors' compensation".

Directors do not receive any exceptional compensation. They do not receive any share-based compensation or benefit from a supplementary pension plan.

As far as the Company is aware:

- none of the directors benefit from an undertaking on the part of the Company or its subsidiaries in terms of elements related to compensation, indemnities or benefits of any kind which are or may be due in light of the employment, termination of employment or change in position, or afterwards;
- none of the directors received compensation from TSGH, which directly controls Transgene, during the fiscal year. It is specified that in 2023 and 2024, the Company did not pay any compensation to Mr. Archinard, Mr. Baguenault de Puchesse or Mr. Bélingard or TSGH and its permanent representative.

3.8.3 Individual compensation for 2024 — Executive corporate officers' compensation

In accordance with the Say on Pay rules, this section 3.8.3 is a report to the shareholders on the compensation paid or awarded to the each of the Company's corporate officers during the 2024 fiscal year in respect of his or her office.

This report includes the data required by Article L. 22-10-8 of the French Commercial Code, as well as additional details considered relevant by the Board of Directors to provide a comprehensive overview of executive compensation.

Persons concerned

This report concerns the executive corporate officers of the Company, i.e. (i) the Chairman and Chief Executive Officer and (ii) the Deputy CEO.

The overall compensation paid or awarded in respect of 2024 is presented individually for the Chairman and Chief Executive Officer and for the Deputy CEO in Section 3.8.2, above. The variable and exceptional compensation package for the Chairman and Chief Executive Officer and the Deputy CEO are subject to the approval by the Ordinary General Meeting of such a package for the person in question under the conditions set out in Article L. 22-10-34.

Sub-sections "A" and "B" below set out the components of this compensation for (i) the Chairman and Chief Executive Officer and (ii) the Deputy CEO.

A. Fixed, variable and exceptional compensation of Mr. Alessandro Riva in his capacity as Chairman and Chief Executive Officer (2024)

In his capacity as Chairman and Chief Executive Officer for the 2024 fiscal year, the total compensation paid or awarded to the Chairman and Chief Executive Officer in respect of 2024 was €839,560 benefits in kind included (see Tables 1 and 2).

The Chairman and Chief Executive Officer's 2024 performance criteria consist of the following collective financial and non-financial objectives (these objectives represent the collective performance conditions applicable to all employees for annual variable compensation):

- create value by delivering clinical results on time and on budget (weighting: 30%);
- transform production to achieve our ambitions in personalized vaccines on time and on budget (weighting: 30%);
- design the products of the future on time and on budget (weighting 15%);
- attract the financial resources and partners required to achieve our ambitions (weighting 10%);
- ESG: start the deployment of Transgene's 2030 climate transition plan (weighting: 5%).

See Section 3.8.2 for a description of the Board's assessment of the 2024 collective performance conditions, resulting in a level of achievement of 86.4%.

The aggregate level of achievement of the individual objectives is 100% and was assessed taking into account the objectives set by the Board of Directors for Alessandro Riva on May 15, 2024:

- to develop a high-performance management team (50% weighting);
- to advance the corporate culture (25% weighting);
- to increase external visibility (25% weighting).

Taking into account the levels of achievement observed for the collective and individual objectives as well as their respective weighting, the overall level of achievement is 89.12%. As a result, for Mr. Alessandro Riva's variable compensation in respect of 2024 amounts to 35.65% (89.12% of the target of 40%) of his annual fixed compensation as Chairman and Chief Executive Officer, i.e. €213,888.

The variable compensation awarded in respect of 2024 is paid in 2025 in order to assess the performance after the end of the fiscal year.

The absence of a certain number of elements is recalled:

- the Chairman and Chief Executive Officer does not benefit from a top-up pension scheme (top-hat scheme) nor a departure indemnity (golden parachute);
- the Chairman and Chief Executive Officer is not subject to a paid non-compete clause nor to a restitution clause (clawback).

More generally, no differences or exemptions should be noted with respect to the 2024 fiscal year. The compensation paid or awarded to the Chairman and Chief Executive Officer in respect of the 2024 fiscal year complies with the conditions of resolutions 9 and 10, and approved by the Company's shareholders during the Combined General Meeting of May 15, 2024.

These components are summarized in the table below with a comparison with the 2023 fiscal year.

(in € thousands or number of shares)	**2023 fiscal year**	**2024 fiscal year**
Mr. Alessandro Riva, Chairman & Chief Executive Officer		
Compensation payable with respect to the fiscal year	510	840
of which fixed compensation paid during the fiscal year	350	600
of which variable compensation in respect of the fiscal year but paid during the following fiscal year after shareholder approval	114	214
of which exceptional compensation due in respect of the fiscal year but paid during the following fiscal year after shareholder approval	*None*	*None*
of which directors' compensation	42	*None*
of which benefits in kind	4	26
Valuation of multi-year compensation	*None*	*None*
Valuation of options awarded during the fiscal year	*None*	*None*
Valuation of the allocations of performance shares during the fiscal year, none in 2023, 536,722 in 2024	*None*	569
Number of performance shares vested during the fiscal year	29,325	63,750
TOTAL	**510**	**1,409**

B. Fixed, variable and exceptional compensation of the Deputy CEO (2024)

The total compensation for the Deputy CEO paid or awarded for 2024 amounts to €183,472in cash, including benefits in kind (see Tables 1 and 2). Fixed compensation, including function bonus, represents 79.6% of cash compensation, with variable compensation representing the remaining 20.4%. This proportion complies with the ex ante compensation policy adopted in 2024, which provides for variable compensation of up to a target bonus of 25% and a maximum of 40% in the event of exceptional performance.

The collective objectives for 2024: see above (same as for the Chairman and Chief Executive Officer).

The 2024 individual performance criteria for the Deputy CEO consisted of the following financial and non-financial objectives:

- ensure the restart of production to supply the Phase II study of TG4050 in head and neck indications, respecting quality and lead time criteria (20%);
- carry out the GMP (Good Manufacturing Practice) pharmaceutical compliance Gap Analysis to prepare for the start of future pivotal studies (20%);
- carry out the project to modify the Transgene production site to integrate capacities for future pivotal studies (10%);
- carry out the monitoring of the cell line development project well as of the plasmids manufacturing project (10%).

On March 27, 2025, the Board, deliberating on the recommendation of the Compensation Committee, retained an overall level of achievement of 2024 objectives of 93.56%, including an achievement rate of 86.4% for collective objectives and 98.3% for the Deputy CEO's individual objectives.

The total variable portion of €36,360, i.e. 23.4% based on authorized fixed compensation of €155,448, consists of almost all of the target variable portion of 25% (€38,862). The Deputy CEO did not take part in this deliberation by the Board of Directors concerning him. It is recalled that the variable compensation for the Deputy CEO is granted in respect of his employment contract.

The variable compensation awarded in respect of 2024 is paid in 2025 in order to assess the performance after the end of the fiscal year. In 2024, the Deputy CEO was paid his variable compensation in respect of the 2023 fiscal year of €36,631, approved by the General Shareholders' Meeting of May 15, 2025 (resolution 8).

The Deputy CEO received a fixed service bonus of €1,800 in respect of 2024.

In 2024, the Deputy CEO benefited from a company car, valued at approximately €5,000. Under his employment contract, he benefits from the legal severance provided by the national pharmaceutical industry collective bargaining agreement that currently grants entitlement to up to nine months' salary if the conditions are met and to the supplementary pension plan defined by collective agreement.

The absence of a certain number of elements is recalled:

- the Deputy CEO does not benefit from a top-up pension scheme (top-hat scheme) nor a departure indemnity (golden parachute) in respect of his corporate office;
- the Deputy CEO is not subject to a paid non-compete clause nor to a restitution clause (clawback);
- more generally, no differences or exemptions should be noted with respect to the 2024 fiscal year. The compensation paid or awarded to the Deputy CEO in respect of the 2024 fiscal year complies with the conditions of resolution 11 approved by the Company's shareholders during the Combined General Meeting of May 15, 2024. These components are summarized in the table below with a comparison with the 2023 fiscal year.

(in € thousands or number of shares)	**2023 fiscal year**	**2024 fiscal year**
Mr. Christophe Ancel, Deputy CEO		
Compensation payable with respect to the fiscal year	178	183
of which fixed compensation paid during the fiscal year - based on 90% of activity	134	140
of which variable compensation in respect of the fiscal year but paid during the following fiscal year after shareholder approval	37	36
of which exceptional compensation due in respect of the fiscal year but paid during the following fiscal year after shareholder approval	-	-
of which directors' compensation	*None*	*None*
of which benefits in kind	5	5
of which service bonus	2	2
Valuation of multi-year compensation	*None*	*None*
Valuation of options awarded during the fiscal year	*None*	*None*
Valuation of the performance shares allocated during the fiscal year – 46,842 shares in 2024	-	50
Number of performance shares vested during the fiscal year	32,858	33,334
TOTAL	**178**	**183**

3.9 REPORT ON CORPORATE GOVERNANCE – INFORMATION ON STOCK OPTION AND FREE SHARE PLANS

Transgene free shares and options may be granted exclusively to employees of the Company and of its subsidiary Transgene, Inc., including members of the Executive Committee and to the executive corporate officers (as of the date of this report: Mr. Alessandro Riva, Chairman and Chief Executive Officer, and Mr. Christophe Ancel, Responsible Pharmacist, Deputy CEO).

3.9.1 Stock options

3.9.1.1 History of stock option plans

No share subscription or purchase option plan is in progress at the date of this Registration Document. A last plan adopted by the Board of Directors in 2012 with the authorization of the General Shareholders' Meeting in 2010 expired on December 14, 2022, and the remaining 41,532 options have lapsed. No stock options have been awarded since 2012. The status of this plan as of December 31, 2024, is summarized in the following table.

Pursuant to Article L. 225-185, para. 4 of the French Commercial Code, the Board determined that the Chairman or the Chief Executive Officer must retain 10% of the shares resulting from the exercise of the options granted to him until the end of his term of office. As of the date of this document, no Executive Corporate Officer of Transgene holds any options or shares resulting from the exercise of options.

STOCK SUBSCRIPTION OR PURCHASE OPTIONS ALLOCATED DURING THE 2024 FISCAL YEAR TO EACH EXECUTIVE CORPORATE OFFICER BY THE ISSUER AND BY ANY COMPANY IN THE GROUP

Name of executive corporate officer	Plan No. and date	Type of options	Valuation *(in € per option)*	Number of options granted	Exercise price *(in €)*	Exercise period
Mr. Alessandro Riva	-	-	-	None	-	-
Mr. Christophe Ancel	-	-	-	None	-	-
TOTAL	**N/A**	**N/A**	**N/A**	**NONE**	**N/A**	**N/A**

STOCK SUBSCRIPTION OR PURCHASE OPTIONS EXERCISED DURING THE FISCAL YEAR 2023 BY EACH EXECUTIVE CORPORATE OFFICER

Name of executive corporate officer	Plan No. and date	Number of options exercised during the fiscal year	Exercise price
Mr. Alessandro Riva	-	None	-
Mr. Hedi Ben Brahim	-	None	-
Mr. Christophe Ancel	-	None	-
TOTAL	**N/A**	**NONE**	**N/A**

Summary information on stock options granted to the ten non-corporate officer employees who received the highest number of options and options they exercised during fiscal year 2024: None.

Stock options granted to the ten non-corporate officer employees who received the highest number of options and options they exercised	Total number of options granted or exercised	Weighted average price *(in €)*	Plan No.
Options granted during the fiscal year by the issuer and by any Company within the option plan scope to the ten non-corporate officer employees of the issuer and of any Company within this scope who received the highest number of options.	None	-	-
Options held on the issuer and the previously mentioned companies exercised during the fiscal year by the ten employees of the issuer and these companies who subscribed in this way the highest number of options.	None	-	-

Individual information on the options granted by the issuer and by any company within the option plan scope to the ten non-corporate officer employees of the issuer and of any company within this scope who received the highest number of options and the number of shares subscribed by the ten people subscribing to the most shares during the fiscal year: there were no option awards in 2024. No options were exercised during the fiscal year.

3.9.2 Free share allocations

Five free share allocations are in the process of vesting as of December 31, 2024, adopted by the Board of Directors in 2021, 2022 and 2024 for the benefit of all employees and executive corporate officers on the basis of a delegation granted by the General Shareholders' Meetings of May 26, 2021, May 25, 2022, and May 15, 2024.

The status of these unvested awards as of December 31, 2024, is summarized in the following tables:

	2024 plan				
General Meeting date	May 15, 2024				
Total number of shares authorized by the Meeting	1,500,000				
	2024 Grants			**2023 Retroactive**	
Board of Directors meeting date	June 19, 2024			June 19, 2024	
Total number of free shares awarded	1,224,943			197,740	
Of which allocations granted, during the fiscal year, by the issuer and by any Company included in the scope of the allocation to corporate officers	385,824			197,740	
Of which the Chairman and Chief Executive Officer	338,982			197,740	
Of which Deputy CEO	46,842			N/A	
Of which the number of shares awarded to members of the Executive Committee	713,467			N/A	
Of which awards granted during the fiscal year by the issuer and by any Company in the scope of the award to the ten non-corporate officer employees of the issuer and of any Company within this scope whose number of free shares awarded is greatest	367,643			N/A	
Of which the balance not yet vested as of Dec. 31, 2024	1,148,359			197,740	
Of which vested as of Dec. 31, 2024	-			-	
Cumulative number of shares canceled or void as of Dec. 31, 2024	76,584			-	
By tranche					
Balance not yet vested as of Dec. 31, 2024	382,787	382,786	382,786	98,870	98,870
Vesting date	June 30, 2025	June 23, 2026	June 22, 2027	June 24, 2025	June 23, 2026
Expiration date of the lock-up period[1]	June 19, 2026[2]	June 23, 2026	June 22, 2027	June 19, 2026	June 19, 2027
Share value on the date of allocation (closing price on the date of allocation)	€ 1.06			€ 1.06	

(1) 10% of the Chairman and Chief Executive Officer's free shares are subject to holding until the end of his term of office.
(2) 58,741 free shares are subject to a vesting date of October 1, 2025, and a holding period through October 1, 2026

	2021 plan							2022 plan		
General Meeting date	May 26, 2021							May 25, 2022		
Total number of shares authorized by the Meeting	2,500,000							300,000		
	2021 Grants				**2022 Grants**			**2022 Grant**		
Board of Directors meeting date	May 26, 2021				March 16, 2022			May 25, 2022		
Total number of free shares awarded	1,999,556			300,000	145,274			102,000		
Of which allocations granted, during the fiscal year, by the issuer and by any Company included in the scope of the allocation to corporate officers	457,139			300,000	-			102,000		
Of which Chairman	-			-	-			102,000		
Of which Chief Executive Officer	342,852			300,000	-			-		
Of which Deputy CEO	114,287			-	-			-		
Of which the number of shares awarded to members of the Executive Committee	1,200,000			300,000	114,000			-		
Of which awards granted during the fiscal year by the issuer and by any Company in the scope of the award to the ten non-corporate officer employees of the issuer and of any Company within this scope whose number of free shares awarded is greatest	802,117			-	145,274			-		
Of which the balance not yet vested as of Dec. 31, 2024	-			-	-			-		
Of which vested as of Dec. 31, 2024	1,695,823			-	59,688			93,075		
Cumulative number of shares canceled or void as of Dec. 31, 2024	304,133			300,000	85,586			8,925		
By tranche										
Balance not yet vested as of Dec. 31, 2024	-	-	-	-	-	-	-	-	-	-
Vesting date	May 26, 2022	May 26, 2023	May 26, 2024	January 1, 2024	May 26, 2023	May 26, 2024	June 30, 2024	May 26, 2023	May 26, 2023	May 26, 2024
Expiration date of the lock-up period	May 26, 2023	May 26, 2023	May 26, 2024	End of term	May 26, 2024	May 26, 2024	June 30, 2024	May 26, 2024	May 26, 2024	End of term
Share value on the date of allocation (closing price on the date of allocation)	€ 2.95				€ 2.23			€ 2.33		
Share value on the date of allocation (closing price on the date of allocation)	€ 2.33	€ 1.72	-	N/A	€ 1.72	-	-	€ 1.72	-	

Pursuant to Article L. 225-185, para. 4, of the French Commercial Code, the Board set at 10% the quantity of shares granted under free share plans that the Chairman and Chief Executive Officer will be required to hold in registered form until his appointment comes to an end. For specific grants, the Board may increase this amount to 100%.

Performance conditions

Three-year award of June 19, 2024: one half of the awards to members of the Executive Committee, including 338,982 shares granted to the Chairman and Chief Executive Officer and 46,842 shares granted to the Deputy CEO were subject to performance conditions. A quarter of the awards to employees is subject to the same performance conditions. The performance criterion was the level of achievement of the Company's collective annual objectives for the fiscal year ending prior to the vesting date of each tranche (e.g. fiscal year 2024 for the 2025 tranche), which has been assessed by the Board of Directors voting on the annual financial statements for the 2024, 2025 or 2026 fiscal year, as the case may be. The Board of Directors noted an overall rate of achievement of 86.4% for the Company's collective objectives for 2024. The awards are subject to the continued presence of employees throughout the applicable vesting period. For the Chairman and Chief Executive Officer, the condition of presence as Chairman and Chief Executive Officer throughout the vesting period. The Board has delegated to the Chairman and Chief Executive Officer the power to include new employees in the 2024 Plan provided that they joined the Company no later than October 1, 2024.

Retroactive grant for 2023 adopted on June 19, 2024: the grant for 2023 to the Chairman and Chief Executive Officer is not subject to any additional performance criterion, the individual performance condition for 2023 having already been recorded at 100%. The grants are subject to a condition of presence as Chairman and Chief Executive Officer throughout the vesting period.

Two-year allocations of March 16 and May 25, 2022: the two allocations were used to integrate a posteriori people recruited since the allocation of May 26, 2021, in the two remaining tranches of the three-year allocation of 2021. Half of the award to a new member of the Executive Committee and half of the 68,000 shares allocated to the new Chairman of the Board of Directors are subject to performance conditions. A quarter of the awards to employees is subject to the same performance conditions. The performance criterion will be the level of achievement of the Company's collective annual objectives for the fiscal year ending prior to the vesting date of each tranche (e.g. fiscal year 2022 for the 2023 tranche), which will be assessed by the Board approving the closing of the annual financial statements for the fiscal year 2022 or 2023 as the case may be. The Board of Directors noted an overall rate of achievement of 72.5% for the Company's collective objectives for 2022 and 75% for 2023.

Welcome awards of March 16 and May 25, 2022: the 38,000 free shares granted to a new member of the Executive Committee on March 16, 2022, are not subject to performance conditions. However, they are subject to a presence condition recorded on June 30, 2024. Due to the departure of this member, this allocation has lapsed. The 34,000 free shares of this allocation of free shares granted to the Chairman on May 25, 2022, are not subject to performance conditions. However, they are subject to a presence condition recorded on May 26, 2024, and to a holding obligation until the end of the term of appointment.

Three-year award of May 26, 2021: one half of the awards to members of the Executive Committee, including 171,426 shares granted to the Chairman and Chief Executive Officer and 57,143 of the 114,287 shares granted to the Deputy CEO were subject to performance conditions. A quarter of the awards to employees is subject to the same performance conditions. The performance criterion was the level of achievement of the Company's collective annual objectives for the fiscal year ending prior to the vesting date of each tranche (e.g. fiscal year 2021 for the 2022 tranche), which has been assessed by the Board approving the closing of the annual financial statements for the fiscal year 2021, 2022 or 2023 as the case may be. The Board of Directors noted an overall rate of achievement of 100% of the Company's collective objectives for 2021, 72.5% for 2022 and 75% in 2023.

Welcome award of May 26, 2021: the 300,000 shares of this allocation of free shares to the Chief Executive Officer are not subject to performance conditions. However, they are subject to a presence condition recorded on January 1, 2024, and subject to a holding obligation until the end of the CEO's term of appointment. Due to the departure of the beneficiary before January 1, 2024, this allocation has lapsed.

Grant of September 16, 2020: half of the grants to members of the Executive Committee, including 60,000 of the 120,000 shares granted to the Chairman and Chief Executive Officer and 15,000 of the 30,000 shares granted to the Deputy CEO, are subject to the following performance conditions: prepare the 2022 business development by maintaining the clinical plan in 2021 (weighting: 6/10); mobilize research for value creation (weighting: 2/10); and develop the financial outlook (weighting: 2/10). The specific thresholds for the performance conditions are not communicated for reasons of confidentiality. These performance conditions have been assessed in March 2022. The Board of Directors noted an overall rate of achievement of 100% for the Company's collective objectives for 2021.

Grant of September 18, 2019: half of the grants to members of the Executive Committee, including 140,000 of the 280,000 shares granted to the Chairman and Chief Executive Officer and 35,000 of the 70,000 shares granted to the Deputy CEO, are subject to performance conditions: obtaining of clinical results for TG4050, TG6002 and at least one Invir.IO™ product with at least a second Invir.IO® product in clinical trials, the exercise by AstraZeneca of a minimum number of options as part of the collaboration contract signed in 2019, significant partnerships for TG4001 and TG4010, and two years of financial visibility thanks to non-dilutive sources. The conditions may also be validated by the achievement of a minimum level of share price. The specific thresholds for the performance conditions are not communicated for reasons of confidentiality. These performance conditions have been assessed in March 2022. Applying this 60% achievement level to the March 2019 allocation of free shares results in a 40% reduction of the conditional portion of the allocation to the Deputy CEO and other members of the Executive Committee.

Award of March 20, 2019: half of the grant to the members of the Executive Committee, including 30,000 of the 60,000 shares granted to the Chairman and Chief Executive Officer and 8,750 of the 17,500 shares granted to the Deputy CEO, were subject to performance conditions. Due to the Company's performance criteria only being partially met for 2019, on March 11, 2020, the Board of Directors reduced the Chairman and Chief Executive Officer's allocation of performance shares by 12 000 shares and the Deputy CEO's allocation by 3,500 shares allocated in March 2019.

Award of March 21, 2018: half of the grant to the members of the Executive Committee, including 13,000 of the 26,000 shares granted to the Chairman and Chief Executive Officer and 4,300 of the 8,600 shares granted to the Deputy CEO were subject to performance conditions. Due to the Company's performance criteria only being partially met for 2018, on March 20, 2019, the Board of Directors reduced the Chairman and Chief Executive Officer's allocation of performance shares by 3,250 shares and the Deputy CEO's allocation by 1,075 shares allocated in March 2018. These reductions are effective as from January 1, 2020.

Award of March 17, 2017: half of the grant to the members of the Executive Committee, including 12,000 of the 24,000 shares granted to the Chairman and Chief Executive Officer and 3,500 of the 7,000 shares granted to the Deputy CEO were subject to performance conditions. Due to the Company's performance criteria only being partially met for 2017, on March 21, 2018, the Board of Directors reduced the Chairman and Chief Executive Officer's allocation of performance shares by 3,000 shares and the Deputy CEO's allocation by 875 shares allocated in March 2017.

Following the termination of the term of office of the Chairman and Chief Executive Officer of Philippe Archinard, the Board of Directors, at its meeting of March 10, 2021, on the recommendation of the Compensation Committee and in view of the plan regulations concerned, determined that the free shares of Mr. Philippe Archinard currently vesting remain subject to the condition of presence, which could be satisfied by maintaining his current position, or another position, within the Institut Mérieux group and that the performance conditions would not be enforceable against him. The Board of Directors also noted that the obligation to hold shares until the end of the term of office as Chairman and Chief Executive Officer has now lapsed.

At the date of this report, the outstanding free shares not yet vested represent a potential dilution of 1,346,099 shares. As a reminder, no options remain outstanding. The resulting potential dilution related to the share-based compensation amounts to 61,344,099 shares, or approximately 1.02% of the Company's share capital.

History of vested grants

- on December 16, 2012, 71,550 newly issued shares, free of any lock-up, vested to the beneficiaries of the allocation decided by the Board of Directors on December 16, 2008;
- on December 9, 2013, 9,600 newly issued shares, free of any lock-up, vested to the beneficiaries of the allocation decided by the Board of Directors on December 9, 2009;
- on December 7, 2014, 81,750 newly issued shares, free of any lock-up, vested to the beneficiaries of the allocation decided by the Board of Directors on December 7, 2010;
- on December 13, 2016, 37,550 newly issued shares, free of any lock-up, vested to the beneficiaries of the allocation decided by the Board of Directors on December 13, 2012;
- on May 24, 2018, 200,733 newly issued shares with a two-year lock-up vested to the beneficiaries of the allocation decided by the Board of Directors on May 24, 2016;
- on March 17, 2019, 173,175 newly issued shares with a two-year lock-up vested to the beneficiaries of the allocation decided by the Board of Directors on March 17, 2017;
- on March 21, 2020, 200,750 newly issued shares with a two-year lock-up vested to the beneficiaries of the allocation decided by the Board of Directors on March 21, 2018;
- on April 20, 2020, 375,120 newly issued shares with a one-year lock-up vested to the beneficiaries of the allocation decided by the Board of Directors on March 20, 2019;
- on March 30, 2022, 1,206,060 newly issued shares with no lock-up vested to the beneficiaries of the allocation decided by the Board of Directors on September 18, 2019; 5,934 newly issued shares vested to the beneficiary of the allocation decided on May 27, 2020; and 563,142 newly issued shares with a lock-up of six months vested to the beneficiaries of the allocation decided by the Board of Directors on September 16, 2020;
- on April 30, 2022, 5,934 newly issued shares with a one-month lock-up vested to a beneficiary of the allocation decided by the Board of Directors on May 27, 2020;
- on May 26, 2022, 657,601 newly issued shares with a one-year lock-up vested to the beneficiaries of the allocation decided by the Board of Directors on May 26, 2021;
- on May 26, 2023, 76,662 newly issued shares and 569,540 newly issued shares with a one-year lock-up vested to the beneficiaries of the allocation decided on May 26, 2021 and on March 16 and May 25, 2022, respectively;
- on September 15, 2023, 2,469 newly issued shares vested to a beneficiary of the allocation decided on May 26, 2021;
- on May 26, 2024, 542,314 newly issued shares vested to the beneficiaries of the allocations decided on May 26, 2021 and on March 16 and May 25, 2022 respectively.

In total, 4,127,748 shares in the share capital of Transgene were issued under free share allocations.

3.10 AMF POSITION-RECOMMENDATION NO. 2014-14 – TABLES IN APPENDIX 2

In addition to the information required by the "say-on-pay" provisions of the French Commercial Code (Article L. 225-37), the tables required by Appendix 2 of the AMF position-recommendation no. 2014-14 are presented below.

Table 1

- **SUMMARY OF THE COMPENSATION, STOCK OPTIONS AND SHARES GRANTED TO EACH CORPORATE OFFICER**

See Section 3.8.2.

Table 2

- **SUMMARY OF COMPENSATION OF EACH EXECUTIVE CORPORATE OFFICER**

See Section 3.8.2.

Table 3

- **TABLE ON DIRECTORS' COMPENSATION AND OTHER COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS**

See Section 3.8.2.

Tables 4 and 5

- **STOCK OPTIONS AWARDED DURING THE FISCAL YEAR TO EACH EXECUTIVE CORPORATE OFFICER BY THE ISSUER AND BY ANY COMPANY IN THE GROUP**
- **STOCK SUBSCRIPTION OR PURCHASE OPTIONS EXERCISED DURING THE FISCAL YEAR BY EACH EXECUTIVE CORPORATE OFFICER**

See Section 3.9.1.1.

Table 6

- **PERFORMANCE STOCK AWARDED TO EACH CORPORATE OFFICER DURING THE FISCAL YEAR 2024**

	Initial awards	Vesting/vested
Chairman and CEO	None	338,982
Deputy CEO	None	46,842

Table 7

PERFORMANCE STOCK HAVING BECOME AVAILABLE DURING THE 2024 FISCAL YEAR FOR EACH CORPORATE OFFICER:

- Chairman and Chief Executive Officer: 63,750 + (including 36,975 to be retained until the end of his term of office)
- Deputy CEO: 33,334

Tables 8 and 9

HISTORY OF THE ALLOCATION OF STOCK SUBSCRIPTION OR PURCHASE OPTIONS

INFORMATION ON STOCK SUBSCRIPTION OR PURCHASE OPTIONS

See Section 3.9.1.1.

Table 10

HISTORY OF THE ALLOCATION OF FREE SHARES

See Section 3.9.2.

Table 11

See Section 3.8.3.

4

ENVIRONMENTAL, SOCIAL AND GOVERNANCE RESPONSABILITY (ESG)

4.1 GENERAL FRAMEWORK

Transgene is committed to a social responsibility policy guided by ethical behavior and values shared by the Institut Mérieux group and by all of the Company's employees.

This report presents an overview of Transgene's commitment regarding Environmental, Social and Governance (ESG) criteria.

Transgene voluntarily publishes its ESG reporting.

Transgene's ESG strategy is based on six commitments:

- commitment to patients;
- commitment to our partners;
- commitment to our employees;
- commitment to our shareholders and investors;
- commitment to society and the regions;
- commitment to the planet.

Bringing new therapeutic responses to cancer patients is Transgene's mission. Through scientific and technological innovation, Transgene is working to push back the limits of existing treatments. Beyond the positive contribution of its drug candidates, Transgene wants to ensure the Company's sustainability by creating value, strengthening its social contribution and minimizing its environmental impact.

The importance of the ESG policy is based on the commitment of each employee and manager to this vision and to the need for the Company to attract and retain talent, while meeting the expectations of investors.

This is why Transgene decided to adopt an ESG policy in 2020 to strengthen the alignment of its actions with sustainable development objectives.

Transgene, with the contribution of its employees, is guided by the recommendations of the United Nations Global Compact and incorporates its ten principles into its strategy, practices and procedures.

In order to strengthen its ESG approach, reinforce its network at the regional level and share innovative best practices, in 2021, Transgene joined the Initiatives Durables (Sustainable Initiatives) association. Led by professionals in the responsible economy, the association forms a reference network (more than 200 member companies) in the Eastern part of France – the "Grand Est region" – committed to economic, societal and environmental responsibility.

4.1.1 Transgene's ESG governance

The Company's ESG governance is designed to ensure that the Company's actions take into account the societal and environmental interests of its stakeholders.

ESG governance is divided between three bodies:

- the Board of Directors, which has had a ESG Committee since 2022;
- General Management acting with its Executive Committee; and
- the ESG working group.

The **Board of Directors** serves as an oversight body and, since 2022, has an **ESG Committee**. It reviews and approves the ESG policy proposed by General Management as well as the underlying risk analysis. It verifies the Company's compliance with its climate commitments and legal obligations. It monitors communication to stakeholders on these issues. The Board acts on the recommendations of the ESG Committee formulated in consultation with the representatives of the Executive Committee and the ESG working group.

The **Executive Committee** defines the Company's ESG policy and priorities. It approves the annual action plan (priority missions, objectives and indicators) proposed by the working group, decides on the strategic guidelines in terms of ESG and validates the objectives. More generally, it guarantees the adequacy of the resources allocated to the implementation of this policy and ensures that the ESG initiatives led by the working group make it possible to make ESG a factor of progress.

The **ESG working group** is made up of employee-experts representing the various functions of the company. It is responsible for managing the ESG approach on the basis of the strategic priorities co-defined with the Executive Committee and the ESG Committee. This cross-functional team monitors the progress of projects, notably through monitoring indicators. It reports at least annually to the Executive Committee. It proposes and coordinates the annual ESG action plan and targets, steers the implementation of missions and assesses their level of achievement. It raises the awareness of the Company's employees and monitors the regulatory and contextual changes that could guide the Company's actions. This group is supported and led by the Company's HSE and compliance teams.

In addition to the three governance bodies mentioned above, the Company's shareholders and employees play a specific role in ESG governance.

In current French law, decisions on ESG matters do not fall within reserved remit of the **General Meeting**. Nevertheless, Transgene recognizes that for its shareholders, this policy and its implementation are important factors in their assessment of the functioning of the Board of Directors and Management. Given the importance of the subject, a discussion item will be devoted to the Company's ESG issues at the Company's Combined General Meeting scheduled for May 15, 2025.

In addition, Transgene notes that like the "Say on Pay" resolutions, a growing number of French companies are submitting a resolution known as "Say on Climate" to their shareholders to enable them to express their views on the climate transition plan adopted by their company. A resolution of this type at Transgene is today premature. However, in the future, Transgene will be attentive to the expectations of its stakeholders and legislative changes concerning such a resolution.

The **Company's employees** constitute an essential stakeholder and major player in ESG governance. Since 2021, the performance review of each employee and the Chief Executive Officer has included either an ESG performance criterion specific to their activity, decided and assessed by their line manager or a collective criterion, applicable to all employees, decided and evaluated by the Board of Directors. Transgene also attaches a high priority to individual initiatives.

4.1.2 Stakeholder dialogue

The Company's actions take into account the social and environmental interests of its stakeholders.

The Company reports to its shareholders and other stakeholders on its ESG ambition and actions, particularly in this report on Social and Environmental Responsibility. In addition to the various publications made by the Company for stakeholders, an active dialogue with them is essential to ensure that Transgene's ESG policy is aligned with their expectations.

The working group is the main relay for involving or taking into account the perspective of stakeholders in Transgene's ESG strategy.

Through Investor Relations, the working group ensures the proper communication of non-financial indicators to investors in the Universal Registration Document and other media and dialogue with non-financial rating agencies.

Patients are taken into account particularly for ethical reasons by the strong involvement of the Medical Affairs department.

Partner involvement is managed by the Purchases and Program Management Departments.

The working group, in consultation with the Executive Committee, takes into account the commitment to society, the regions and the planet.

The working group also ensures internal and external communication on Transgene's ESG commitment and the results obtained.

The ESG working group ensures employee involvement through regular consultations and dialogue with members of the Social and Economic committee (SEC).

4.1.3 Transgene values

Demand the best

- act with an ever-renewed ambition, with a sense of humility;
- be open to different cultures and new ideas;
- target excellence;
- explore new territories (geographical, technological, scientific, etc.);
- demonstrate courage and daring, know how to be resilient and adapt.

Succeed together

- be a team player in the event of failure as well as success;
- engage responsibly in activities to advance science and research;
- train co-workers and coach them in their careers, transmit knowledge and method;
- perpetuate a heritage based on enduring values: continuity, loyalty, respect for people.

Create value

- take risks and take responsibility for one's actions;
- innovate in all areas;
- advance scientific and technological frontiers: promote multidisciplinary approaches and partnerships;
- give priority to a long-term vision.

4.1.4 Alignment with Sustainable Development Goals

Transgene is aligned with the UN's Sustainable Development Goals for 2030, due to its R&D activity in health.

The Company is more particularly aligned with the following objectives:

Sustainable Development Goals target		Indicator used
3.4	By 2030, reduce the rate of premature mortality from non-communicable diseases by one third through prevention and treatment and promote mental health and well-being	**R&D expenses** At 34.3 million, they represent 82% of the operating expenses (See Chapter 5, Note 15) **R&D workforce** 70% of the workforce
9.5	Strengthening scientific research, improving the technological capabilities of industrial sectors in all countries, especially developing countries, including by encouraging innovation and significantly increasing the number of people working in the research and development sector for 1 million inhabitants and increasing public and private spending on research and development by 2030	
7.2	By 2030, significantly increase the share of renewable energy in the global energy mix	The Company obtains 50% of its electricity from renewable energy sources. (See Section 4.8.3)

4.2 RESPECT FOR ETHICAL VALUES

Transgene is part of the Institut Mérieux Group, and in accordance with the principles of the Institut Mérieux, undertakes to act worldwide as part of its public health mission and in accordance with the laws that govern each of its activities. Transgene is committed to maintaining high ethical standards, to protecting patients participating in clinical trials through robust research and development (R&D) processes, and to constantly improving the integrity and transparency of its activities, in order to preserve the trust of patients and the medical community, employees and stakeholders.

A specific section of Transgene's website is dedicated to Ethics & Compliance.

Respect for the values of the Institut Mérieux

The rules established by Transgene are consistent with those of Institut Mérieux and are the foundation that each of its employees must respect.

Transgene's actions are consistent with Institut Mérieux's historical ethical values, which are reflected in specific behaviors. Transgene intends to perpetuate the values of Institut Mérieux with its employees.

Institut Mérieux's values are available on its website: www.institut-merieux.com > Social commitment.

Code of Conduct (or Code of Ethics)

In accordance with the rules described in its Code of Conduct (also known as the Code of Ethics), Transgene undertakes to conduct its activities in compliance with the national laws, rules and regulations of the countries in which it operates.

Transgene is committed to, and expects each employee to respect, the highest standards of integrity. The Code of Conduct applies to all employees of Transgene and its subsidiaries, to all members of the Executive Committee and the Board of Directors.

The code is available on the Transgene website. It was reviewed in September 2023 in order to incorporate Transgene's new alert system.

Prevention of corruption and money laundering

Transgene practices zero tolerance for all forms of corruption. The Company has put in place an anti-corruption framework within the Company and its subsidiaries, in particular pursuant to the Sapin 2 law, the UK Bribery Act, or the U.S. Foreign Corrupt Practices Act (FCPA). In 2017, Transgene adopted an anti-corruption and influence-peddling code based on the Code of Conduct, and a charter governing interactions with healthcare professionals. These codes prohibit any attempt, direct or indirect, at corruption or influence-peddling towards anyone.

Any involvement in money laundering operations is strictly prohibited. Transactions involving financial flows are recorded in accordance with international accounting standards and local standards. Transgene has financial policies and procedures in accordance with these standards and ensures that each of its entities complies with these rules. The Company's financial statements are also reviewed on an annual basis by certified Statutory Auditors. The terms of the contracts have been adapted, a risk mapping has been conducted and accounting controls are carried out.

The Anti-Corruption Code is available on the Transgene website.

An employee awareness campaign on the Anti-Corruption Code takes place every year. It serves as a reminder of the rules that our employees must respect in terms of gifts, signs of courtesy, hospitality, entertainment, specific rules applicable to healthcare professionals, etc.

Alert and reporting system

Transgene enables employees and external stakeholders to report, in particular, serious breaches in terms of integrity, Human Rights and Fundamental Freedoms, occupational health and safety, via a secure website (ethics hotline), with their hierarchy or with ethics contacts specifically designated for this purpose.

No reports were collected in 2024.

Personal data protection

Transgene is committed to protecting personal data and respecting privacy. We ensure our compliance with the rules on the protection of personal data (in particular the GDPR) and have implemented a compliance program consisting of processes and measures to ensure optimal protection of personal data. Transgene has a Data Protection Officer.

An internal policy containing the Transgene principles relating to the processing of personal data (data privacy) was formalized and distributed internally. Awareness training on compliance with ethical principles and legal and regulatory requirements on this subject must be carried out by all employees.

In addition, the general external policy on the protection of personal data was updated in 2022 and is available on the Transgene website.

Lastly, the Group's Internal Control Department is responsible for coordinating the assessment of the implementation of the entire compliance program, including the program relating to the protection of personal data.

Tax matters

The Company follows a responsible tax policy and respects the local and international rules that apply to it.

Transgene policies

In addition to the aforementioned codes, Transgene **has defined Internal rules of procedures and a set of policies** covering the following aspects:

- fight against moral harassment and sexist actions, discrimination and stereotyping of disabilities;
- conflicts of interest;
- purchases;
- personal data protection;
- employees' inventions;
- hygiene, health, safety and environment;
- prevention of insider trading/management of privileged information;
- ESG;
- information technology;
- business travel.

Preventing cybersecurity risks

The daily use of computers, mobile devices and web applications brings a risk of cybercrime. Transgene has assessed these risks and implemented measures to prevent them, as far as possible.

Transgene employees are the first line of defense against cybercrime. Training and awareness-raising actions take place regularly.

The following measures are in place:

- email filtering system to screen out unwanted email;
- regular backup of our data (disaster recovery) and permanent update of the Company's backup platform;
- regular updates and integration of corrective patches to limit the risk of attacks on IT systems;
- several levels of security to protect strategic infrastructures;
- IT infrastructure penetration testing and regular security assessments;
- formalized emergency procedures;
- a Data Protection Officer (DPO) and a GDPR working group with contacts, to ensure the security and processing of personal data in accordance with the regulations in force;
- IT equipment usage charter;
- regular awareness raising regarding cybersecurity issues; and
- IT security and information-systems usage charter attached to the rules of procedure.

Internal control procedures and risk mapping

Transgene relies on internal resources and on multidisciplinary initiatives developed by Institut Mérieux for all its companies operating in different businesses in order to guarantee compliance with a common vision of ethics and compliance.

Internal control procedures are described in Chapter 7 of this document. They cover in particular legal and regulatory compliance, risk management, the pharmaceutical control environment and financial and accounting information.

The operational risk mapping process was updated and discussed in the Audit Committee in 2024, leading to the implementation of corrective actions plans.

4.3 COMMITMENT TO PATIENTS

Transgene acts to promote patient health and safety

As a public health player, Transgene puts the patient, and more broadly public health, at the heart of its action.

Our commitments focus on the fight against cancer through research and development of innovative therapies. These therapies stimulate the immune defenses of patients in order to specifically target cancer cells.

Transgene is committed to the R&D process to enable the design of new drug candidates with the potential to be integrated into the therapeutic arsenal of tomorrow.

Transgene's drug candidates are developed to provide benefits to patients and to respect their safety and that of those around them (caregivers, families, etc.). The Company has no products on the market.

Transgene ensures that all of its activities comply with national, European and U.S. Regulations and meet strict quality, safety and efficacy requirements.

Transgene is committed to protecting the health of all by taking into account upstream the bioethical implications of its biomedical research activities.

R&D at the heart of our mission

Transgene's drug candidates are based on innovative technologies and target complex areas for which there are significant medical needs. As a result, obtaining very promising preliminary results does not mean that subsequent clinical trials will confirm these encouraging results. The risk of project failure is inherent in the business of Transgene and companies in the sector.

Transgene coordinates and carries out several activities, including several clinical trials. These trials can take several years and require both careful planning and strategic direction. Transgene has teams and committees dedicated to the implementation, monitoring and evaluation of its preclinical and clinical developments.

In 2024, Transgene dedicated €34.3 million to R&D expenses. 70% of the workforce was dedicated to R&D in 2024.

Clinical trials conducted in the interest of patients and in compliance with regulations and human rights

To effectively meet the therapeutic needs of cancer patients, Transgene conducts clinical trials of its drug candidates in Europe and the United States.

Clinical trials are defined in coordination with Key Opinion Leaders (KOLs): oncologists nationally and internationally recognized for their contribution to improving patient care.

This dialogue allows us to initiate clinical trials as closely as possible to the expectations of clinicians and patients while creating a network of KOLs, who can then be involved in the treatment of patients included in clinical trials and the presentation of clinical trial results.

In addition, the stability of the teams working with the clinical sites is a key factor in the trust established between them and the Company.

The ongoing clinical trials have all received authorizations from national health authorities and have been validated by several entities ensuring compliance with patients' rights according to procedures that vary depending on the country and clinical sites (Patient Protection Committee, Ethics Committee, etc.).

In order to obtain these authorizations, Transgene complies with all regulations in force and with a high level of requirements, both for the design and conduct of clinical trials and for the production of doses of drug candidate intended for patients.

For example, the European Medicines Agency (EMA), the Agence nationale de sécurité du médicament et des produits de santé (ANSM) (French medicines agency), the Food and Drug Administration (FDA) in the United States and other regulators enforce compliance with stringent conditions for clinical trials and for the manufacture, development and even transport of products.

The Company's clinical trials for its drug candidates are conducted in strict compliance with the rules of ethics. Each patient signs an informed consent form to join a trial protocol. Cancer patients included in Transgene trials do not receive any compensation for their participation. They are free to leave the clinical trial at any time and without justification.

In addition, Transgene has an internal team dedicated to pharmacovigilance, which processes safety information from clinical trials in compliance with regulations.

For the Company's products to be marketed, they must receive a marketing authorization issued by the health authorities of the various territories in which they will be distributed.

Transgene's products and services aim to offer significant clinical benefits to its customers (particularly pharmaceutical companies) and patients. It is therefore essential to provide them with accurate, transparent and objective information on these products and services. This information is shared in accordance with applicable laws, regulations and industry codes.

Transgene regularly receives questions and requests from patients and their families. Transgene undertakes to ensure that all such requests receive a response from the medical team, in compliance with confidentiality obligations.

The Company provides educational content about its drug candidates on its website.

Clinical batches produced in compliance with pharmaceutical standards

Transgene is committed to providing clinicians and patients in its clinical trials with products that fully comply with pharmaceutical regulations.

At its Illkirch-Graffenstaden site (France), the Company has a pilot manufacturing area dedicated to the production of small clinical batches (for Phase I and II trials) in accordance with Good Manufacturing Practices (GMP). This site is in charge of producing doses for patients included in the clinical trials of TG4050 (myvac®). It has also been designed to enable the production of small batches of drug candidates from the Invir.IO® platform for its clinical trials or those that its partners may conduct.

These activities present risks inherent to the quality of the products but also to the impossibility of supplying a sufficient number of doses. These manufacturing risks are mainly prevented through Quality Control and Quality Assurance functions, which monitor and audit the Company's processes.

- Quality Control assesses the efficacy of manufacturing processes to ensure compliance with specifications and limitations, and to assess the compliance of incoming materials, as well as components, containers, sealing and packaging processes, labeling, materials used in the production process and completed batches of drug candidates;
- Quality Assurance involves the systematic and independent review of all documents and activities related to clinical trials. This is done through audits of production sites (in the event that production is outsourced), suppliers or systems and procedures, as well as inspections.

These two functions make it possible to check the quality of manufacturing and controls, avoid any interruption in the supply chain and deliver products on schedule.

Other measures are in place, including:

- **regular and preventive maintenance** measures, regular upkeep and replacement of key equipment;
- a **business continuity plan** including an internal crisis management and business recovery team;
- **annual** quality and safety **audits**.

The pilot production site received an ANSM inspection in 2023 and was certified as compliant with current standards.

The measures in place create a solid infrastructure that meets the requirements of pharmaceutical companies. **In particular, audits carried out by our partners concluded that our practices complied with their specifications**.

Research of more predictive preclinical models and animal welfare

Due to the practical and ethical issues associated with human experimentation, animal models have been essential in cancer research. However, the average successful transition rate from animal models to clinical trials for cancer is less than 8%. Animal models are limited in their ability to mimic the extremely complex process of carcinogenesis, physiology and cancer progression in humans. Therefore, the safety and efficacy identified in animal studies are generally not translated into human trials.

Animal models can be an important source of information in vivo, but other translational approaches have emerged that could eventually replace the link between in vitro studies and clinical applications.

In this context, Transgene is developing an in vitro platform using biopsies of cancer patients to reconstruct microtumors in vitro. This approach to complex model reconstruction in vitro combining tumors and the immune system of patients opens up new perspectives in terms of developing new targeted therapeutic approaches.

These new organ-on-chip models are also part of the "reduce, refine, replace" approach. The Company has an internal Ethics Committee responsible for evaluating preclinical trials. For its animal models, it selects AAALAC accredited partners (Association for Assessment and Accreditation of Laboratory Animal Care International), who comply with ethics legislation, have an animal welfare structure, an independent Ethics Committee and have social and enrichment programs. These structures may also implement programs for the reclassification of animals when study conditions permit. Transgene regularly conducts on-site audits with the partners concerned.

In the same vein, Transgene is developing alternative cell models for the production of its drug candidates.

4.4 COMMITMENT TO OUR PARTNERS

Transgene has customers, suppliers and partners all over the world. The Institut Mérieux group's global network of suppliers and partners is a major asset for Transgene and the Group. Transgene is keen to forge strong and mutually beneficial relationships with responsible suppliers and partners.

The purchases policy ensures compliance with fair practices. It establishes long-term relationships of trust, monitoring and partnership with our suppliers and service providers. The strength of our collaborations also helps encourage our partners to adopt their own ESG approach.

Transgene has implemented processes and controls to prevent corruption risks.

All employees must familiarize themselves with and apply the Transgene Anti-corruption Code and undertake to report any fraudulent practices.

Transgene also has access to an online database to verify whether the third parties with which it works or wishes to engage are considered at risk in terms of corruption.

4.4.1 Subcontracting and suppliers

Consideration of social and environmental issues in the procurement policy

The Company has established a code of ethics that all suppliers must adhere to. This document is available on the Company's website, in the Contacts/Purchases section.

According to these principles, suppliers and partners must, among other things:

- comply with all laws and regulations in their countries of operation;
- refuse to participate in any corrupt activities or money laundering;
- avoid and eliminate anti-competitive practices;
- follow the applicable international trade legislation;
- take responsibility for the health and safety of their employees;
- respect fundamental human rights, including the prohibition of child labor, the prohibition of human trafficking and all other cruel, inhuman or degrading practices;
- comply with labor law and legislation abolishing child labor;
- authorize employees' freedom of engagement and association;
- act in accordance with international standards and laws on environmental protection.

Selection of suppliers and fair treatment of partners

Transgene seeks to collaborate with diversified firms that can present their products, services and expertise. They may be small firms, run by women, minorities, veterans or people with disabilities.

The selection of suppliers is based on price, quality, delivery conditions, diversity criteria and reputation. It also takes into account their respect for responsible business practices in terms of ethics and the environment.

CROs and subcontractors in charge of clinical batch production

The Company makes significant use of the services of companies specializing in the conduct of clinical trials and related services, known as CROs (Contract Research Organizations) for most of its clinical trials. The Department of Medical and Regulatory Affairs oversees that these subcontractors perform the services properly. Control management ensures that subcontractors are within budget and the Quality Assurance Department checks for quality.

These providers operate within a strictly regulated framework that aims to ensure the quality of the clinical trials conducted and are audited by the Company's Quality Assurance group.

The Company may also use subcontracting for the manufacturing of certain of its batches of drug candidates used for clinical trials. The Responsible Pharmacist, who is the Director of Quality Assurance, closely oversees the services provided by these subcontractors.

Compliance of subcontractors working for and/or in the Company in relation to their social obligations to personnel involved in the Company is part of their specifications.

Supplier payment terms

As of December 31, 2024, 99% of unpaid invoices are due within 30 days (see Chapter 7).

4.4.2 Interaction with healthcare professionals

Essential to Transgene's success, healthcare professionals play an important role in developing products and services, conducting clinical trials and helping patients use their solutions.

Transgene and its employees and representatives must never offer or provide anything to a healthcare professional (gift, donation, remuneration, hospitality) that would improperly influence their prescriptions, recommendations, purchases or supplies of products or services. All interactions with healthcare professionals must be based on a legitimate professional motive, relate to the practice of the beneficiary's profession and comply with the amounts set by law. What may be accepted as commercial or civic practice in other fields may be inappropriate for a healthcare professional. Where required by law, any transfer of value from Transgene to a healthcare professional must be authorized and/or declared to the government and professional bodies (e.g. the Order of Physicians).

All of our links with healthcare professionals are available on the www.transparence.sante.gouv.fr website administered by the French General Health Directorate.

Transgene has a policy governing interactions with professionals, covering several aspects, of which:

- compliance with transparency obligations regarding agreements signed, remuneration paid and benefits granted to healthcare professionals in France (physicians, healthcare institutions, associations);
- compliance with the rules laid down by the French National Council of the Order of Physicians, which, since October 1, 2020, provides for the approval of contracts and amounts paid by pharmaceutical industry players and doctors.

An internal audit is conducted twice a year by the Corporate Secretary, in coordination with the medical affairs departments and the Finance Department, to randomly check that transactions requiring a transparency declaration are accessible on the Transparence Santé (Health Transparency) official website.

4.4.3 Fair practices

Transgene has every interest in promoting a business sector with trustworthy practices. Most national and regional economic systems advocate free competition as the most beneficial way for consumers. The fairness of Transgene's relations with its suppliers and competitors fosters the trust of its stakeholders and facilitates their work.

In line with its Code of Conduct and the regulations applicable in Europe and the United States, Transgene condemns anti-competitive practices, including industrial espionage, price agreements and non-compliance with confidentiality obligations.

4.5 COMMITMENT TO OUR EMPLOYEES

Our employees are what drives Transgene. The Company believes that they are its main resource for achieving its objectives.

In addition to complying with legal and regulatory constraints, the Company wants to help improve working conditions and develop the skills of our employees, two important performance drivers. Our commitment is to serve everyone, to maintain a dynamic, open and friendly working environment.

Transgene's ESG approach is a participatory approach in which employees actively propose and carry out various actions. Transgene's ESG approach involves everyone.

Transgene ensures that human rights are respected in all of its activities.

4.5.1 Social issues

Transgene has 165 employees (103 women and 62 men) based in France as of December 31, 2024.

TOTAL NUMBER AND BREAKDOWN OF WORKFORCE BY GENDER AND AGE

Data specific to the Company: employees present as of December 31, 2024 – France

	Dec. 31, 2022	Dec. 31, 2023	Dec. 31. 2024
Under 25 years old	11	9	8
25 to 39 years old	57	50	63
40 to 49 years old	39	44	43
50 years old and over	61	55	51
TOTAL	**168**	**158**	**165**
Managers	112	110	109
Non-managers	40	40	47
Other statuses (doctoral students, apprentices)	16	8	9
TOTAL	**168**	**158**	**165**
Permanent contract	146	141	144
Fixed-term contract	6	9	12
Other (doctoral students, apprentices)	16	8	9
TOTAL	**168**	**158**	**165**
Men	62	59	62
Women	106	99	103
TOTAL	**168**	**158**	**165**

All employees located in France are covered by the National Collective Bargaining Agreement for the pharmaceutical industry.

4.5.1.1 Quality of life at work

Well-being at work is part of Transgene's DNA, and each year it leads numerous initiatives intended to create and maintain a pleasant, convivial and appealing working environment.

Promoting collective initiatives

The size and mindset of Transgene's teams enable employees to contribute to the daily life of the Company. This participative commitment is reflected in the implementation of actions that promote both individual initiatives and a collective spirit.

Offering good working conditions

The offices have been designed to combine the fluidity of exchanges within and between the teams.

Ergonomic equipment is available to employees and training/awareness-raising on the prevention of musculoskeletal disorders and working on a screen is carried out.

The Health, Safety and Environment (HSE) and Human Resources departments and HR are the first contact point for any questions relating to working conditions.

Transgene encourages employees to comment on their working conditions, particularly during departmental, laboratory or team meetings, during information meetings (collection of questions before and during the meeting), in the context of working groups or cross-functional meetings.

Sharing knowledge and bringing the Transgene culture to life

A particularly innovative company, Transgene has many experts among its employees. They are regularly invited to present their occupation, their missions and the progress of their projects to all employees.

Transgene encourages researchers and medical teams to present the results of their research at local, national or international congresses, and to publish scientific articles whenever possible. Transgene also promotes membership in learned societies such as the American Society of Clinical Oncology (ASCO), the Society for ImmunoTherapy of Cancer (SITC), the European Society for Medical Oncology (ESMO), the American Society for Biochemistry and Molecular Biology (ASBMB), the Société de Biologie de Strasbourg (SBS) and the European Organ-on-Chip Society (EUROoCS).

Since 2020, Transgene has been taking part in the Women in Science Day alongside Institut Mérieux companies. Each year, a Transgene researcher highlights her career path.

Transgene regularly organizes meetings and convivial activities allowing employees to meet and discuss informally (shared buffet, annual party, internal competitions, theme days – safety, disability, teambuilding).

Sport at work and living spaces

The premises are located in the Parc d'Innovation in Illkirch-Graffenstaden, near the Neuhof forest. This location is a prime area for outdoor sports activities, such as running and walking.

Transgene has a bicycle shed to encourage employees to use this mode of transport. For several years now, the Company has been taking part in "Au Boulot à Vélo" challenge and regularly tops the podium with more than 10,000 km covered in one month by around fifty participants. For several years now, it has been taking part in the La Strasbourgeoise race event.

Showers and changing rooms are available for athletes.

The building has a cafeteria, an ideal space for lunch, and several living and break areas. Transgene has developed green spaces to allow meals to be taken outside, on the outskirts of a grove left in its natural state.

Work-life balance

Since it was founded, the Company has striven to adopt numerous measures that help balance its employees' work and private lives:

- part-time work by choice involved 24 people in 2024, including 1 male manager, 18 female managers and 5 female non-managers (24 people in 2023 including 1 male manager, 18 female managers and 5 female non-managers);
- maternity and paternity leave at full pay;
- the granting of two paid half-hours per day for breast-feeding up to six months after maternity leave;
- the financing of five places at the neighboring daycare (cost of €77,622 in 2024);
- a two-hour leave of absence at the start of the school year for each child, from kindergarten to French grade six inclusive;
- the granting, since 2024, of days or half-days dedicated to family caregivers.

Remote working

In order to promote work-life balance and following an employee survey (78% employee response rate), Transgene set up a pilot project on remote working in 2019. This project made it possible to set up the necessary tools and infrastructure and to adapt management practices.

On September 1, 2020, an agreement on regular and occasional remote working came into force. Transgene also has a practical guide for remote workers and managers. Training on remote working best practices was offered to employees.

The Company had 55 regular remote workers (a fixed 1-2 days per week) in 2024 (60 in 2023) and 65 occasional remote workers (68 in 2023).

Organization of working time

Internal agreements on the organization of working time provide for working hours of 37 hours and 40 minutes per week and nine days of reduced working hours for non-managers and an annual fixed rate of 215 days for managers with nine days of additional time off.

Several agreements are in force:

- for employees on a fixed day rate:
  - work on Sundays, at night or on a public holiday, if needed,
  - monitoring the organization of work by means of a self-declarative monthly statement of rest periods, completed by employees and validated by the N+1 and HR in the event of anomaly,
  - measures to reduce any anomalies: remote working, recovery days, lighter workloads,
  - annual interview for those on a fixed day rate to deal with the question of the use of digital technologies, workload and balance between professional and family responsibilities;
- for employees who work on an hourly basis:
  - working overtime and exceptional hours worked at night, on weekends and on public holidays.

The Company has signed additional agreements covering all employees (excluding senior managers):

- right to disconnect;
- best practices charter for the use of digital tools;
- internal communication actions on work-life balance;
- travel agreement setting the rest compensation for employees traveling (conferences, etc.) outside working hours;
- on-call duty (maintenance, animal care, quality assurance);
- work ordered on weekends and public holidays falling on weekdays.

Quality of life at work and working conditions survey

Transgene proposes to conduct an anonymous survey of its employees on a regular basis to measure their perception of quality of life at work and of working conditions (QLW) and to identify possible areas for improvement.

With a participation rate of 74%, the survey conducted in 2024 revealed a high level of employee satisfaction in terms of (QLW) 4.04 / 5) and a strong level of commitment (4.55/5). Actions are underway to improve understanding of the strategy at all levels of the organization.

This initiative will be repeated in 2025.

4.5.1.2 Attracting, retaining and developing talent

Recruitment

In order to onboard new arrivals quickly and efficiently, Transgene has various measures in place, including a personalized induction program, complemented by internal training and follow-up meetings during the first months.

HIRES AND DEPARTURES

For the period from January 1, 2024 to December 31, 2024 (including apprenticeship and professionalization contracts and doctoral students)

Hires	29 (including 12 fixed-term contracts and 3 apprentices)
Departures	20 (including 4 fixed-term contracts and 2 apprentices)

NB: *the following indicators were based on a full-year workforce (129 employees in 2024).*

Attractive remuneration

Transgene has a compensation program based on international standards.

The payroll for 2024 amounted to €16.2 million. (€15.6 million in 2023, €15.8 million in 2022).

Employees benefit from collective guarantees that exceed legal and contractual provisions:

- supplementary health insurance to benefit from better coverage of healthcare costs, including alternative medicine;
- "Transgene for me": free medical and psychological teleconsultation, telemedicine and social assistance services;
- supplementary pension: fully covered by the employer for non-managers and half-covered for managers and equivalents. This plan was converted into a Mandatory Retirement Savings Plan (PERO) in 2021;
- renegotiation of employee benefits contracts;
- free share award plans covering Transgene employees on open-ended and fixed-term contracts (2021-2023 three-year plan approved in May 2021 and annual free share plan approved in June 2024 providing for the grant of 1,500,000 shares staggered over three years);

- modernization of existing employee savings plans in 2021, 2022 and 2025:
  - implementation of a PERO to accommodate sums allocated to supplementary pensions (the former "Article 83") and untaken rest days, This system will evolve in 2025 to diversify financial funds (ESG-certified) and integrate new services,
  - overhaul of the Company Savings Plan (PEE) to offer a more attractive plan, with the implementation of an employer contribution in 2021. Since 2022, this contribution has been made on a permanent basis. The contribution was revalued on January 1, 2025,
  - amendment to the profit-sharing agreement signed in 1993,
  - agreement on the implementation of a profit-sharing mechanism in 2022.

COMPENSATION AND CHANGES OVER TIME

The following table shows the breakdown of average gross annual compensation (wages/salary and bonuses) in euros for men and women for 2022, 2023 and 2024 (excluding Executive Committee and doctoral students):

Classification according to France's National Collective Bargaining Agreement for the pharmaceutical industry

		3	4	5	6 non-managers	6 managers**	7	8	9
2024	Men	N/A	35,189	43,848	NC*	41,927	56,361	79,424	NC*
	Women	NC*	31,166	43,790	49,358	46,512	59,505	80,555	104,364
2023	Men	N/A	32,660	41,449	NC*	39,832	55,154	78,650	NC*
	Women	NC*	29,860	43,393	47,524	43,832	56,887	74,484	100,887
2022	Men	N/A	30,818	39,382	NC*	40,295	52,974	77,973	NC*
	Women	NC*	27,757	40,423	45,572	43,207	54,898	70,604	NC*

* *NC: data not provided for confidentiality reasons; fewer than 3 employees are covered by this classification.*

** *Excluding doctoral students.*

After an analysis of remuneration, there is no overall significant difference in salary between men and women. Any differences observed are attributable to length of service in a small workforce or to specific jobs.

Absenteeism

The absenteeism rate was 5.41% in 2024, compared to 3.02% in 2023. Excluding absences linked to long-term illness, the absenteeism rate stood at 3.63% in 2024 (1.83% in 2023).

Training

Training policies implemented

The level of initial training is high (approximately 60% of employees have a higher education of the type BAC +5 and above). Continually maintaining employees' knowledge and skills at the highest level of technology is a necessity to maintain the Company's competitiveness. To preserve and develop this human capital, the Company devotes considerable effort to continuing training (4.68% of payroll in 2022, 4.38% in 2023 and 4.22% in 2024) and to the development of knowledge and know-how, including through a policy of sending people to leading, internationally recognized conferences and seminars and through numerous collaborations within the scientific community, an extensive and constantly updated document base.

The Company also pays special attention to safeguarding its competencies through the transmission of knowledge, such as through hosting work-study programs, offering internships and offering in-house training.

4 doctoral students, 5 apprentices, 4 end-of-study interns and 10 second- and third-year interns were welcomed in 2024 (6 doctoral students, 12 apprentices, 9 end-of-study interns and 13 ninth-grade and tenth-grade interns in 2023). In the event of a job opening corresponding to their profile, they will be given priority review.

Total number of hours of training

3,033 hours were dedicated to occupational training in 2024 (1) (2,850 in 2022 and 2,723 in 2023). 60% of employees completed at least one training course in 2024 (96% in 2022 and 67% in 2023) (1).

(1) This change is due to internal ESG awareness-raising training provided to all employees.

Internal mobility

Transgene encourages professional mobility within occupations (skills development) and to new businesses (cross-functional development). An individual performance and development interview with the N+1 is held every year for all employees, followed by a professional interview with the manager every three years (or with HR after a long leave). An internal development committee meets every year to review and issue an opinion on individual professional development requests.

Employees moving to another Mérieux Group entity retain their length of service and the free shares from which they benefit.

4.5.1.3 Open social dialogue

Social dialogue takes place in accordance with the French Labor Code. The members of the Social and Economic Committee (CSE) were elected for the first time in February 2018. The renewal of the bodies took place in October 2022.

The CSE has defined in its regulations the creation of five commissions with distinct powers: the Health, Safety and Working Conditions Commission (CSSCT), the Mandatory Annual Negotiations (NAO) Commission, the Gender Equality Commission, the Training Commission and the Supplementary Healthcare & Insurance Commission.

At the request of the CSE, the Health, Safety and Working Conditions Commission was dissolved at the end of 2023 to deal the issues with the whole committee. These issues are therefore addressed at each ordinary meeting of the CSE (six times a year instead of four times a year).

The Economic, Social and Environmental Database (BDESE) includes all the data provided to employee representatives. It is accessible on the Company's intranet and is updated according to the schedule of deadlines defined by the parties.

Collective bargaining agreements

The Company undertook a number of discussions with its social partners, resulting in the signature of two agreements in 2024, 1 agreement 2023 and eight agreements in 2022:

- amendment No. 2 to the company savings plan (December 2024);
- company agreement on gender equality and quality of life at work applicable to the years 2024-2025-2026 (March 2024);
- agreement on the Value Sharing Bonus (PPV) (October 2023);
- amendment to the Company Savings Plan (May 2022);
- amendment to the agreement to extend the terms of office of the CSE (May 2022);
- incentive scheme agreement (June 2022);
- agreement on the scope of implementation of the CSE (September 2022);
- agreement on the use of electronic voting for the CSE elections (September 2022);
- pre-electoral memorandum of understanding for the CSE elections (September 2022);
- agreement on the Value Sharing Bonus (PPV) (October 2022);
- update of the rules of procedure and their annexes (November 2022).

Each year, the Company undertakes mandatory annual negotiations (NAO) leading to the signature of an additional agreement.

4

4.5.2 Non-discrimination

GENDER BREAKDOWN BY AGE

Employees as of December 31, 2024 – France

	Men	Women	Total
Under 25 years old	2	6	8
25 to 39 years old	30	33	63
40 to 49 years old	16	27	43
50 years old and over	14	37	51
TOTAL	**62**	**103**	**165**

Transgene's overall score on the Gender Equality Index for 2024 was 99/100 (95/100 in 2023 and 92/100 in 2022).

The average age of the workforce was 42.7 years at the end of December 2024 (43.8 years for women and 40.8 years for men). The average length of service is 11.45 years (13.2 years for women and 8.5 years for men). 31% of the workforce is 50 or over.

4.5.2.1 Equality between women and men

With regard to the analysis of the comparative situation between women and men at the end of 2022, the parties recognized that the situation in terms of professional equality was satisfactory overall. Any discrepancies observed are the subject of corrective measures. The parties signed a new agreement on March 20, 2024 for a period of three years in order to make sustainable the actions already in place and implement new actions relating to:

- professional promotion: fostering equal opportunities in terms of integration into internal channels (expertise and managerial);
- effective remuneration: to catch up on salaries where there is a gap noted for the same level of function, responsibility, skills, professional experience and performance;
- work-life balance/exercise of family responsibility: see 4.5.1.1;
- quality of life at work and working conditions.

Situation noted at Transgene:

- although Transgene's occupations have high female representation, we note that there is no significant overall evidence showing inequality between men and women. Any differences observed are attributable to length of service in a small workforce or by specific jobs;
- the Company's workforce is more female than male across most employment categories and classifications. However, the opposite is true for the Executive Committee. 40% of the members of the Board of Directors are however female;
- for many years, Transgene has implemented voluntary initiatives aimed at facilitating its employees' work-life balance (see 4.5.1.1).

4.5.2.2 Employment and integration of disabled workers

Transgene has been committed to the issue of integrating and retaining disabled workers in employment for several years now. At end 2021, the Company entered into a partnership with a specialist consultant to provide local support for employees on various topics: occupational health, disability, caregiver situation, etc.

Transgene appointed a Disability Correspondent within the Human Resources Department in 2022 to strengthen local support. Several employees used their services in 2023 and in 2024.

The Company benefits from measures defined in the pharmaceutical companies' collective agreement (Leem) of September 25, 2008, to promote the employment and retention in employment of people with disabilities, as amended by the Protocols of 2009, 2019 and 2022, and support from the branch organization, HandiEM, for the deployment of its disability policy.

Transgene has five employees declared RQTH in 2024 (seven employees in 2023 and five employees in 2022). The Company also uses several institutions and companies in the sheltered and adapted sector for various services.

The Company forged ahead with communications efforts to combat stereotypes on disabilities:

- it continued to arrange in-house consultations for all employees on health matters, on how companies accommodate illness and disabilities in the workplace and support for the recognition of disabilities. This ongoing effort, provided by a specialized company, makes it possible for any employee to broach freely and in confidence all questions about health at work. This consultation resulted in Recognition of the Quality of Disabled Worker (RQTH) for one person in 2023 and the renewal of five RQTH in 2022/2023;
- it raised employee awareness of disability and health at work during the European Week for the Employment of People with Disabilities: organization of the first DuoDay, followed by a conference with feedback on the theme of disability, webinars on caregivers and "Cancer & Work."

4.5.2.3 Fight against discrimination

The Company has implemented HR processes to ensure non-discriminatory and objective practices:

- recruitment:
  - Transgene ensures equal opportunities by advertising positions both internally and externally,
  - the non-discrimination policy (extracts from the French Labor Code) is displayed in the Company's reception area,
  - service providers with which Transgene works commit to non-discrimination through clauses in their contracts,
  - applications are assessed on the basis of candidates' skills and sent to N+1 according to a pre-determined skills and experience specification,
  - applicants are received for interviews by HR on N+1 if not N+2 and by the team in question,
  - managers are made aware of the principles of non-discrimination through the internal training course entitled "The essentials of employment law for managers";
- employment/promotions:
  - all the measures of the HR development policy implemented aim to objectify practices: defined criteria, personnel files based on practiced or observed skills, professional development committee and validation by the Management Committee,
  - in accordance with the Gender Equality agreement, the Professional Development Commission is an interdisciplinary structure with gender parity,
  - "Supporting and developing your team" awareness raising for managers during the professional interviews campaign in 2022;
- access to professional training:
  - the Training Commission has access to all data about trained employees (gender, status, classification) and has not identified any discriminatory practices;
- compensation:
  - since 2019, the company has undertaken to implement a salary catch-up process during the mandatory annual negotiations in the event of a gender pay gap observed within a category, in order to ensure career-long equal pay,
  - classification and salary adjustments and management awareness-raising have been implemented since 2020 with a view to harmonizing internal status.

4.5.2.4 Promotion and enforcement of the provisions of the fundamental conventions of the International Labour Organization

Respect for freedom of association and the right to collective bargaining

The Company declares that it strictly upholds the freedom of association of employees. The right to collective bargaining is exercised in its institutions within the framework defined by the French Labor Code.

Elimination of forced or compulsory labor

The Company has no operations in countries where such practices occur.

Effective abolition of child labor

The Company has no operations in countries where such practices occur.

4.5.3 Health and Safety

Transgene strives to prevent occupational illnesses and accidents. The purpose of the Company's security policy is to ensure the safety of people working within the Company and the protection of the Company's tangible and intangible assets.

To define, implement and improve this safety culture, the Company has a Health, Safety and Environment (HSE) department. The HSE team ensures that the rules and procedures are followed and organizes additional training. It is responsible for monitoring key indicators and regularly report on near-misses, incidents and accidents.

The 2024 annual prevention program was established at the beginning of the year, presented to the CSE and attached to the minutes of the meeting. All regulatory and mandatory actions have been completed along with additional improvement actions initiated by the Company. Partially completed or uncompleted actions have been carried over to the 2025 annual prevention program. An annual prevention report is prepared each year, detailing the key events of the previous year.

For many years, Transgene has been investing in actions to raise awareness and prevent risks in the Company, including commuting accidents.

The health and safety training plan defined for 2024 involved 488.5 hours of HSE training.

In 2024, Transgene's annual Occupational Health and Safety Day was held with a focus on psycho-social risk. A conference on this topic and workshops were organized.

4.5.3.1 High equipment and operating standards

The Company has made the mandatory declarations for its facilities. Technical checks and inspections of the facilities are carried out in accordance with the legislation in force.

The laboratories are designed and equipped both to protect the experiments being conducted from any outside contamination and to protect the employees from accidental exposure to potentially hazardous products.

The Company's operations are subject to pharmaceutical standards (Laboratory and Clinical Best Practices) and to the provisions of the French Environmental Code that refer to the confined use of genetically modified organisms. The Company's investments in the quality of its products have a safety and protection dimension, but are not necessarily recorded as specific costs related to this issue.

Transgene is also committed to training its staff. Staff have the necessary authorizations and training for the various safety needs related to their workstation.

4.5.3.2 Health, Safety and Working Conditions Commission

Occupational Health and Safety issues are dealt with at least once every two months in ordinary session of the Company's Social and Economic Committee (CSE). At each meeting, these issues are included in the minutes distributed to all staff, to the Occupational Medicine department and to the Labor Inspectorate.

The Social and Economic Committee makes periodic visits to the sites and facilities and may choose to hold extraordinary meetings following a serious accident or incident, or in the case of specific relocations, or new organizational measures that impact on employee health and safety. The procedures for serious and imminent danger were not called upon in 2024, 2023 and 2022.

WORKPLACE ACCIDENTS, FREQUENCY AND SEVERITY; OCCUPATIONAL DISEASES

Number of accidents (including on-site aid in the infirmary)	2022	2023	2024
Total Company accidents resulting in an entry in the infirmary logs or a report	13	20	30
Number of accidents reported	4	7	8
• of which, commuting accidents (home-workplace)	1	2	4
• workplace accidents	3	4	3
• travel accidents (away from the workplace)	-	1	1
Number of accidents with work stoppage	1	2	1
Number of travel accidents with work stoppage	-	1	-
Frequency rate (1)	3,964	12,164	4,170
Severity rate (2)	0.020	0.071	0.067

(1) Number of workplace accidents with stoppage (excluding during travel) multiplied by 1,000,000 and divided by the number of hours worked.

(2) Number of days lost due to temporary disability (excluding during travel) multiplied by 1,000 and divided by the number of hours worked.

No occupational illnesses were recognized in 2024 (as in 2023 and 2022). The employer did not file any reports indicating any processes that could cause occupational illnesses in 2024, as in 2023 and 2022.

4.6 COMMITMENT TO OUR SHAREHOLDERS AND INVESTORS

Through its various communication methods, Transgene provides a widely accessible documentary database that goes beyond regulatory requirements.

Its regular publications, as well as its participation in numerous events, ensure the transparency of its activities and results.

Institutional investors

In 2024, Transgene continued its efforts to raise its profile among institutional investors. Transgene therefore took part in conferences for institutional investors and organized roadshows in France, the United States and Europe (face-to-face and virtual).

Individual shareholding

Particular attention is paid to individual shareholders.

- individual shareholders can receive press releases directly by e-mail by registering on the Transgene website;
- a dedicated contact person answers their questions by e-mail and telephone;
- educational video materials were produced on our candidate drugs and our technologies and are available online.

Webcast replays are available on the Transgene website. Organized to answer questions about financial results or important announcements. Replays are available on the Transgene website.

Analyst coverage

Transgene ensures that its analyst coverage is as broad and diversified as possible.

This coverage is available on the Transgene website.

ESG rating

Transgene is monitored by several non-financial rating organizations, the list of which is available on its website.

4.7 COMMITMENT TO THE SOCIETY AND THE REGIONS

The Company has been based in Strasbourg since its creation. It strives to be active and present in its territories, promoting, whenever possible, suppliers and candidates from the Rhine valley (Alsace, Germany, Switzerland). Transgene's policy is to train young people and each year receives apprenticeship, professional training contracts, work-study and regularly doctoral students with the aim of training them.

4.7.1 Local, economic and social impact of the business

In employment and regional development

Since its inception in 1979, the Company's head office and most of its activities are located in Strasbourg and in its suburbs. As the French pioneer in genetic engineering, it has a strong local attraction, and provides professional opportunities for scientists, researchers and technicians in the life sciences.

On local or neighboring populations

The principal office of the Company is located in an area dedicated to scientific and technical activities, the Parc d'Innovation in Illkirch-Graffenstaden. There are therefore no immediate neighboring populations that its business could impact.

Neither the business nor the facilities of the Company create noise pollution.

4.7.2 Relationships with persons or organizations who have an interest in the Company's activities

Conditions for dialogue with such persons or organizations

The Company is active locally, albeit on an informal basis and through some of its employees, with various associations, universities, institutions or collective groups, including BioValley France (an association in favor of the development of activities related to life sciences in the Grand Est region) or Strasbourg Sud Développement, which carries out initiatives to promote employment in this sector.

Transgene is a member of professional associations such as France Biotech and Leem. It is also an SME member of Efpia. Transgene believes that it does not engage in lobbying activities.

Employees are encouraged to join learned societies (see Section 4.5.1.1 Sharing knowledge and bringing the Transgene culture to life).

Partnerships or sponsorships

To date, Transgene has not generated any profit. It therefore concentrates most of its financial resources on its research and development on innovative cancer therapies.

Whenever possible, and within its financial constraints, the Company supports initiatives related to its business and its regions.

Donation of laboratory equipment

Transgene regularly donates functioning laboratory equipment that is no longer in use to associations or educational institutions.

Cancer associations

Every year, Transgene takes part in La Strasbourgeoise, a race which raises funds for the fight against breast cancer. For 2024, Transgene renewed its support for the Les Petits Princes association, which enables children with long-term illnesses to make their dreams come true.

Local initiatives

Employees can participate, in a personal capacity, in local initiatives, publicized internally (collections, etc.).

Actions for young people

A link with the academic world

By definition, research and innovation is linked to the academic world. Many employees have personal links with universities from which they are graduates or nearby universities. They are encouraged to participate in higher education, to present what they do or to give courses.

Collective actions are organized. Each year, Transgene works with the Faculty of Pharmacy in Strasbourg to present its activities to students.

The Transgene Prize is awarded each year by the Société de Biologie de Strasbourg to a young doctor from the University of Strasbourg who has written an outstanding thesis in biology.

A link with youth employment

Transgene has set up a proactive policy to welcome young people into companies (work-study/apprenticeship students, internships – including third-year internships, doctoral theses). Depending on the profile sought, Transgene makes intern and work-study offers to regional universities. Each year, the Company also welcomes about ten students from Alsatian secondary schools for a corporate discovery internship.

Support for the "Our neighborhoods have talent" association: for several years, Transgene has been enabling its employees to sponsor a young graduate in the Grand Est region having difficulties finding a job.

4.8 COMMITMENT TO THE PLANET

Controlling its environmental impact in response to the climate emergency is a major and growing challenge for civil society.

Transgene believes that its environmental footprint is reduced due to its R&D activity. Currently, Transgene's activities do not include any commercial production or distribution which means that consumption of raw materials, releases into the environment or the emission of greenhouse gases remain limited. Transgene also operates within an extremely strict regulatory framework with which it complies.

Nevertheless, Transgene aims to further reduce its environmental impact and protect its natural resources. This involves sorting and recycling as much of its waste as possible or using green energy.

4.8.1 Preventing pollution

The drug candidates designed and developed by Transgene result from biological sciences (specifically, molecular and cellular biology) and use biotechnology processes (cell culture, purification processes, etc.) to enable a transition from laboratory work to the production of quantities of products controlled and approved for human clinical trials.

The processes to realize these products are extremely complex and require materials that present potential risks to individuals and the environment in the case of accidental exposure. These processes occur in controlled and contained zones.

The research laboratories are therefore designed and equipped both to protect the product during its development from any outside contamination and to protect the employees as they do their work from accidental exposure to potentially hazardous products.

Organization of the Company to take into account environmental issues

The Company believes that its research has very little impact on the environment, since operations relating to this activity take place in a confined environment. Transgene laboratories are not affected by the regulations on Installations Classified for the Protection of the Environment.

The impact of this activity on the environment is controlled in two ways:

- by strictly applying pharmaceutical quality standards that permit monitoring and tracking at all stages of activity (air testing and treatment, quality of materials used, controlled flow of materials and personnel, etc.) ; and
- by observing the environmental regulations in force with respect to aspects not directly imposed by those standards (classification of research in terms of the regulations on genetically modified organisms, confinement of operations, effluent and waste handling and treatment, etc.).

Training and information for employees

The Company regularly carries out actions to raise employee awareness of environmental issues, including waste sorting and reduction and lowering digital pollution.

Resources devoted to the prevention of environmental risks and pollution

The Company has a Health, Safety and Environmental Officer. In addition, research takes place in a confined environment and related resources and equipment (air treatment filters, microbiological safety cabinets, autoclaves, etc.) help prevent environmental risks.

Provisions and guarantees for environmental risks

The Company has made no provisions or guarantees of this kind.

4.8.2 Waste management

Prevention, reduction and repair measures for air, water and soil discharges that seriously affect the environment

The Company's research and development activity is conducted in a confined environment. This confinement is obtained through several levels of air treatment and controls including microbiological safety cabinets, air depressurization to prevent its exit, absolute filters on ventilation ducts, etc. All of its equipment is regularly maintained and checked.

The airtightness of cooling production facilities (cooling units, heat pumps, cooling rooms) is checked and ensured regularly by service providers.

Refrigerants, potentially hazardous to the environment, were replaced in 2020. In 2024, a leak of 11 kg of refrigerant was recorded and corrective action taken.

Prevention, recycling and waste disposal measures

The Company's activity generates various types of waste that require sorting for special treatment. It ensures, as far as possible, that the quantity is reduced.

The Company has entered into agreements with qualified service providers for removal and treatment in accordance with the standards and rules that govern these various categories.

In addition, the Company conducts separate sorting and removal of non-hazardous waste, paper, cardboard, plastic and can, and special waste requiring special precautions.

4.8.3 Sustainable use of resources

The Company launched its onsite production of small clinical batches, which has been ramping up since 2018. This new activity, and the work to commission and test the new production unit as well as the added workforce, has led to an increase in resource consumption since 2018.

Water use and water supply

The Company's activities involve the use of water. This use is directly related to changes in R&D projects and does not trigger relevant indicators.

The growth in water consumption between 2024 and 2023 is due to an increase in production activity in 2024 and the installation of several items of water-consuming production equipment.

The water used comes from the urban network and is discharged in accordance with regulations; there are no specific supply constraints in the Grand Est region.

Despite the low volumes of water consumed in absolute terms, in the event of a ban on water consumption, Transgene could be forced to suspend its production and research activities.

WATER *(in m3)*

Year	Volume	Change
2022	4,771	+22.9%
2023	2,113	-55.7%
2024	2,759	+30.6%

Energy consumption, measures to improve energy efficacy and use of renewable energy

The equipment in the research laboratories and the facilities for producing clinical batches run exclusively on electricity. There is a very strict equipment maintenance plan to ensure optimal energy consumption.

The laboratory and office building, delivered in 2008, took into account the challenges of reducing energy costs within the scope of existing technologies at the time. It is equipped with heat pumps for heating and cooling and uses electricity for steam production.

Solar panels supply hot water to staff showers.

50% of the Company's electricity comes from renewable energy sources, purchased from the local supplier, Énergies de Strasbourg.

ELECTRICITY *(kWh)*

Year	Total	Change
2022	2,902,886	-2.3%
2023	2,806,256	-3.3%
2024	2,843,070	+1.3%

NB: *Consumption has been restated to reflect Transgene's consumption and exclude that of a tenant (pro rata 12% of the occupied surface area).*

Consumption of raw materials and measures to improve efficacy of their use

For a more responsible use of natural resources, the site's printers are configured to use recycled paper as a default setting.

4.8.4 Climate change

Transgene monitors climate risk as part of the corporate risk mapping drawn up by management and discussed annually by the Board of Directors. At Transgene this risk is generic, as Transgene's main activity – research and development in biotechnology – has neither a strong impact on the climate nor a specific climate dependency. Therefore, today, this risk is not perceived as sufficient to be listed among the risk factors established pursuant to Article 16 of the Prospectus Regulation (the risks that we consider to be the most relevant for investors) in Chapter 2 of this document.

Greenhouse gas emissions (total)

In 2024, Transgene carried out its carbon assessment for the second time. The company's total emissions are 2,381 metric tons of CO_2e (CO_2 equivalent) for the fiscal year 2023, excluding intellectual services on a clinical basis, i.e. approximately 15 tCO_2e / employee.

Direct greenhouse gas emissions (Scope 1)

Given its activities, Transgene's direct greenhouse gas (GHG) emissions are low, at 0.7% of the overall footprint (19 tonnes of CO_2e). This corresponds mainly to CO_2 used for cell cultures and the Executive Committee's vehicle fleet

Indirect greenhouse gas emissions (Scope 2)

Indirect GHG emissions represent 4% of the carbon footprint. More than 99% of them are linked to electricity consumption and generated in 2024: 97 tonnes of CO_2e using the location-based method and 67 tonnes of CO_2e using the market-based method.

Greenhouse gas emissions in the value chain (Scope 3)

Scope represents most of the carbon footprint (95.3%, 2,267 metric tons of CO_2e for 2023), with a significant amount of this being upstream (purchases made by Transgene). The main sources of emissions are related to the purchase of services, the building in Illkirch-Graffenstaden, the use of the machines operated by the company (manufacture of such equipment) and the purchase and shipment of raw materials. They also include commuting, business travel, and the shipping of our research or clinical samples.

Low Carbon trajectory (Paris Agreements)

To comply with the Paris agreements, emissions must reach 2,475 tonnes of CO_2 475e, i.e. around 16 tCO_2e / employee in 2030. Transgene has put in place an action plan to achieve this objective.

Adaptation to the impacts of climate change

The Company has no activity requiring special measures to adapt to climate change impacts.

Promotion of low-carbon mobility

Transgene encourages its employees to use public transport and alternative transport modes.

Transgene supports low-carbon mobility by encouraging its employees to adopt greener modes of transport, such as public transport, cycling and carpooling, for their commuting. The company was awarded the "Employer Pro-Velo" silver medal. In addition, it rolls out initiatives in collaboration with local authorities to promote carpooling, both within the company and between companies.

Four electric charging stations are available to employees using an electric vehicle.

Business travel

Whenever possible, Transgene recommends using environmentally friendly modes of transport, particularly for national trips, in Germany and in Switzerland.

CO_2 EQUIVALENT OF BUSINESS TRAVEL BY MODE OF TRANSPORT

CO_2 equivalent in metric tons – *By calendar year, reservations made with the Egencia travel agency*

	Plane	Train
2022	158.0	0.75
2023	202.3	0.86
2024	146.8	0.78

4.8.5 Measures taken to preserve or develop biodiversity

The Illkirch site is not located in an environmentally sensitive area. Transgene has a grove there. It has been left in its natural state. Newly planted trees in the landscaped areas favor local species, fruit and honey, which do not require watering at maturity. For many years, no phytosanitary treatment has been used on the site.

The environment around Transgene is rich in meadows and flowering trees that offer potential for the development of urban beekeeping. Transgene offers the ASAPISTRA beekeeping association a site on its land that hosts a teaching beehive for training and educational purposes. In agreement with its green space maintenance service provider, Transgene implements a reasoned management of these spaces, thus promoting an environmentally-friendly approach.

Transgene has not identified any impact of its activities or facilities on biodiversity. Transgene has not identified any risk in its activities inherent to a loss of biodiversity.

4.9 EUROPEAN GREEN TAXONOMY

4.9.1 About the taxonomy regulation

The European green taxonomy, provided for by EU Taxonomy regulation 2020/852 of June 18, 2020, is a system for classifying economic activities considered as environmentally sustainable by the European Commission based on scientific criteria. This regulation is the result of the sustainable finance action plan launched in 2018 by the European Commission to direct capital flows towards the activities it has identified as priorities based on their ability to contribute to one of the following six environmental objectives:

- climate change mitigation;
- climate change adaptation;
- sustainable use of water and marine resources;
- preventing pollution;
- circular economy; and
- protection and restoration of ecosystems.

An activity is considered "eligible" when it is described in the corresponding delegated regulations (concerning the two climate objectives, in Annexes I and II of the EU delegated regulation 2021/2139 of June 4, 2021, published on December 9, 2021).

In order to be considered sustainable within the meaning of the taxonomy, an "eligible" activity must be "aligned". An aligned activity meets the three criteria of Article 3 of the Taxonomy regulation:

- it contributes substantially to one of the six environmental objectives, i.e. meets the technical criteria specified in the delegated regulations;
- it does not hinder the other five objectives (principle of Do No Significant Harm); and
- it respects minimum social standards.

In accordance with the Taxonomy regulation and delegated regulations, in this report Transgene presents for fiscal year 2024, the share of eligibility of its activities for the first two environmental objectives relating to climate change: **mitigation** and **adaptation**. The other four objectives are not addressed, as the related delegated regulations have not yet entered into force.

In accordance with the Taxonomy regulation, the indicators to be published relate to (i) revenue, (ii) capital expenditure (CapEx), and (iii) operating expenses (OpEx) calculated on the basis of consolidated financial data.

4.9.2 Taxonomic indicators

The first assessment of Transgene's eligible activities was carried out on the basis of a detailed analysis of its various consolidated activities with regard to the activities described in the taxonomy.

Revenue

The Company has not identified any eligible revenue. Indeed, within the context of the first two objectives of mitigation and adaptation to climate change applicable at the date of this report, the European Commission has prioritized the business sectors that significantly contribute to greenhouse gas emissions at European Union level.

Transgene's main activity is research and development in biotechnology, for which the NAF code is 7211Z, corresponding to NACE code 72.1 (Research-development in biotechnology). This NACE code is not mentioned among the codes of the various eligible activities of the taxonomy. These activities are not considered in the taxonomic sense as having a substantial contribution with regard to these primary climate objectives and therefore are not a priority sector for the taxonomy.

Due to the lack of eligible revenue, investments and operating expenses related to activities contributing to revenue could not be classified as eligible. The analysis of eligibility for investments and operating expenses is therefore limited to "individual measures," which explains the low eligible amounts.

If necessary, Transgene will revise its valuation methodology and the resulting figures according to changes in regulations and their interpretation.

No revenue-generating activity of Transgene has been identified as eligible for the European green taxonomy, resulting in a ratio of revenue eligible for the European green taxonomy of 0%.

Data as of Dec. 31, 2024	Published revenue *(in € thousands)*	Eligible revenue	Revenue eligibility ratio
TOTAL	**35**	**0**	**0%**

Capital expenditure (CapEx)

Definition of the indicator

The eligible CapEx ratio referred to in the Taxonomy regulation is calculated by taking into account:

- **in the denominator:** capital expenditure including increases in property, plant and equipment and intangible assets and right-of-use assets for the year (before revaluation, depreciation and amortization and excluding changes in fair value) as well as increases related to business combinations.

  These are capital expenditures and increases in rights of use covered by the following IFRS standards: IAS 16 "Property, plant and equipment," IAS 38 "Intangible assets," IFRS 16 "Leases";

- **in the numerator:** capital expenditure:

  - in connection with an eligible activity, i.e. CapEx linked to assets or processes associated with a commercial economic activity eligible for the taxonomy,

  - in connection with assets or processes covered by a plan to develop the economic activities aligned with the taxonomy or to enable eligible economic activities to become aligned (hereinafter referred to as the "CapEx plan"), and

  - "individual" capital expenditures that enable target activities to become low-carbon or lead to greenhouse gas reductions, including economic activities listed in delegated regulations provided that these measures are implemented and operational within 18 months.

Results

Due to the non-eligibility of its activities, Transgene's eligible CapEx (i) do not include CapEx directly related to its activities and (ii) only concern CapEx implemented under "individually sustainable measures," as defined by the Taxonomy regulation, aimed at reducing greenhouse gas emissions.

With regard to capital expenditure relating to individual measures, the review of Transgene's activities, and in particular of ongoing projects, identified several activities giving rise to capital expenditure. **The share of investment expenditure eligible for the European green taxonomy is 1.0%** for fiscal year 2024 out of a total of €3,234 thousand (this amount corresponds to the increases in fixed assets in the Company's consolidated financial statements). This concerns individual measures relating to the activities listed in the table below.

Data as of Dec. 31, 2024	CapEx *(in € thousands)*	Eligible CapEx	CapEx eligibility ratio
TOTAL	**3,234**	**32**	**1.0%**

Detail of individual measures giving rise to eligible CapEx

- activity 7.3 Installation, maintenance and repair of energy-efficiency equipment and, in particular:

  - in terms of lighting for buildings and the replacement of filament bulbs with energy-efficient LEDs, as well as the introduction of consumption monitoring and the modification of equipment to reduce consumption,

  - installing glass partitions contributes to improving the energy efficacy and comfort of workspaces. By promoting the natural transmission of light, these partitions reduce the use of artificial lighting, thus reducing energy consumption. In addition, when combined with reinforced insulation glazing, they contribute to the thermal optimization of spaces, limiting heat loss in winter and reducing air conditioning requirements in summer.

Operating expenses (OpEx)

Definition of the indicator

The eligible OpEx ratio referred to in the Taxonomy regulation is calculated by taking into account:

- **at the denominator:** non-capitalizable direct costs covering R&D, short-term leases, upkeep, maintenance and repair of assets, building renovation measures as well as any other expenses related to the daily maintenance of assets;
- **in the numerator:** operating expenses:
  - in connection with an aligned activity, i.e. OpEx linked to assets or processes associated with an economic activity eligible for the taxonomy,
  - in connection with activities in the process of being aligned, and
  - in connection with "individual" measures enabling the target activities to become low-carbon or lead to reductions in greenhouse gases.

Income (loss)

Due to the non-eligibility of its activities, Transgene's eligible OpEx (i) do not include OpEx directly related to its activities and (ii) only concern OpEx implemented under "individually sustainable measures," as defined by the Taxonomy regulation. Transgene has examined the definition of the denominator relating to operating expenses presented in point 1.3.2 of Appendix I of delegated regulation 2021/2139 as well as the FAQs published by the European Commission on February 11, 2022 (question 11), specifying the eligible operating expenses. The taxonomy OpEx are negligible.

In accordance with the Taxonomy regulation, as taxonomy OpEx is not material, the Company has not calculated the share of eligibility for this indicator.

The portion of operational expenditure eligible for the European green taxonomy is considered non-material.

Data as of Dec. 31, 2024	OpEx *(in € thousands)*	Eligible taxonomy OpEx	OpEx eligibility ratio
TOTAL	**42,012**	**NON-MATERIAL**	**EXEMPTION**

4.9.3 Key performance indicators

TABLE 1: SHARE OF REVENUE FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – INFORMATION FOR YEAR N

				Substantial contribution criteria					
Economic activities (1)	Code(s) (2)	Absolute revenue (3)	Share of revenue (4)	Climate change mitigation (5)	Adaptation to climate change (6)	Aquatic and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)
		(in € thousands)	%	%	%	%	%	%	%
A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY									
A.1 Environmentally sustainable activities (aligned with taxonomy)									
Revenue from environmentally sustainable activities (aligned with taxonomy) (A.1)		-	-	%	%	%	%	%	%
A.2 Activities eligible for taxonomy but not environmentally sustainable (not aligned with taxonomy)									
Revenue from activities eligible for taxonomy but not environmentally sustainable (not aligned with taxonomy) (A.2)		-	-						
Total (A.1 + A.2)		**-**	**%**						
B. ACTIVITIES NOT ELIGIBLE FOR THE TAXONOMY									
Revenue from activities not eligible for taxonomy (B)	7211Z	35	100%						
TOTAL (A + B)		**35**	**100%**						

European green taxonomy

Does Not Significantly Harm (DNSH) criteria										
Climate change mitigation (11)	Adaptation to climate change (12)	Aquatic and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum guarantees (17)	Share of revenue aligned with taxonomy, year N (18)	Share of revenue aligned with taxonomy, year N-1 (19)	Category (Enabling activity) (20)	Category (transitional activity) (21)
YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	%	%	M	T
							%			
							%			

	Proportion of revenue/ total revenue	
Objectives	Eligible by objective	Aligned with objective
Climate change mitigation	%	%
Climate change adaptation	%	%
Sustainable use and protection of water and marine resources	%	%
Transition to a circular economy	%	%
Pollution control	%	%
Protection and restoration of biodiversity and ecosystems	%	%

TABLE 2: SHARE OF CAPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – INFORMATION FOR YEAR N

				Substantial contribution criteria					
Economic activities (1)	Code(s) (2)	CapEx (3)	Share of CapEx (4)	Climate change mitigation (5)	Adaptation to climate change (6)	Aquatic and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)
		(in € thousands)	%	%	%	%	%	%	%
A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY									
A.1 Environmentally sustainable activities (aligned with taxonomy)									
CapEx from environmentally sustainable activities (aligned with taxonomy) (A.1)	7211Z	32	1.0%	%	%	%	%	%	%
A.2 Activities eligible for taxonomy but not environmentally sustainable (not aligned with taxonomy)									
CapEx from activities eligible for taxonomy but not environmentally sustainable (not aligned with taxonomy) (A.2)		-	%						
Total (A.1 + A.2)		**132**	**12%**						
B. ACTIVITIES NOT ELIGIBLE FOR THE TAXONOMY									
CapEx from activities not eligible for taxonomy (B)	7211Z	3,202	99%						
TOTAL (A + B)		**3,234**	**100%**						

Does Not Significantly Harm (DNSH) criteria										
Climate change mitigation (11)	Adaptation to climate change (12)	Aquatic and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum guarantees (17)	Share of revenue aligned with taxonomy, year N (18)	Share of CapEx aligned with taxonomy, year N-1 (19)	Category (Enabling activity) (20)	Category (transitional activity) (21)
YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	%	%	M	T
							%			
							%			

	Proportion CapEx / Total CapEx	
Objectives	Eligible by objective	Aligned with objective
Climate change mitigation	1.0%	1.0%
Climate change adaptation	%	%
Sustainable use and protection of water and marine resources	%	%
Transition to a circular economy	%	%
Pollution control	%	%
Protection and restoration of biodiversity and ecosystems	%	%

TABLE 3: SHARE OF OPEX CONCERNING PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – INFORMATION FOR YEAR N

				Substantial contribution criteria					
Economic activities (1)	Code(s) (2)	OpEx absolute (3)	Share of OpEx (4)	Climate change mitigation (5)	Adaptation to climate change (6)	Aquatic and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)
		(in € thousands)	%	%	%	%	%	%	%
A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY									
A.1 Environmentally sustainable activities (aligned with taxonomy)									
OpEx from environmentally sustainable activities (aligned with taxonomy) (A.1)		Non -material	%	%	%	%	%	%	%
A.2 Activities eligible for taxonomy but not environmentally sustainable (not aligned with taxonomy)									
Revenue from activities eligible for taxonomy but not environmentally sustainable (not aligned with taxonomy) (A.2)		Non -material	%						
Total (A.1 + A.2)		**Non -material**	**%**						
B. ACTIVITIES NOT ELIGIBLE FOR THE TAXONOMY									
OpEx from activities not eligible for taxonomy (B)	7211Z	42,012	100%						
TOTAL (A + B)		**42,012**	**100%**						

	Does Not Significantly Harm (DNSH) criteria										
	Climate change mitigation (11)	Adaptation to climate change (12)	Aquatic and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum guarantees (17)	Share of CapEx aligned with taxonomy, year N (18)	Share of OpEx aligned with taxonomy, year N-1 (19)	Category (Enabling activity) (20)	Category (transitional activity) (21)
	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	%	%	M	T
									%		
									%		

	Proportion Opex / total Opex	
Objectives	Eligible by objective	Aligned with objective
Climate change mitigation	%	%
Climate change adaptation	%	%
Sustainable use and protection of water and marine resources	%	%
Transition to a circular economy	%	%
Pollution control	%	%
Protection and restoration of biodiversity and ecosystems	%	%

4.10 METHODOLOGICAL NOTE

Transgene has not been required to publish a statement of non-financial performance as the Company has fewer than 500 employees but it voluntarily publishes its ESG reporting.

From 2027, Transgene will be required to prepare a sustainability report under the Corporate Sustainability Reporting Directive. In the meantime, Transgene is gradually setting up reporting under the green taxonomy (see Section 4.9, supra).

Methodologies for reporting social, safety and environmental indicators are likely to have certain limitations inherent in the practicalities of collecting and consolidating such information.

Unless otherwise indicated, the information provided below concerns the Company (Transgene) located in France and its subsidiary Transgene UK Ltd (wholly owned) located in the United Kingdom and which employs one employee. Its wholly-owned US subsidiary (Transgene, Inc.) is a dormant company.

Figures are provided for the fiscal years 2022, 2023 and 2024 only when such figures are relevant.

Social indicators

For the social indicators, the calculations were made using the workforce as of December 31, 2024, namely 165 employees of Transgene, in France. Since January 2024, the Group has employed one employee in its British subsidiary.

Total workforce

Employees on a permanent, temporary or work-study employment contract with Transgene and Transgene Ltd (UK) as of December 31, 2024, are counted in the total workforce. Trainees and temporary staff are excluded. Transgene Inc. (U.S.) is dormant and has no employees.

Hires and departures

Temporary contracts are included in the reporting of this indicator. The following are excluded from the reporting for both hires and departures: the conversion of temporary employment contracts to permanent ones when the end of the prior contract coincides with the start of the new contract.

Rate of absenteeism

It refers to the ratio of the number of working hours missed (illness, workplace accidents and commuting accidents) to the number of hours worked.

Number of hours worked

This indicator covers the activities located in France for the period from January 1 to December 31, 2024.

The number of hours worked is taken from the payroll summary and is used to calculate the rate of absenteeism.

Gender Equality index

The Commission on Professional Equality was involved in choosing the approach to categorizing the eligible workforce for calculating the first Gender Equality Index (by classification rather than socio-professional grouping).

Safety indicators

Frequency rate and severity of accidents with work stoppage

The frequency rate of accidents with work stoppage equals the number of accidents with work stoppage of greater than or equal to one day occurring during a twelve-month period per million hours worked. The severity rate of workplace accidents is equal to the number of days lost due to temporary disability, excluding commuting accidents, occurring during a period of twelve months per thousand hours worked. Commuting accidents from the home to the workplace are excluded from the calculation of these indicators.

The hours used to calculate the frequency and severity rates are taken from the annual declaration of social data (abbreviated to DSN), in the specific workplace accidents section.

Environmental indicators

Unless otherwise indicated, the information provided below concerns the Company (Transgene) located in France, where the activity is mainly carried out in its establishment located in Illkirch-Graffenstaden as well as its wholly-owned subsidiary Transgene UK Ltd located in the United Kingdom. Its US subsidiary Transgene, Inc. is dormant and is not included in the indicators in this report. Figures are provided for the fiscal years 2022, 2023 and 2024 only when such figures are relevant.

The indicators on water consumption only cover the activities in the building housing the registered office, the administrative and regulatory activities and the R&D labs at the facility in Illkirch-Graffenstaden (France).

Carbon footprint

To calculate its carbon footprint, Transgene used the WeCount platform, as part of an initiative coordinated by Leem. Where possible, Transgene has directly integrated measures in CO_2 equivalent (physical approach). Most of the purchases of services and goods were processed using a monetary equivalence scale, in the absence of any figures provided by the service providers. These conversion factors are based on the Ademe Carbon Base.

CO_2 equivalent of business travel by mode of transport

The data comes from the Egencia Analytics Studio dashboard, provided by the travel agency Egencia. The CO_2 Emissions Workspace uses a proprietary algorithm from Egencia based on industry standards to track CO_2 emissions. These standards were developed by the UK Department for the Environment, Food and Rural Affairs (DEFRA), and are considered by regulators as reference standards for estimating CO_2 emissions.

5

ANNUAL FINANCIAL STATEMENTS AS OF DECEMBER 31, 2024

5.1 CONSOLIDATED FINANCIAL STATEMENTS AND NOTES

5.1.1 Consolidated financial statements

Consolidated balance sheet, IFRS

ASSETS

(in € thousands)	*Notes*	DEC. 31, 2024	DEC. 31, 2023
CURRENT ASSETS			
Cash and cash equivalents	2	16,670	15,666
Other current financial assets	2	-	-
Cash, cash equivalents and other current financial assets	**2**	**16,670**	**15,666**
Trade receivables	3	1,186	778
Other current assets	4	2,812	1,540
Assets available for sale		-	-
Total current assets		**20,668**	**17,984**
NON-CURRENT ASSETS			
Property, plant and equipment	5	14,293	12,314
Intangible assets	6	62	80
Non-current financial assets	7	931	1,347
Other non-current assets	8	6,220	13,492
Total non-current assets		**21,506**	**27,233**
TOTAL ASSETS		**42,174**	**45,217**

LIABILITIES AND EQUITY

(in € thousands)	*Notes*	DEC. 31, 2024	DEC. 31, 2023
CURRENT LIABILITIES			
Trade payables		9,500	4,545
Current financial liabilities	9	181	1,332
Provisions for risks and current expenses	10	726	494
Other current liabilities	11	3,577	3,671
Total current liabilities		**13,984**	**10,042**
NON-CURRENT LIABILITIES			
Non-current financial liabilities	9	10,215	15,963
Provisions for risks and non-current expenses		-	255
Employee benefits	12	2,771	3,345
Other non-current liabilities	11	-	-
Total non-current liabilities		**12,986**	**19,563**
Total liabilities		**26,970**	**29,605**
EQUITY			
Share capital	13	66,147	50,426
Shares premiums and reserves		89,234	71,588
Retained earnings		(105,760)	(83,432)
Profit/(loss) for the period		(33,971)	(22,328)
Other comprehensive income/(loss)		(446)	(642)
Total equity attributable to the Company's shareholders		**15,204**	**15,612**
TOTAL LIABILITIES AND EQUITY		**42,174**	**45,217**

CONSOLIDATED INCOME STATEMENT, IFRS

(in € thousands, except for per-share data)	*Notes*	DEC. 31, 2024	DEC. 31, 2023
Government financing for research expenditure (Research tax credit)	14	6,046	6,450
Revenue from collaborative and licensing agreements	14	35	1,184
Other revenue	14	272	266
Operating income		**6,353**	**7,900**
Research and development expenses	15	(34,278)	(29,588)
General and administrative expenses	15	(7,761)	(6,987)
Other expenses	15	28	(1,372)
Operating expenses		**(42,011)**	**(37,947)**
Operating income/(loss)		**(35,658)**	**(30,047)**
Financial income/(loss)	16	1,687	7,719
Income/(loss) before tax		**(33,971)**	**(22,328)**
Income tax expense	17	-	-
NET INCOME/(LOSS)		**(33,971)**	**(22,328)**
Basic earnings per share *(in €)*	13	(0.29)	(0.22)
Diluted earnings per share *(in €)*	13	(0.29)	(0.22)

OTHER COMPONENTS OF COMPREHENSIVE INCOME, IFRS

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Net income/(loss)	**(33,971)**	**(22,328)**
Foreign exchange gains/(losses)	3	(7)
Revaluation of hedging instruments	-	3
Other elements of comprehensive income/(loss) subsequently restated as income	**3**	**(4)**
Actuarial gains/(losses) on employee benefit provision	193	(188)
Other elements of comprehensive income/(loss) subsequently non-recyclable as income, net of taxes	**193**	**(188)**
Other comprehensive income/(loss)	**196**	**(192)**
NET COMPREHENSIVE INCOME/(LOSS)	**(33,775)**	**(22,520)**
Of which, attributable to parent company	(33,775)	(22,520)
Of which, non-controlling interests	-	-

CASH FLOW STATEMENT, IFRS

(in € thousands)	*Notes*	DEC. 31, 2024	DEC. 31, 2023
CASH FLOW FROM OPERATING ACTIVITIES			
Net income/(loss)		(33,971)	(22,328)
Cancellation of financial income/(loss)		(1,687)	(7,719)
Elimination of non-cash items			
Provisions		(492)	506
Depreciation	5, 6	1,281	1,572
Share-based payments	15	568	290
Other		-	73
Net cash generated from/(used in) operating activities before change in working capital and other operating cash flow		**(34,301)**	**(27,606)**
CHANGE IN OPERATING WORKING CAPITAL REQUIREMENTS			
Current receivables and prepaid expenses	22	(543)	2,722
Research tax credit	14	7,188	(6,489)
Other current assets	4	(685)	303
Trade payables	22	4,911	(2,466)
Prepaid income	11	(23)	(944)
Other current liabilities	11	(95)	(191)
Net cash flow generated by/(used in) operational activities		**(23,548)**	**(34,671)**
CASH FLOWS FROM INVESTING ACTIVITIES			
(Acquisitions)/disposals of property, plant and equipment	5	(3,066)	(2,667)
(Acquisitions)/disposals of intangible assets	6	(9)	(79)
(Acquisitions)/disposals of non-consolidated equity securities		-	14,345
Disposals of other financial assets		-	22,641
Other (acquisitions)/disposals	7	(131)	332
Net cash used in investing activities		**(3,206)**	**34,572**
CASH FLOWS FROM FINANCING ACTIVITIES			
Net financial income/(loss) proceeds	16	(293)	(298)
Gross proceeds from the issuance of shares		-	-
Share issue costs		(158)	-
Conditional subsidies		-	-
Advance on current account	9	36,150	12,859
Repayment of current account advance	9	(7,500)	-
Financial leases and change in lease obligations	9	(1,240)	(1,192)
Net cash generated from/(used in) financing activities		**26,959**	**11,369**
Exchange rate differences on cash and cash equivalents		799	(7)
Net increase/(decrease) in cash and cash equivalents		**1,004**	**11,263**
Cash and cash equivalents at beginning of period		15,666	4,403
Cash and cash equivalents at end of period		**16,670**	**15,666**
Investments in other current financial assets		-	-
CASH, CASH EQUIVALENTS AND OTHER CURRENT FINANCIAL ASSETS		**16,670**	**15,666**

STATEMENT OF CHANGES IN EQUITY, IFRS

	Common shares							
(in € thousands)	Number of shares	Share capital	Share premiums	Reserves	Retained earnings	Other comprehensive income/ (loss)	Income/ (loss) for the period	Total attributable to the Company's shareholders
As of December 31, 2022	**100,204,071**	**50,102**	**70,813**	**808**	**(50,628)**	**(450)**	**(32,804)**	**37,841**
Increase of share capital	-	-	-	-	-	-	-	-
Free share awards	648,671	324	53	(377)	-	-	-	-
Share-based payments	-	-	290	-	-	-	-	290
Liquidity contract	-	-	-	1	-	-	-	1
Income/(loss) for the previous period	-	-	-	-	(32,804)	-	32,804	-
Income/(loss) for the period	-	-	-	-	-	-	(22,328)	(22,328)
Foreign exchange gains/ (losses)	-	-	-	-	-	(7)	-	(7)
Actuarial gains/(losses) on employee benefit provision	-	-	-	-	-	(188)	-	(188)
Interest rate swap	-	-	-	-	-	3	-	3
Net comprehensive income/(loss)	**-**	**-**	**-**	**-**	**-**	**(192)**	**(22,328)**	**(22,520)**
As of December 31, 2023	**100,852,742**	**50,426**	**71,156**	**432**	**(83,432)**	**(642)**	**(22,328)**	**15,612**
Increase of share capital	30,898,876	15,449	17,393	-	-	-	-	32,842
Free share awards	542,314	271	(406)	134	-	-	-	-
Share-based payments	-	-	568	-	-	-	-	568
Liquidity contract	-	-	-	(44)	-	-	-	(44)
Income/(loss) for the previous period	-	-	-	-	(22,328)	-	22,328	-
Income/(loss) for the period	-	-	-	-	-	-	(33,971)	(33,971)
Foreign exchange gains/ (losses)	-	-	-	-	-	3	-	3
Actuarial gains/(losses) on employee benefit provision	-	-	-	-	-	193	-	193
Interest rate swap	-	-	-	-	-	-	-	-
Net comprehensive income/(loss)	**-**	**-**	**-**	**-**	**-**	**196**	**(33,971)**	**(33,775)**
AS OF DECEMBER 31, 2024	**132,293,932**	**66,147**	**88,711**	**522**	**(105,760)**	**(446)**	**(33,971)**	**15,203**

5.1.2 Notes to the consolidated financial statements (in € thousands, unless otherwise indicated)

Foreword

The consolidated financial statements of Transgene (the "Company") as of December 31, 2024, were prepared in accordance with the principles and methods defined by IFRS (International Financial reporting Standard) as adopted by the European Union. They were approved by the Board of Directors on March 27, 2025, and will be subject to the approval of the General Assembly.

Transgene is a biotechnology company that designs and develops targeted immunotherapy products against cancers.

Transgene is consolidated in Compagnie Mérieux Alliance (17 rue Bourgelat, 69002 Lyon, France).

The consolidated financial statements include:

- the balance sheet and statement of comprehensive income (including the income statement);
- the cash flow statement;
- the statement of changes in equity; and
- the notes to the financial statements.

NOTE 1 ACCOUNTING PRINCIPLES

Accounting standards

The accounting principles used to prepare the consolidated financial statements are in accordance with IFRS standards and interpretations as adopted by the European Union as of December 31, 2024.

NEW STANDARDS/AMENDMENTS APPLICABLE FOR FISCAL YEARS STARTING ON OR AFTER JANUARY 1, 2024 IN EUROPE

Standard/Interpretation	Date of application per IASB (fiscal years beginning on or after)	Date of expected European Union application (at the latest for the fiscal years beginning on or after)
Amendment to IFRS 16: Lease liability in a sale and leaseback	Jan. 1, 2024	Jan. 1, 2024
Amendment to IAS 1: Presentation of financial statements, classification of liabilities as current or non-current, and non-current liabilities with covenants	Jan. 1, 2024	Jan. 1, 2024
Amendment to IFRS 7: Financial instruments, supplier financing arrangements;	Jan. 1, 2024	Jan. 1, 2024
The IFRIC IC interpretation of March 2024 on the impact of greenhouse gas reduction commitments on the recognition and estimation of provisions (IAS 37).	Jan. 1, 2024	Jan. 1, 2024

These amendments and decisions had no impact on the Company's financial statements as of December 31, 2024.

Transgene has chosen not to apply in advance the standards, amendments and interpretations adopted or in the process of being adopted by the European Union, but whose early application would have been possible as an interpretation of existing texts, and which will come into force after December 31, 2024, in particular:

OTHER STANDARDS/AMENDMENTS PUBLISHED AS OF DECEMBER 31, 2024

Standard/Interpretation	Date of application per IASB (fiscal years beginning on or after)	EU application date (at the latest for financial years beginning on or after)
Amendment to IAS 21: No currency convertibility	Jan. 1, 2024	Jan. 1, 2025
Amendment to IFRS 9 and IFRS 7: Contracts referencing electricity dependent on natural factors	Jan. 1, 2025	Jan. 1, 2026
Amendment to IFRS 9 and IFRS 7: Amendments impacting the classification and measurement of financial instruments	Jan. 1, 2025	Jan. 1, 2026
Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7 resulting from annual improvements to IFRS	Jan. 1, 2025	Jan. 1, 2026
IFRS 18: Financial Statements: Presentation and Disclosure	Jan. 1, 2025	Jan. 1, 2027
IFRS 19: Subsidiaries with no public disclosure obligation: disclosure	Jan. 1, 2025	Jan. 1, 2027

The Company does not expect the application of these standards to have a significant impact. There are no standards, amendments and interpretations published by the IASB whose application is mandatory for fiscal years beginning on or after January 1, 2024, but have not yet been approved at the European level (and whose early application is not possible at the European level) that would have a significant impact on the consolidated financial statements.

Basis of preparation of financial statements

The consolidated financial statements were prepared in accordance with the general IFRS principles: fair presentation, going concern, accrual basis of accounting, consistency of presentation and materiality.

The going concern principle was adopted, as the Company estimates that it will be able to meet its cash requirements over a period of at least 12 months after the closing date of the financial statements, on the basis in particular of:

- its available cash and cash equivalents at December 31, 2024;
- the current account advance agreement entered into with TSGH in September 2023 and amended on March 27, 2024, and then on March 27, 2025 (see Note 9);
- of its net cash consumption forecasts for fiscal years 2025 and 2026.

In addition, the parent company TSGH has formalized its commitment by signing a letter of support, attesting to its intention to support the Company in the pursuit of its activities and to provide it, if necessary, with the required financial support to honor its commitments until the end of April 2026.

Transgene's management made estimates and assumptions in preparing the financial statements in accordance with IFRS, which may have an impact on the assets and liabilities, and the reported amounts of income and expenses for the financial period. Actual results may be significantly different from these estimates and assumptions.

The main estimates and assumptions that could impact the Company's financial statements concern the conditional advances under the ADNA program (see Note 9).

In view of the Group's business, management considers that the fixed assets form part of a single cash-generating unit. At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. In the presence of such a presumption, or when annual impairment testing is required for an asset, the Company makes an estimate of the recoverable amount of the asset. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. The recoverable amount is determined on an individual basis unless the asset generates cash inflows that are largely dependent on other assets or groups of assets. An impairment is recognized when the asset's carrying amount is higher than its recoverable amount. Its carrying amount is then written down to its recoverable amount. The value in use corresponds to the estimated future cash flows, discounted at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The financial statements are presented in thousands of euros which may lead to apparent differences in rounding that are not factual.

Basis of consolidation

The consolidated financial statements include the accounts of Transgene and its wholly-owned subsidiaries, Transgene, Inc. and Transgene UK Ltd., whose registered offices are in Waltham, Massachusetts (United States) and London (United Kingdom) respectively. These companies are consolidated. Intragroup balances and transactions are eliminated in consolidation, together with intragroup profits included in the carrying amount of assets.

Presentation of the consolidated income statement

The consolidated income statement is presented by function: research and development expenses and general and administrative expenses (Notes 14 to 16).

Account conversions of foreign subsidiaries

The currency used by the Company for the preparation of the consolidated financial statements is the euro.

The financial statements of Transgene, Inc. are prepared in US dollars.

The accounts of Transgene UK Ltd. will be drawn up in pounds sterling.

The balance sheets of Transgene, Inc. and Transgene UK Ltd. have been converted into euros using the exchange rate at the reporting date and in the income statement using the exchange rate of the month of accounting. Differences arising from conversion are recognized in other comprehensive income.

Foreign currency transactions

In accordance with IAS 21 "Effects of changes in foreign exchange rates", transactions carried out in a foreign currency are translated at the exchange rate on the transaction date. Exchange rate differences resulting from differences between the transaction recording date and the payment date are recognized under the corresponding headings in the income statement (sales and purchases in the case of commercial transactions). Debts and receivables denominated in foreign currencies are translated at the closing rate of December 31, 2024, with the resulting translation differences recognized in profit (loss) at the end of the fiscal year.

At the reporting date, foreign currency cash and cash equivalents, receivables and payables are converted into euros at the exchange rate on the reporting date. The resulting translation differences are recognized in the income statement.

Transgene did not use any foreign exchange risk hedging instruments in 2023 and 2024.

Current assets

Cash and cash equivalents

Transgene's cash reserves are invested mainly in low volatility and highly liquid, highly rated mutual funds (net asset value known daily). They are classified as cash equivalents and valued at their fair value under equity because these investments correspond to bank accounts and time deposit accounts.

Receivables

Trade receivables are recognized at amortized cost, which corresponds to their transaction value. All trade receivables are impaired when they are recorded, in the amount of losses expected at maturity.

Other current assets

Prepaid expenses are measured at their nominal value, and the other current assets are initially recognized at cost and are subsequently measured at the lower of cost and net realizable value.

Assets available for sale

IFRS 5 establishes the accounting treatment applicable to assets held for sale. A fixed asset, or a group of directly related assets and liabilities, is considered to be held for sale when its carrying amount will be recovered primarily through a sale. For this to be the case, the asset must be available for immediate sale and its sale must be highly probable. These assets or groups held for sale are valued at the lower of their carrying amount and fair value net of selling costs.

Non-current assets

Property, plant and equipment

Property, plant and equipment is measured at cost less accumulated depreciation and any accumulated impairment losses, in accordance with the benchmark treatment under IAS 16.

Straight-line amortization is recognized based on the useful life of the asset by the Company, using the following periods:

Type of asset	Period of depreciation
Buildings	20 years
Fixtures and fittings	10-20 years
Machinery and equipment (machinery and laboratory equipment)	5-15 years
Office equipment and furniture	5-10 years
IT equipment	3-5 years

Fixed asset elements and their residual value are accounted for in the depreciation if the value thereof is deemed significant.

Property, plant and equipment is tested for impairment whenever there is an indication that their recoverable amount may be less than their carrying amount.

Intangible assets

Straight-line amortization is recognized based on the useful life of the asset by the Company, using the following periods:

Type of intangible asset	Period of depreciation
Computer software and licenses	1-5 years
Patents acquired	5 years

Purchased intangible assets

Intangible assets consist of the acquisition costs of software and intellectual property licenses that are capitalized and amortized over their useful lives. The elements of intellectual property acquired are recognized as assets in accordance with IAS 38.

Internally developed intangible assets

Research expenses are expensed in the income statement in the fiscal year in which they are incurred.

Development costs incurred for the development of pharmaceutical products are capitalized when the requirements of IAS 38 are met. Given the nature of its products, the Company believes that the six criteria set out in IAS 38 "Intangible assets" are deemed to be met only at the time of the filing of an application for marketing authorization (MA). The development expenses capitalized will be appropriately amortized over their useful life. No Company product received a MA in 2024.

Patents and licenses acquired in connection with internal R&D projects are also recognized according to an identical principle. They are recognized as an expense during the research phase and are capitalized during the development phase when IAS 38 criteria are met.

Financial assets

Financial assets consist of:

- guarantee deposits related to the disposals of receivables from the R&D tax credit to, or financing of receivables by, a financial institution;
- non-consolidated equity securities without significant influence.

The value of non-consolidated equity securities without significant influence is measured at fair value through income (loss). This valuation is periodically reviewed at each reporting date. Any impact resulting from this periodic valuation is recognized in the income statement.

Other financial assets are recorded at amortized cost.

Deferred taxes

Transgene uses the balance sheet method for recognizing deferred taxes. Using this method, deferred taxes are calculated on the basis of the temporary differences between the tax values and the carrying amount of assets and liabilities presented in the balance sheet.

Deferred taxes are evaluated using the liability method, on the basis of the tax provisions and tax rates applied when these differences invert.

Deferred tax assets are recognized for all deductible temporary differences, as well as for unused tax loss carry-forwards, carryback credits and other tax credits when it is probable that sufficient taxable profit shall be available against which the unused tax losses or unused tax credits can be used. Their posting is limited to the amount of deferred tax liabilities.

Deferred tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that a taxable profit will be available to allow the deferred tax asset to be used. To assess the likelihood that taxable income will be available, consideration was given to the history of the results of previous fiscal years, forecasts of future results, non-recurring items not likely to recur in the future and the entity's fiscal policy. As a result, assessing the probability that unused tax losses or tax credits can be used involves a degree of judgment on the part of management.

Deferred taxes on items recognized directly in equity or in other comprehensive income are also recorded in equity and in other comprehensive income without affecting the income statement.

Current liabilities

Provisions for risks and expenses

Provisions are recorded to cover contingencies and expenses arising in the course of our business.

Non-current liabilities

Conditional advances

Conditional advances are only reimbursed if the research and development projects that they finance are successful, according to criteria set out in advance with the financing body. They are recognized under long-term financial debt in accordance with IFRS 9.

Conditional advances received as part of the ADNA program are recorded according to IFRS 9, based on discounted expected future reimbursements. Repayment of these advances is conditional on reaching a certain income threshold with TG4001 and will be made in a fixed and predetermined amount during the following five years, then in proportion to the income of this product until a repayment ceiling is reached or in 2035.

The Company evaluates at each closing date the direct and indirect income linked to the product to estimate future cash flows from the reimbursement of advances. These incomes are evaluated based on an updated business plan for this product and by a applying a comparable rate for this type of debt. The impact of this regular re-estimate is recorded in Net financial expenses at the end of the fiscal year.

The main assumptions reviewed in the product business plan are as follows:

- Schedule for the development and marketing of the product.
- Probability of success of the clinical phases.
- Targeted market and market penetration rate, treatment price.
- Schedule and financial terms of a development and marketing partnership (payment on signature, payment based on milestones, royalties).

Conditional advances received as part of the NEOVIVA program are recognized according to IFRS 9, based on discounted expected future reimbursements.

Employee benefits

In accordance with the prevailing laws and practices in France, Transgene offers certain benefits to ensure eligible employees receive a lump sum payment at the time of retirement (lump-sum retirement benefits). The Group's obligation under these defined benefit plans may be funded by plan assets consisting of various instruments, in line with the relevant government regulations.

The rights acquired by active staff are estimated using actuarial valuations based on the probability of death and continued employment by the Company, as well as expected future salaries. Commitments are valued using the projected credit unit method. The value of the commitments was calculated using the valuation method recommended by the IFRIC in its April 2021 decision on the allocation of service costs associated with a defined benefit plan.

Equity

Share issue costs

Capital increase expenses net of deferred tax where applicable are charged directly against the issuance premium, once the increase is completed.

Liquidity contract

The Company has access to a liquidity contract with a bank partner, making €500 thousand available. At closing date, treasury shares are restated as a deduction from equity. The profit/(loss) from the purchase and sale of treasury shares are taken directly to equity, net of tax.

Operating income

Government financing for research expenditure

Research tax credit

Certain research and development expenses in France are entitled to a research tax credit recognized at the end of the year in which the expense was recorded and the tax credit claimed. If it has not been used by allocation to an income tax expense, the tax credit may be redeemed in accordance with the tax provisions.

Research tax credits are recognized in the income statement under public funding for research expenses in accordance with IAS 20.

Research and development grants

Transgene receives government subsidies from local, national or regional bodies that cover all or part of the research and development on specific projects or topics. This assistance can take the form of subsidies or conditional advances.

Regarding subsidies, the Company recognizes on the income statement at the line public funding for research expenses the portion of subsidies due under the agreements based on the percentage of expenses incurred as of the reporting date.

Revenue from collaborative and licensing agreements

Revenue is recognized in accordance with IFRS 15. Under IFRS 15, revenue is recognized when the Company fulfills a performance obligation by supplying distinct goods or services (or a series of goods or services) to a client, i.e. when the client obtains control of these goods or these services. An asset is transferred when the client obtains control of this asset (or service).

Given the wide range of research and development opportunities in the therapeutic field, in addition to the fields in which the Company carries out research and development activities with its own scientific and financial resources, the Company concludes license and partnership agreements with third parties in certain specific fields that generate revenue. Therefore, each contract is analyzed, on a case-by-case basis, in order to determine whether it contains performance obligations towards the other party and, if so, to identify their nature in order to determine the appropriate recognition of the amounts that the Company has received or is entitled to receive from the other party, according to the principles of IFRS 15:

- development services rendered by the Company to create or improve the intellectual property controlled by the client, for which revenue would be recognized gradually, when the services are provided;
- transfer of control of the Company's intellectual property as it exists at the moment of sale, for which revenue is recognized at the time control is transferred;
- a license:
  - if it is considered to be a right to access the Company's intellectual property over the term of the agreement, the revenue is recognized over this period, or
  - if it is a right-of-use of the intellectual property of the Company as it exists at the time the right is transferred (in terms of form and functionality), revenue is recognized when the other party is able to use and benefit from the license.

Potential revenue from attainment of project milestones or royalties on sales is not recognized prior to reaching the milestone or the completion of the sale.

Research and development expenses

Research expenses are expensed in the income statement in the fiscal year in which they are incurred.

Development costs will be capitalized only when the requirements of IAS 38 are met.

The Company co-develops certain products with partners, including BioInvent and NEC. As such, the companies re-invoice their respective contributions to the project concerned, according to contractual terms. The Company recognizes these re-invoiced revenues/expenses as a reduction/increase in its research and development expenses, in accordance with IFRS 11.

Share-based payments

The Company has share-based compensation plans giving rise to equity instruments (stock options or free share grants). The fair value of services provided by directors and employees in exchange for the grant of these instruments is recognized in expenses with an offsetting entry in equity. The total recognized in expenses for the vesting period is determined relative to the fair value of the stock options or the bonus shares on the allocation date. The amount of the expense is measured based on the estimated number of employees that will meet the vesting conditions under the terms of the plan.

Earnings per share

Basic earnings per share are obtained by dividing the net income attributable to Company shareholders by the average weighted number of shares outstanding during the corresponding period (less shares intended to be awarded to employees as part of free share plans and treasury shares destined for stock market adjustment purposes).

Diluted earnings per share are obtained from the number of shares defined in basic earnings plus the weighted average number of potential shares to be issued and which would have a dilutive effect on earnings.

NOTE 2 CASH, CASH EQUIVALENTS AND OTHER CURRENT FINANCIAL ASSETS

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Cash	16,662	15,658
Cash equivalents	8	8
Cash and cash equivalents	**16,670**	**15,666**
Other current financial assets	**-**	**-**
TOTAL CASH, CASH EQUIVALENTS AND OTHER CURRENT FINANCIAL ASSETS	**16,670**	**15,666**
Impact of applying the fair value recognized in financial income to the income statement	-	-

Cash equivalents consist of a time deposit account.

NOTE 3 TRADE RECEIVABLES

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Total gross	1,186	778
Provisions for impairment	-	-
NET TOTAL TRADE RECEIVABLES	**1,186**	**778**

Trade receivables also include receivables from our co-development partners NEC for €777 thousand and BioInvent for €401 thousand as of December 31, 2024.

NOTE 4 OTHER CURRENT ASSETS

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Withholding of pre-financed RTC collateral	323	-
State-recoverable VAT and tax receivables	1,150	487
Advance payments and credit notes receivable	70	60
Employee benefit expense	83	67
Grant receivable	17	17
Prepaid expenses, current portion	1,016	857
Other current receivables	153	52
TOTAL OTHER CURRENT ASSETS	**2,812**	**1,540**

As of December 31, 2024, prepaid expenses correspond mainly to down payments on several contracts.

NOTE 5 PROPERTY, PLANT AND EQUIPMENT

(in € thousands)	DEC. 31, 2023	Increase	Transfer	Decrease	DEC. 31, 2024
GROSS CARRYING AMOUNT					
Land	584	77	(1,187)	-	1,848
Buildings and fixtures	3,238	1,226	14,961	(2)	19,423
Rights-of-use:	17,042	-	(16,148)		894
• Land	1,187	-	(1,187)	-	-
• Buildings and fixtures	14,961	-	(14,961)	-	-
• Equipment	894	-	-	-	894
Other	-	-	-	-	-
Laboratory equipment	10,291	1,773	2,227	(125)	14,166
Office and computer equipment	1,746	75	-	(40)	1,781
Assets in progress	2,227	83	(2,227)	-	83
Total gross carrying amount of property, plant and equipment	**35,128**	**3,234**	**-**	**(167)**	**38,195**
DEPRECIATION, AMORTIZATION AND IMPAIRMENT					
Buildings and fixtures	(1,219)	(218)	(11,794)	-	(13,231)
Rights-of-use:	(12,517)	(497)	11,794	-	(1,220)
• Buildings and fixtures	(11,794)	(352)	11,794	-	(352)
• Equipment	(723)	(145)	-	-	(868)
• Other	-	-	-	-	-
Laboratory equipment	(7,522)	(538)	-	196	(7,864)
Office and computer equipment	(1,556)	(71)	-	40	(1,587)
Total depreciation, amortization and impairment	**(22,814)**	**(1,324)**	**-**	**236**	**(23,902)**
NET BOOK VALUE OF PROPERTY, PLANT AND EQUIPMENT	**12,314**	**1,910**	**-**	**69**	**14,293**

The purchase option for the laboratory and office building was exercised in March 2024. Fixed assets and their depreciation have been reclassified from the right-of-use to the corresponding categories of fixed assets.

(in € thousands)	Dec. 31, 2022	Increase	Decrease	DEC. 31, 2023
GROSS CARRYING AMOUNT				
Land	584	-	-	584
Buildings and fixtures	2,677	577	(16)	3,238
Rights-of-use:	17,878	-	(836)	17,042
• Land	1,187	-	-	1,187
• Buildings and fixtures	14,961	-	-	14,961
• Equipment	1,730	-	(836)	894
• Other	-	-	-	-
Laboratory equipment	10,779	441	(929)	10,291
Office and computer equipment	1,722	76	(52)	1,746
Assets in progress	615	2,483	(871)	2,227
Total gross carrying amount of property, plant and equipment	**34,255**	**3,577**	**(2,704)**	**35,128**
DEPRECIATION, AMORTIZATION AND IMPAIRMENT				
Buildings and fixtures	(1,054)	(181)	16	(1,219)
Rights-of-use:	(12,495)	(852)	830	(12,517)
• Buildings and fixtures	(11,128)	(666)	-	(11,794)
• Equipment	(1,367)	(186)	830	(723)
• Other	-	-	-	-
Laboratory equipment	(8,004)	(486)	968	(7,522)
Office and computer equipment	(1,525)	(83)	52	(1,556)
Total depreciation, amortization and impairment	**(23,078)**	**(1,602)**	**1,866**	**(22,814)**
NET BOOK VALUE OF PROPERTY, PLANT AND EQUIPMENT	**11,177**	**1,975**	**(838)**	**12,314**

The depreciation expense for property, plant and equipment reported in Transgene's income statement breaks down as follows:

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Research and development expenses	1,300	1,489
General and administrative expenses	25	46
TOTAL DEPRECIATION EXPENSES FOR PROPERTY, PLANT AND EQUIPMENT	**1,325**	**1,535**

NOTE 6 INTANGIBLE ASSETS

(in € thousands)	DEC. 31, 2023	Increase	Decrease	DEC. 31, 2024
GROSS CARRYING AMOUNT				
Intangible assets	3,171	-	-	3,171
Intangible assets in progress	21	10	-	31
Total gross carrying amount of intangible assets	**3,192**	**10**	**-**	**3,202**
DEPRECIATION, AMORTIZATION AND IMPAIRMENT				
Intangible assets	(3,112)	(28)	-	(3,140)
Total depreciation, amortization and impairment	**(3,112)**	**(28)**	**-**	**(3,140)**
NET BOOK VALUE OF INTANGIBLE ASSETS	**80**	**(18)**	**-**	**62**

(in € thousands)	Dec. 31, 2022	Increase	Decrease	DEC. 31, 2023
GROSS CARRYING AMOUNT				
Intangible assets	3,138	39	(6)	3,171
Intangible assets in progress	13	40	(32)	21
Total gross carrying amount of intangible assets	**3,151**	**79**	**(38)**	**3,192**
DEPRECIATION, AMORTIZATION AND IMPAIRMENT				
Intangible assets	(3,074)	(46)	8	(3,112)
Total amortization and impairment of intangible assets	**(3,074)**	**(46)**	**8**	**(3,112)**
NET BOOK VALUE OF INTANGIBLE ASSETS	**77**	**33**	**(30)**	**80**

The depreciation expense for the intangible assets reported in Transgene's income statement breaks down as follows:

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Research and development expenses	20	39
General and administrative expenses	8	12
TOTAL DEPRECIATION EXPENSES FOR INTANGIBLE ASSETS	**28**	**51**

NOTE 7 NON-CURRENT FINANCIAL ASSETS

NON-CURRENT FINANCIAL ASSETS

(in € thousands)	DEC. 31, 2023	Increase	Change in fair value through the income statement	Decrease	DEC. 31, 2024
Fair value					
Non-consolidated equity securities without significant influence:	**210**	**-**	**-**	**-**	**210**
● Vaxxel SAS	210	-	-	-	210
Other financial assets	**1,137**	**642**	**-**	**(1,058)**	**721**
FAIR VALUE	**1,347**	**642**	**-**	**(1,058)**	**931**

(in € thousands)	Dec. 31, 2022	Increase	Change in fair value through the income statement	Decrease	DEC. 31, 2023
Fair value					
Non-consolidated equity securities without significant influence:	**210**	**-**	**-**	**-**	**210**
● Tasly BioPharmaceuticals					
● Vaxxel SAS	210	-	-	-	210
Other financial assets	**1,463**	**11**	**-**	**(337)**	**1,137**
FAIR VALUE	**1,673**	**11**	**-**	**(337)**	**1,347**

Non-consolidated equity securities without significant influence:

Vaxxel SAS

In 2020, in exchange for the rights to the DuckCelt®-T17 cell line, the Company acquired 10% of the share capital of Vaxxel SAS at the time of the transaction.

As of December 31, 2024, the value of the shares was the same as of December 31, 2023, i.e. €210 thousand, and the Company held a 7% stake in Vaxxel SAS, as in 2023. The externalized fair value is based on the most recent fundraising carried out by Vaxxel SAS.

Other financial assets

The increase in other financial assets originates mainly from the repayment of the holdback to guarantee the bank financing of the 2022 and 2023 RTC in the amount of €638 thousand.

The decrease is due in particular to the repayment of the guarantee holdback on the 2020 RTC for €318 thousand and repayment of the guarantee holdback by the lessor when the building option was exercised in the amount of €252 thousand.

NOTE 8 OTHER NON-CURRENT ASSETS

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Research tax credit, non-current portion	6,174	13,362
Prepaid expenses, non-current portion	46	31
Other non-current assets	-	99
TOTAL OTHER NON-CURRENT ASSETS	**6,220**	**13,492**

Research tax credit

As of December 31, 2024, the Company has a receivable of €6,174 thousand for the 2024 RTC.

This receivable can be used to offset income tax payments. Given the absence of taxable income, this receivable is reimbursed after a period of three years by the French tax authorities.

The Company signed a research tax credit sale agreement with a credit institution for each of its 2022 and 2023 RTC and no longer has any receivables due from the French State. The Company therefore received €6,529 thousand and €6,164 thousand respectively for the 2022 and 2023 RTC, representing 95% financing and 5% is recorded as financial assets.

As this type of contract is deconsolidating, no liability is recognized in respect of this financing received. However, the Company remains responsible for the amounts declared in the event of a tax audit, but the analysis carried out on this aspect with regard to IFRS 9 did not call into question the deconsolidating aspect of the sales of receivables carried out.

NOTE 9 FINANCIAL LIABILITIES

The following table breaks down financial liabilities by maturity:

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Financial liabilities, current portion	181	1,332
Financial liabilities, non-current portion	10,215	15,964
FINANCIAL LIABILITIES	**10,396**	**17,296**

As of December 31, 2024, the main financial liabilities relate to the current account advance granted to the Company by TSGH. On September 20, 2023, the Company signed a current account advance agreement with TSGH for an amount of €36 million, increased to €66 million, including capitalized interest, by an amendment that was signed on March 27, 2024. On July 30, 2024, TSGH subscribed to a capital increase of Transgene for an amount of €33 million by offsetting current account debt. On March 27, 2025, a second amendment was signed to increase the amount of the current account advance by 15 million, bringing it to €48 million. The term of this agreement, initially 24 months, was extended to December 30, 2026. The Company is able to use this financing according to its cash requirements. TSGH may use the sums advanced to pay up all or part of the subscription to a Transgene capital increase. This current account advance will bear interest at the average monthly rate of 3-month Euribor plus 1% per year, up to the maximum tax-deductible rate.

As of December 31, 2024, the Company had used €8,509 thousand of the current account advance and recognized €164 thousand in interest.

The conditional advances were received from Bpifrance under the ADNA and NEOVIVA subsidized programs. At December 31, 2024, the ADNA debt was null and the NEOVIVA debt amounted to €1,706 thousand.

FINANCIAL LIABILITIES, CURRENT PORTION

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Property leasing	-	1,094
Equipment leasing	17	146
Interest on current account advances	164	92
FINANCIAL LIABILITIES, CURRENT PORTION	**181**	**1,332**

FINANCIAL LIABILITIES, NON-CURRENT PORTION

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Equipment leasing	-	17
Conditional advances	1,706	3,088
Advance on current account	8,509	12,859
FINANCIAL LIABILITIES, NON-CURRENT PORTION	**10,215**	**15,964**

Property leasing

In December 2008, Transgene invested in a building housing labs and offices on the Illkirch-Graffenstaden site, in the suburbs of Strasbourg. Land and construction costs for the 6,900 m2 building totaled €15,601 thousand. This investment was financed by a 15-year finance lease, signed with a banking consortium in October 2007, with a residual value of €1,094 thousand. The financial option was exercised in March 2024 for €1,094 thousand.

	DEC. 31, 2024		DEC. 31, 2023	
	Minimum payments	Present value of the payments	Minimum payments	Present value of the payments
Due within one year	-	-	1,094	1,094
Due in one to five years	-	-	-	-
More than five years	-	-	-	-
Total future minimum lease payments	-	-	-	-
Finance expenses included in the total	-	-	-	-
Outstanding principal:	-	-	1,094	1,094
of which current	-	-	1,094	1,094
of which non-current	-	-	-	-

Equipment financial lease

As of December 31, 2024, the Company owned one piece of equipment under a finance lease. The outstanding financial obligation under this financial lease totaled €17 thousand as of December 31, 2024.

Conditional advances

ADNA

As of December 31, 2024, conditional advances referred to conditional advances received under the ADNA program, which receives public financing from Bpifrance to develop the TG4010 and TG4001 products. This program ended on December 31, 2016. Transgene received a total of €15,942 thousand in conditional advances under this program.

As of December 31, 2024, the value of the repayable advance liability shown in the Company's balance sheet is zero. At each closing, the Company re-values its conditional advances received under the ADNA program based on the discounted expected future reimbursements as described in Note 1 to the Annual financial statements. The effective interest rate determined when the repayable advance is set up is 7.5%.

Repayment of these advances is conditional on reaching a certain income threshold with TG4001 and will be made in a fixed and predetermined amount during the following five years, then in proportion to the income of this product until a repayment ceiling is reached or in 2035. The expected future reimbursement flows are therefore estimated on the basis of an evaluation of the future direct and indirect income associated with TG4001 during its development. Other assumptions taken into account by Management in the

valuation of the conditional advances liability include:

- the schedule for the development and marketing of the product;
- the probability of success of the clinical phases;
- the target market, the penetration rate and the treatment price;
- the schedule and financial terms of a development and marketing partnership (payment on signature, payment based on milestones, royalties).

A one-year delay or advance concerning the triggering threshold for the fixed repayments provided for in the contract would have no impact on the value of the ADNA debt.

NEOVIVA

Under the NEOVIVA program, signed in March 2019, Transgene could receive conditional advances of €2,372 thousand.

As of December 31, 2024, the Company had received €2,015 thousand conditional advances. The fair value of that liability as of December 31, 2024, was calculated as €1,707 thousand and the effective interest rate used was 7.5%.

NOTE 10 PROVISIONS FOR RISKS AND EXPENSES

(in € thousands)	DEC. 31, 2023	Provisions	Retained earnings	Reversals not applicable	Use of the provision	DEC. 31, 2024
Provisions for risks	7	-	-	-	(7)	-
Provisions for expenses	742	456	-	-	(472)	726
PROVISIONS FOR RISKS AND EXPENSES	**749**	**456**	**-**	**-**	**(479)**	**726**

The provision for expenses as at December 31, 2023, was further to the Company's decision in the first half of 2023 to discontinue its infectious diseases activity and consequently to close its Lyon-based site. In 2024, the provision was reversed in the amount of €472 thousand. At December 31, 2024, the provision amounted to €258 thousand.

The provision of €456 thousand mainly results from the departure of employees in the fiscal year 2024.

Contingent liabilities

On February 23, 2021, Transgene entered into a framework service agreement with Naobios to oversee the mission entrusted to Naobios consisting of developing a new industrial process planned by Transgene for some of its drug candidates. This assignment was divided into several subcontracts. As the first subcontract exceeded the allocated budget upon completion, ran over the deadline set and failed to achieve all of the technical milestones set under the said subcontract, Transgene chose not to trigger the execution of the two subsequent subcontracts for which financial advances had been paid. Transgene has therefore abandoned these financial advances. On November 29, 2023, Naobios brought proceedings against Transgene before the Paris Commercial Court in order to obtain payment in full of the sums due under the two subsequent subcontracts (net of financial advances) for a total amount of €809,686.75 excluding tax. Transgene disputes this request on the grounds that the framework agreement and the subcontracts provide, in the event of the project being canceled in these circumstances, that Transgene's payment obligation is limited to the loss of its financial advances. Transgene therefore considers that Naobios's claims are unfounded and, consequently, has not set aside provisions for this dispute.

NOTE 11 OTHER LIABILITIES

OTHER CURRENT LIABILITIES

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Tax and social liabilities	3,533	3,599
Prepaid income:	43	65
• Revenue from collaboration and licensing	-	-
• Other	43	65
Other short-term liabilities	1	7
TOTAL OTHER CURRENT LIABILITIES	**3,577**	**3,671**

OTHER NON-CURRENT LIABILITIES

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Tax and social liabilities	-	-
Prepaid income:	-	-
• Revenue from collaboration and licensing	-	-
• Research and development grants	-	-
• Other	-	-
TOTAL OTHER NON-CURRENT LIABILITIES	**-**	**-**

NOTE 12 EMPLOYEE BENEFITS

In accordance with French law, Transgene participates in the financing of pensions for employees in France through the payment of contributions calculated on the basis of wages to bodies that manage retirement programs. For certain of its employees in France, Transgene also makes contributions, again based on wages, to private supplementary pension entities. There are no other obligations related to these contributions.

Provisions for retirement benefit obligations

Transgene is also liable for statutory lump-sum retirement benefit payable to employees in France upon retirement, determined on the basis of length of service and level of compensation upon departure. The compensation benefits are due only to employees on the Company's payroll at the time of retirement. The assumptions used to calculate these provisions for retirement are as follows:

	DEC. 31, 2024	DEC. 31, 2023
Discount rate	3.30%	3.20%
Expected long-term inflation rate	2.00%	2.00%
Rate of future salary increases	2.5%	3.50%
Retirement age:		
• Managers	65 years	65 years
• Non-managers	63 years	63 years

The duration of these commitments is 8.6 years as at December 31, 2024.

The following table summarizes the conditions and amounts of actuarial pension obligations as of December 31, 2024 and 2023, according to IAS 19 revised:

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
CHANGE IN THE VALUE OF COMMITMENTS		
Projected benefit obligation at beginning of year	3,345	3,282
Cost of services rendered for the fiscal year	229	217
Cost of discounting	89	98
Services paid	(374)	(177)
Plan amendments	-	(18)
Change in assumptions	(271)	261
Reductions/terminations	(324)	(245)
Actuarial (gain)/loss	77	(73)
TOTAL PROJECTED BENEFIT OBLIGATION FOR RETIREMENT	**2,771**	**3,345**

Actuarial gains (losses) pass through OCI.

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Cost of services rendered for the fiscal year	229	217
Past service costs	-	(18)
Cost of discounting	89	98
Reductions/terminations	(324)	(245)
TOTAL COST OF SERVICES AND DISCOUNTING	**(6)**	**52**

A sensitivity test of the discount rate quantified the impact on the value of the obligation and the cost of services over a fiscal year:

- a discount rate of 3.05% would cause an increase in the obligation of 2.1% and in the cost of services of 2.9%;
- a discount rate of 3.55% would cause a decrease in the obligation of 2.0% and in the cost of services of 2.8%.

A sensitivity test of the salary growth rate quantified the impact on the value of the obligation and the cost of services over the fiscal year:

- a salary growth rate of 2.25% would cause an increase in the obligation of 2.1% and in the cost of services of 3.0%;
- a salary growth rate of 2.75% would cause an increase in the obligation of 2.1% and in the cost of services of 3.2%.

NOTE 13 EQUITY

Share capital

Transgene carried out a capital increase of €33,000 thousand in July 2024. This operation resulted in the creation of 15,449,438 new shares at €0.50, i.e. a capital increase of €15,449 thousand and the balance of the capital increase was recorded as an issue premium for €17,551 thousand.

During 2024, five definitive free share awards were allocated for 542,314 new shares.

During the year 2024, a free allocation plan was implemented for the allocation of a total of 1,224,943 free shares to the Company's management and employees with a vesting period. progressive over three years. In addition, a 2023 retroactive plan was implemented in favor of the Chairman and Chief Executive Officer for the allocation of a total of 197,740 shares with a two-year vesting period.

Earnings per share

The following table reconciles basic and diluted earnings per share. The number of shares is calculated on a prorata temporis basis.

	DEC. 31. 2024	DEC. 31, 2023
BASIC EARNINGS PER SHARE		
Available net profit *(in € thousands)*	(33,971)	(22,328)
Average number of shares outstanding	116,666,960	100,589,857
Basic earnings per share *(in €)*	(0.29)	(0.22)
Diluted earnings per share *(in €)*	(0.29)	(0.22)

As of December 31, 2024, there was a potential dilution of a total of 1,346,099 outstanding free shares.

Free share plans

The status of free share award plans in the process of vesting as of December 31, 2024, is summarized in the following tables:

	2024 plan				
General Meeting date	May 15, 2024				
Total number of shares authorized by the Meeting	1,500,000				
	2024 Grants			**Retroactive CEO 2023**	
Board of Directors meeting date	June 19, 2024			June 19, 2024	
Total number of free shares awarded	1,224,943			197,740	
Of which allocations granted, during the fiscal year, by the issuer and by any Company included in the scope of the allocation to corporate officers	385,824			197,740	
Of which the number of shares awarded to members of the Executive Committee	713,467			197,740	
Of which awards granted, during the fiscal year by the issuer and by any Company in the scope of the award, to the ten non-corporate officer employees of the issuer and of any Company within this scope, whose number of free shares awarded is greatest	367,643			N/A	
Of which the balance not yet vested as of Dec. 31, 2024	1,148,359			197,740	
Vesting date	June 24, 2025	June 23, 2026	June 22, 2027	June 24, 2025	June 23, 2026
Expiration date of the lock-up period (1)	June 19, 2026 (2)	June 23, 2026	June 22, 2027	June 19, 2026	June 19, 2027
Value of the share on the award date	€ 1.06			€ 1.06	

(1) 10% of the Chairman and Chief Executive Officer's free shares are subject to holding until the end of his term of office.
(2) 58,741 free shares are subject to a final grant date of October 1, 2025 and a holding period of October 1, 2025.

	2021 plan				2022 plan					
General Meeting date	May 26, 2021							May 25, 2022		
Total number of shares authorized by the Meeting	2,500,000							300,000		
	2021 Grants				**2022 Grant**			**2022 Grant**		
Board of Directors meeting date	May 26, 2021				March 16, 2022			May 26, 2022		
Total number of free shares awarded	1,999,956			300,000	145,274			102,000		
Of which allocations granted, during the fiscal year, by the issuer and by any Company included in the scope of the allocation to corporate officers	457,139			300,000	-			102,000		
Of which the number of shares awarded to members of the Executive Committee	1,200,000			300,000	114,000			-		
Of which awards granted, during the fiscal year by the issuer and by any Company in the scope of the award, to the ten non-corporate officer employees of the issuer and of any Company within this scope, whose number of free shares awarded is greatest	802,117			-	145,274			-	-	-
Of which the balance not yet vested as of Dec. 31, 2024	-			-	-			-		
Vesting date	May 26, 2022	May 26, 2023	May 26, 2024	Jan. 1, 2024	May 26, 2023	May 26, 2024	June 30, 2023	May 26, 2023	May 26, 2024	May 26, 2024
Expiration date of the lock-up period	May 26, 2023	May 26, 2023	May 26, 2024	End of term	May 26, 2024	May 26, 2024	June 30, 2024	May 26, 2024	May 26, 2024	End of term
Value of the share on the award date				€ 2.95			€ 2.23			€ 2.33

Grant conditions:

- grant of June 19, 2024: inclusion of a performance criterion on half of the allocation to the Chairman and Chief Executive Officer and members of the Management Committee and on one quarter of the allocation to employees. The performance criterion is the level of achievement of the Company's collective annual objectives set by the Board of Directors for the fiscal year preceding the date of vesting of each tranche. The retroactive grant in respect of 2023 to the Chairman and Chief Executive Officer is not subject to any additional performance criterion, as the individual performance condition for 2023 has already been recognized at 100%. The awards are subject to the continued presence of employees throughout the applicable vesting period. For the Chairman and Chief Executive Officer, the grants are subject to a presence condition during the vesting period. As far as he is concerned, 10% of the shares allocated remain in principle subject to a holding obligation until the end of the term of office.

- biennial awards of March 16 and May 25, 2022: the two awards were used to integrate a posteriori people recruited since the award of May 26, 2021, in the two remaining tranches of the three-year award of 2021. Half of the award to a new member of the Executive Committee and half of the 68,000 shares allocated to the new Chairman of the Board of Directors are subject to performance conditions. A quarter of the awards to employees is subject to the same performance conditions. The performance criterion will be the level of achievement of the Company's collective annual objectives for the fiscal year ending prior to the vesting date of each tranche, which will be assessed by the Board approving the closing of the annual financial statements for the fiscal year 2022 or 2023 as the case may be;

- welcome grants of March 16 and May 25, 2022: the 38,000 free shares granted to a new member of the Executive Committee on March 16, 2022, were not subject to performance conditions. However, they are subject to a presence condition recorded on June 30, 2024. As this employee left the Company in June 2023, these shares lapsed. The 34,000 free shares granted on May 25, 2022 to the Chairman who has since, in June 2023, become the Chairman and Chief Executive Officer, are not subject to performance conditions. However, they are subject to a presence condition recorded on May 26, 2024, and subject to a holding obligation until the end of the Chairman's term of appointment;

- three-year grant of May 26, 2021: half of the awards to members of the Executive Committee is subject to performance conditions. A quarter of the awards to employees is subject to the same performance conditions. The performance criterion will be the level of achievement of the Company's collective annual objectives for the fiscal year ending prior to the vesting date of each tranche, which will be assessed by the Board approving the closing of the annual financial statements for the fiscal year 2021, 2022 or 2023 as the case may be;

- welcome grant of May 26, 2021: this allocation of free shares to the Chief Executive Officer was subject to a presence condition recorded on January 1, 2024, and to an obligation to hold such shares until the end of the appointment. They lapsed on the departure of the latter in May 2023.

Expense calculated for share-based payments

The cost of services rendered is recognized as an expense over the vesting period. The expense amounted to €568 thousand in 2024 and €290 thousand in 2023.

The provision covering URSSAF contributions related to free shares amounted to €62 thousand as of December 31, 2024, and was valued on the basis of the Transgene share price as of December 31, 2024.

NOTE 14 OPERATING INCOME

GOVERNMENT FINANCING FOR RESEARCH EXPENDITURE

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Research tax credit (RTC)	6,174	6,488
Research and development grants	-	-
Expenses related to the RTC	(128)	(38)
TOTAL PUBLIC FUNDING FOR RESEARCH EXPENSES	**6,046**	**6,450**

REVENUE FROM COLLABORATIVE AND LICENSING AGREEMENTS

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Revenue from research and development collaboration	35	1,184
License fees and royalties	-	-
TOTAL REVENUE FROM COLLABORATIVE AND LICENSING AGREEMENTS	**35**	**1,184**

Revenues from research and development collaboration amounted to €35 thousand in 2024, compared to €1,184 thousand in 2023. In 2023, they came mainly from the collaboration with AstraZeneca in the amount of € 1,184 thousand. In the first half of 2023, AstraZeneca informed Transgene of its decision to terminate the collaboration.

OTHER REVENUE

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Other revenue	272	266
TOTAL OTHER INCOME	**272**	**266**

NOTE 15 OPERATING EXPENSES

RESEARCH AND DEVELOPMENT EXPENSES

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Payroll costs (1)	12,252	11,557
Share-based payments (2)	282	564
Intellectual property expenses and licensing costs (3)	1,234	730
External expenses for clinical projects (4)	8,669	6,628
External expenses for other projects (5)	3,765	2,596
Operating expenses (6)	6,829	5,996
Depreciation and provisions (7)	1,247	1,517
TOTAL RESEARCH AND DEVELOPMENT EXPENSES	**34,278**	**29,588**

(1) Represents wages and social security expenses, taxes, retirement expenses and other such costs.
(2) Represents expense for share-based payments offered to employees.
(3) Represents expenses for filing and maintaining patents as well as the costs of licenses acquired or granted.
(4) Represents expenses for services, subcontractors and consulting on clinical development projects.
(5) Represents expenses for services, subcontractors and consulting on other research or manufacturing projects.
(6) Represents operating expenses of research and production laboratories (energy, consumables and raw materials, maintenance, technical services, overheads, etc.).
(7) Represents the depreciation on the real estate and property allocated to R&D and to operating provisions.

GENERAL AND ADMINISTRATIVE EXPENSES

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Payroll costs (1)	3,788	3,385
Share-based payments (2)	286	(274)
Fees and administrative expenses (3)	2,261	2,636
Other general and administrative expenses (4)	1,392	1,182
Depreciation and provisions (5)	34	58
GENERAL AND ADMINISTRATIVE EXPENSES	**7,761**	**6,987**

(1) Represents wages and social security expenses, taxes, retirement expenses and other such costs.
(2) Represents expense for share-based payments offered to employees.
(3) Represents expenses for services, subcontracting and consulting for general and administrative departments.
(4) Represents operating expenses of general and administrative departments.
(5) Represents depreciation and operating provisions allocated to general and administrative activities.

OTHER EXPENSES

(in € thousands)	DEC. 13, 2024	Dec. 31, 2023
Net of disposals of fixed assets	3	35
Other expenses	(31)	1,337
TOTAL OTHER EXPENSES	**(28)**	**1,372**

As of December 31, 2024, other expenses amounted to €(28 million) versus €1,372 thousand in 2023 following the decision to close the Lyon site.

NOTE 16 FINANCIAL INCOME/(LOSS)

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Revenue from investments	1,362	569
Cost of debt	(1,681)	(168)
COST OF DEBT NET OF INVESTMENT INCOME	**(319)**	**401**
Other financial income/(expenses)	1,225	7,506
Foreign exchange gains/(losses)	781	(188)
TOTAL OTHER FINANCIAL INCOME (EXPENSES)	**2,006**	**7,318**
TOTAL FINANCIAL INCOME/(LOSS)	**1,687**	**7,719**

Cost of debt net of investment income

Income from financial investments corresponds to:

- income from bank accounts in the amount of €604 thousand;
- the current account advance agreement with TSGH included a clause waiving interest in the event of conversion of all or part of the debt into capital within 12 months. Following the conversion of part of the TSGH current account balance into a capital increase in July 2024, Transgene benefited from an income of € 758 thousand in this respect.

The cost of debt mainly concerns:

- bank interest related to the disposal of the 2022 and 2023 RTC in the amount of €846 thousand;
- interest related to the current account advance with TSGH for an amount of €832 thousand.

Financial income (expenses)

Financial income as of December 31, 2024 mainly corresponds to the update of the debt of the ADNA conditional advances. This generated financial income of €1,381 thousand, compared with financial income of €8,098 thousand as of December 31, 2023.

NOTE 17 INCOME TAX EXPENSES

Current taxes

Since the Company is in a tax loss position, its current income tax expense is zero. The United States and United Kingdom subsidiaries did not recognize any current tax income or expense in 2023 and 2024.

	Basis
IFRS earnings before taxes	**(33,971)**
Income tax rate	25%
Theoretical income tax expense	**8,493**
Tax-exempt RTC	1,522
Uncapitalized tax losses	(9,435)
Difference in conditional IFRS-Social advances	345
Other impacts	(925)
INCOME TAX RECOGNIZED	**-**

Deferred taxes

As of December 31, 2024, Transgene had tax loss carryforwards in France (indefinitely carryable) totaling €822,896 thousand. Transgene has no tax loss carryforwards from its United States and United Kingdom subsidiaries.

NOTE 18 EMPLOYEES

Workforce

The Company had 165 employees as of December 31, 2024. The Company had 158 employees as of December 31, 2023.

As of December 31, 2024	Men	Women	Total as of Dec. 31, 2024*
Managers	43	70	113
Non-managers	19	33	52
TOTAL	**62**	**103**	**165**

* *Including 144 open-ended contracts as of Dec. 31, 2024.*

Payroll costs

Payroll costs included in the Company's income statement (payroll, taxes, pension costs, ancillary costs) were distributed as follows:

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Research and development expenses	12,252	11,557
General and administrative expenses	3,788	3,385
TOTAL PAYROLL COSTS	**16,040**	**14,942**

Expenses relating to share-based payments (excluding social security contributions) amounted to:

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Research and development expenses	282	564
General and administrative expenses	286	(274)
TOTAL SHARE-BASED PAYMENTS	**568**	**290**

NOTE 19 AFFILIATED COMPANIES

Transgene is 69.1% owned by TSGH, a financial holding company, which is itself wholly owned by Institut Mérieux, which is 89.9% owned by Compagnie Mérieux Alliance.

On September 20, 2023, Transgene signed a current account advance agreement with TSGH amended in March 2024 and then in March 2025. The amount of the advance is increased to €48 million (excluding capitalization of the current account as a capital increase). As of December 31, 2024, the Company received €8,509 thousand from this advance and recognized interest in the amount of €164 thousand.

The table below does not include these cash items.

		DEC. 31, 2024	
(in € thousands)	**Type of related party**	Receivables	Payables
bioMérieux SA	Company in the Mérieux Group	-	14
bioMérieux, Inc.	Company in the Mérieux Group	-	-
Institut Mérieux	Company in the Mérieux Group	-	-
Mérieux Université	Company in the Mérieux Group	-	3
Oxford BioMedica	Company in the Mérieux Group	18	1,305
TOTAL AFFILIATED COMPANIES		**18**	**1,322**

		DEC. 31, 2024	
(in € thousands)	**Type of related party**	Revenue	Expenses
bioMérieux SA	Company in the Mérieux Group	-	24
bioMérieux, Inc.	Company in the Mérieux Group	-	-
Institut Mérieux (1)	Company in the Mérieux Group	-	117
Mérieux Université	Company in the Mérieux Group	-	3
Oxford BioMedica (2)	Company in the Mérieux Group	278	4,549
TOTAL AFFILIATED COMPANIES		**278**	**4,693**

(1) Expenses related to the agreements for services provided by Institut Mérieux.
(2) The revenue corresponding to the rent re-invoicing contract for hosting test labs. Expenses relate to the agreements for production services and audits provided by Oxford Biomedica.

NOTE 20 OFF-BALANCE SHEET COMMITMENTS

Commitments received

TSGH letter of support

The parent company, TSGH, has formalized its commitment by signing a letter of support, attesting to its intention to support the Company in the pursuit of its activities and to provide it, if necessary, with the financial support required to honor its commitments until the end of April 2026.

Advance on current account with TSGH

On September 20, 2023, the Company signed a current account advance agreement with TSGH for an amount of € 36 million, increased to €66 million, including capitalized interest, by an amendment signed March 27, 2024. On August 1, 2024, a portion of the current account advance of approximately €33 million was repaid by offsetting the receivables with the subscription price of a capital increase without preferential subscription rights reserved for TSGH. On March 27, 2025, a second amendment to the Current account advance agreement was signed to increase the amount of the current account advance by €15 million, thus bringing it to €48 million. The term of this agreement, initially 24 months, was extended to December 30, 2026. The Company is able to use this financing according to its cash requirements. TSGH may use the sums advanced to pay up all or part of the subscription to a Transgene capital increase. This current account advance will bear interest at the average monthly rate of 3-month Euribor plus 1% per year, up to the maximum tax-deductible rate.

As of December 31, 2024, the Company received €8,509 thousand from this advance and recognized interest in the amount of €164 thousand.

Sale of research tax credit

The Company signed a research tax credit sale agreement with a credit institution for each of its 2022 and 2023 RTC and no longer has any receivables due from the French State. The Company therefore received, respectively, €6,529 thousand and €6,164 thousand for the 2022 and 2023 RTC (representing 95% financing). As this type of contract is deconsolidating, no liability is recognized in respect of this financing received. However, the Company remains responsible for the amounts declared in the event of a tax audit.

Commitments given

Financial commitments on subcontractor contracts

Transgene is also bound by contracts with subcontractors. That could have an impact over several accounting periods. As of December 31, 2024, the Company estimated the current value of its financial commitments under these agreements to be approximately €25 million. These commitments equal in amount the cash still to be spent on contracts signed to date.

Licensing and collaboration agreements

Under licensing or option agreements, third parties have promised to make milestone payments or pay royalties to the Company that are dependent upon future events whose probability remains uncertain as of the reporting date. The Company has promised, with respect to a number of third parties, to pay royalties or milestone payments under collaboration or licensing agreements that are dependent upon future events whose realization remains uncertain as of the reporting date.

NOTE 21 SEGMENT INFORMATION

The Company conducts its business exclusively in the clinical research and development of therapeutic vaccines and immunotherapeutic products, none of which are currently on the market. The majority of its operations are located in France. The Company has therefore retained a single segment for the preparation and presentation of its financial statements given that the performance and allocation of resources is monitored by the main operational decision-maker (Chairman and Chief Executive Officer) at the level of the Company as a whole.

NOTE 22 BREAKDOWN OF ASSETS AND LIABILITIES BY MATURITY

DECEMBER 31, 2024

Assets *(in € thousands)*	**Gross amount**	**One year or less**	**More than one year**
Financial assets	931	-	931
Customers	1,186	1,186	-
Research tax credit	6,174	-	6,174
Government, VAT and other local authorities	1,151	1,151	-
Personnel and related accounts	84	84	-
Prepaid expenses	1,063	1,016	47
Grant receivable	17	17	-
Other receivables	546	546	-
TOTAL ASSETS BY MATURITY	**11,152**	**4,000**	**7,152**

Liabilities *(in € thousands)*	**Gross amount**	**One year or less**	**More than one year and less than or equal to five years**	**More than five years**
Trade payables	9,500	9,500	-	-
Property leasing	-	-	-	-
Equipment leasing	17	17	-	-
Conditional advances	1,706	-	1,706	-
Advance on current account and interest	8,673	8,673	-	-
Provisions for risks and expenses	726	726	-	-
Provisions for retirement	2,771	202	1,253	1,316
Accrued employee benefits and tax expense	3,533	3,498	35	-
Prepaid income	43	43	-	-
Other liabilities	-	-	-	-
TOTAL LIABILITIES BY MATURITY	**26,969**	**22,659**	**2,994**	**1,316**

NOTE 23 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Hedging operations

The Company is not engaged in any foreign exchange hedging transactions.

Exchange rate risk

The Company publishes its consolidated financial statements in euros. However, a portion of its revenue and expenses is recognized in US dollars. An increase or decrease in the euro exchange rate relative to the US dollar could impact operating results.

The Company has US dollar bank accounts. Net inflows in US dollars amounted to US$10 thousand in 2024.

The following table shows the sensitivity of the Company's expenses to a 10% change in the US dollar rate during the fiscal years ended December 31, 2024 and 2023 (before tax and any hedging):

	DEC. 31, 2024	DEC. 31, 2023
Flows denominated in US$	10	13,537
Equivalent in € on the basis of an exchange rate of €1 = US$1.0389	9	12,251
Equivalent in € in the event of an increase of 10% US$ vs. € EUR	8	11,137
Equivalent in € in the event of a decrease of 10% US$ vs. € EUR	10	13,612

In 2023, the sale of Tasly BioPharmaceuticals shares was completed for US$15,292 thousand and explains the net inflow as of December 31, 2023.

The Company's foreign exchange position in U.S. dollars as of December 31, 2024 is as follows:

(in thousands)	US$
Assets	13,884
Liabilities	427
Net position	**13,457**
Adjusted	13,457
Off-balance sheet position	-

At December 31, 2024, the assets correspond to bank accounts denominated in US$.

Risks related to cash needs

The Group controls the risks related to cash management through centralized tracking and approval procedures. Cash assets are invested in highly rated marketable securities.

The Company cannot guarantee that it will generate revenue from the sale of products that will make it possible to achieve profitability in the near future. Therefore, the Company will have significant capital requirements to finance its research and development, particularly preclinical and clinical trials of its products under development.

In order to finance its activities, the Company has its cash, cash equivalents and other current financial assets, its ability to mobilize the research tax credit, the current account advance granted by TSGH and the letter of support granted by TSGH.

On the basis of these financial resources, Business funded until the end of April 2026.

The Company does not rule out raising funds from qualified investors or more broadly from the market, depending on market opportunities. Debt financing, to the extent that it is available, could also be considered, as could a search for public or para-public financing. The Company is working to find new partnerships.

The interruption of one of these sources of revenue, or a global health or geopolitical crisis, could have a significant adverse effect on its business, outlook, financial position, results and development.

Capital management

The equity constitutes the quasi-totality of the Company's resources, its access to debt being limited due to its structurally loss-making position and the high-risk nature of the business sector (pharmaceutical research and development). The Company plans to finance operations mainly by issuing new shares or through debt instruments when circumstances allow it.

Financial instruments

December 31, 2024 *(in € thousands)*	Assets and liabilities at fair value through income or loss	Assets available for sale	Receivables, payables, borrowings, at amortized cost	Derivative instruments	Carrying amount	Fair value	Level
FINANCIAL ASSETS							
Cash and cash equivalents	16,670	-	-	-	16,670	16,670	1
Trade receivables	-	-	1,186	-	1,186	1,186	-
Financial assets	210	-	721	-	931	931	2
Other non-current assets	-	-	-	-	-	-	
TOTAL FINANCIAL ASSETS	**16,880**	**-**	**1,907**	**-**	**18,787**	**18,787**	
FINANCIAL LIABILITIES							
Conditional advances	-	-	1,706	-	1,706	1,706	3
Other non-current financial liabilities	-	-	-	-	-	-	2
Advance on current account	-	-	-	-	-	-	
Non-current financial liabilities	**-**	**-**	**1,706**	**-**	**1,706**	**1,706**	
Advance on current account	-	-	8,509	-	8,509	8,509	3
Lease liabilities, current portion	-	-	17	-	17	17	2
Interest on current account	-	-	164	-	164	164	2
Current financial liabilities	**-**	**-**	**8,690**	**-**	**8,690**	**8,690**	
Trade payables	**-**	**-**	**9,500**	**-**	**9,500**	**9,500**	**-**
TOTAL FINANCIAL LIABILITIES	**-**	**-**	**19,896**	**-**	**19,896**	**19,896**	

In accordance with IFRS 13, financial instruments are categorized in three levels according to a hierarchy of methods that determine the fair value:

- level 1: fair value calculated with reference to quoted prices (unadjusted) in active markets for identical assets or liabilities;
- level 2: fair value calculated with reference to observable market data for the asset or liability, either directly or indirectly (i.e. derived from prices);
- level 3: fair value calculated with reference to unobservable market data for the asset or liability.

5

NOTE 24 COMPENSATION PAID TO MEMBERS OF ADMINISTRATIVE AND MANAGEMENT BODIES

The total expenses recorded for fiscal year 2024 in respect of compensation paid to members of the Board of Directors and the Executive Committee was €3,113 thousand.

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Base salaries	2,003	1,808
Variable compensation	382	372
Payments in kind	51	41
Free shares	330	(125)
Directors' compensation	207	259
Departure benefits	140	43
TOTAL	**3,113**	**2,398**

NOTE 25 STATUTORY AUDITORS' FEES

	Audit and related services						
	Statutory Auditors, certification, examination of statutory and consolidated financial statements		Services required by law				
(in € thousands)		of which issuer		of which issuer	Sub-total	Other services provided	Total
KPMG							
2024	**76**	**76**	**30**	**30**	**106**	**-**	**106**
%	72%	72%	28%	28%	100%	-	100%
2023	71	71	-	-	71	-	71
%	100%	100%	-	-	100%	-	100%
Grant Thornton							
2024	**81**	**81**	**30**	**30**	**111**	**4**	**115**
%	70%	70%	26%	26%	96%	3%	100%
2023	71	71	-	-	71	7	78
%	91%	91%	-	-	91%	9%	100%

NOTE 26 EVENTS AFTER THE REPORTING PERIOD

On March 27, 2025, the Company signed an amendment to its current account advance agreement with TSGH in order to increase the ceiling by €15,000 thousand and extend its term to April 30, 2025 (see Note 20).

In addition, the parent company TSGH has formalized its commitment by signing a letter of support, attesting to its intention to support the company in the continuation of its activities and to provide it, if necessary, with the financial support required to honor its commitment until the end of April 2026.

5.1.3 Date of latest financial information

December 31, 2023, and June 30, 2024.

5.2 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2024

This is a free translation into English of the statutory auditors' report on the consolidated financial statements of the Group issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To annual general meeting of TRANSGENE,

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of TRANSGENE for the year ended December 31, 2024.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2024 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors*' Responsibilities for the *Audit of the Consolidated Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors for the period from January 1, 2024 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Risk identified	Our audit response
Valuation of ADNA repayable advances (Notes n°1, 9) As at December 31, 2024, the repayable advances shown on your company's balance sheet amounted to EUR 0.00 M. At the end of the reporting period, your company revalued its repayable advances under the ADNA program, based on the expected repayments discounted at the effective interest rate determined at the time the contract was put in place, as described in notes 1 and 9 to the consolidated financial statements. The reimbursement of these advances is conditional upon reaching a certain revenue threshold with the TG 4001 product and will be made for fixed and set amounts, then beyond that, in proportion to the revenue of the product up to a reimbursement ceiling amount or at the latest in 2035. The expected future reimbursement flows are therefore estimated by management based on an assessment of the future direct and indirect revenues associated solely with the TG 4001 product under development. The other assumptions taken into account by management in the valuation of the ADNA repayable advance concern in particular: ● the probabilities of success of clinical phases; ● the timetable and terms of a development and marketing collaborative agreement for this product; ● the discount rate used by management. The assessment of the repayable advance therefore requires management to exercise judgement in its selection of assumptions use, in particular with regards to projected financial information. Therefore, we considered the valuation of ADNA repayable advances to be a key audit matter.	Our work consisted in examining the methods for valuing the ADNA repayable advance. In particular, we: ● assessed the evaluation model used and the assumptions used regarding the evolution of the TG4001 product, assessing the consistency with the budgets and forecasts drawn up by management and presented to the Board of Directors, and, with our knowledge of the sector, gained in particular through inquiries with management. ● compared the discount rate with our own estimate; ● compared the exchange rate of the US dollar against the Euro used in the evaluation model. Lastly, we assessed the appropriateness of the information provided in the notes to the consolidated financial statements and in particular the sensitivity analyses

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the Group's information given in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation N°2019/815 of 17 Decembre 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of TRANSGENE the Annual General meeting held on May 25, 2022 for KPMG S.A. and on May 24, 2016 for GRANT THORTHON.

As at December 31, 2024, KPMG S.A. and GRANT THORTHON were in the third year and ninth year of total uninterrupted engagement.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.821-55 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.

- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

  This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements

Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this audit report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N°537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code (code de commerce) and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

The statutory auditors,
French original signed by

Schiltigheim on April 10, 2025

KPMG S.A.
Stephane Devin
Partner

Lyon on April 10, 2025

GRANT THORTHON
Membre français de Grant Thornton International

Jean Morier
Partner

5.3 ANNUAL FINANCIAL STATEMENTS AND NOTES

5.3.1 Annual financial statements

BALANCE SHEET – ASSETS

(in € thousands)	*Notes*	DEC. 31, 2024	DEC. 31, 2023
Intangible assets, at cost		3,321	3,321
Intangible assets in progress		31	21
(accumulated depreciation, amortization and provisions)		(3,290)	(3,262)
Intangible assets – net	**10**	**62**	**80**
Property, plant and equipment:			
• Land		1,756	584
• Fixtures and fittings		4,462	3,239
• Laboratory equipment		14,166	10,292
• Office and computer equipment		1,780	1,746
• Assets in progress		83	2,227
Property, plant and equipment, at cost		22,247	18,088
(accumulated depreciation, amortization and provisions)		(10,887)	(10,298)
Property, plant and equipment – net	**9**	**11,360**	**7,790**
Financial assets – net	**11**	**1,430**	**1,796**
Total non-current assets		**12,852**	**9,666**
• Customers	6	1,186	778
• Research tax credit	20	6,174	13,362
• State-recoverable VAT and other tax receivables	7	1,150	487
• Other receivables, including centralized treasury	7	330	310
• Available cash, cash equivalents	5	16,649	15,578
Total current assets		**25,489**	**30,515**
Prepaid expenses	19	1,063	888
Currency translation difference		-	-
TOTAL ASSETS		**39,404**	**41,069**

BALANCE SHEET – LIABILITIES

(in € thousands)	*Notes*	DEC. 31, 2024	DEC. 31, 2023
Subscribed share capital	12	66,147	50,426
Share premiums	12	74,037	57,050
Reserves	12, 26	944	810
Retained earnings		(110,473)	(81,007)
Profit/(loss) for the period		(34,464)	(29,466)
Statutory provisions			
Equity	**12**	**(3,809)**	**(2,187)**
Conditional advances	13	17,957	17,957
Financial liabilities	14	8,674	12,951
Provisions for pensions	15	2,771	3,345
Other provisions for risks and expenses	15	726	749
Provisions for risks and expenses	**15**	**3,497**	**4,094**
Trade payables	19	9,508	4,591
Accrued employee benefits and tax expense	19	3,533	3,596
Other liabilities	19	1	2
Payables	**19**	**13,042**	**8,189**
Prepaid income	19	43	65
Currency translation difference		-	-
Liabilities		**43,213**	**43,256**
TOTAL EQUITY AND LIABILITIES		**39,404**	**41,069**

INCOME STATEMENT

(in € thousands)	*Notes*	DEC. 31, 2024	DEC. 31, 2023
OPERATING REVENUE			
Income from collaborative and licensing agreements	*2*	1,885	2,766
Research and development grants		-	-
Reversals of depreciation and provisions, transfers of expenses		1,893	1,158
Total operating revenue		**3,778**	**3,924**
OPERATING EXPENSE			
Purchases of raw materials and other purchases		(3,260)	(2,260)
Other purchases and external expenses		(21,017)	(19,676)
Income tax, duties and other levies		(501)	(470)
Salaries and wages		(11,505)	(10,617)
Social security expenses		(5,207)	(4,879)
Depreciation and provisions		(1,987)	(2,671)
Other expenses		(1,059)	(308)
Total operating expenses		**(44,536)**	**(40,881)**
Operating profit (loss)		**(40,758)**	**(36,957)**
Net financial income/(loss)	*3*	406	(70)
Current income/(loss) before tax		**(40,352)**	**(37,027)**
Net extraordinary income/(loss)	*4*	(240)	1,031
Research tax credit	*20*	6,089	6,489
Income tax		39	41
PROFIT/(LOSS) FOR THE PERIOD		**(34,464)**	**(29,466)**

5.3.2 Notes to the annual financial statements

The notes and tables presented below are an integral part of the annual financial statements. The annual financial statements as of December 31, 2024, show a balance sheet total of €39,404 thousand and net loss of €34,464 thousand.

NOTE 1 NATURE OF THE BUSINESS ACTIVITY AND SUMMARY OF ACCOUNTING PRINCIPLES

Nature of the business activity

Transgene ("the Company") is a French limited liability company (société anonyme) governed by the provisions of French law. It was created in 1979 to apply emerging techniques in genetic engineering in the context of contract research for industrial groups in the fields of molecular and cellular biology, virology, immunology and protein chemistry. The Company designs and develops immunotherapy products for treating cancer.

Significant accounting policies and changes to methods

The annual financial statements for fiscal year 2024 are presented in accordance with the legal and regulatory requirements in effect in France as described in the national general chart of accounts (French GAAP), and in accordance with generally accepted principles which are the principles of prudence, continuity of operations, consistency in accounting methods and independence of fiscal years.

The financial statements are presented in thousands of euros which may lead to apparent differences in rounding that are not factual.

The going concern principle was adopted, as the Company estimates that it will be able to meet its cash requirements over a period of at least 12 months after the closing date on the basis of:

- its available cash and cash equivalents at December 31, 2024;
- of the current account advance agreement entered into with TSGH in September 2023 and amended on March 27, 2024, and then on March 27, 2025 (see Note 14);
- its net cash consumption forecasts for fiscal years 2025 and 2026;

In addition, the parent company TSGH has formalized its commitment by signing a letter of support, attesting to its intention to support the company in the continuation of its activities and to provide it, if necessary, with the financial support required to honor its commitments until the end of April 2026.

Business funded until the end of April 2026.

Recognition of revenue

Transgene's revenue is comprised of income from patent licenses and collaborations in research (including the reimbursement of costs incurred by Transgene), development and production.

Patent licenses

Revenue from patent licenses generally consists of rights to access technology, paid on signing of the agreement and which is not reimbursable, financing by milestone payments and other payments, such as royalties.

Non-refundable fees for technology usage rights paid when the license is signed

When Transgene is not committed to continuing to develop a technology after a license is signed, the fees are recognized as revenue when the Company's contractual obligations have been fulfilled.

When Transgene is committed to continuing to develop a technology after a license is signed or has a future obligation to deliver products, the fees are recognized as revenue over the development period or the product delivery period.

Milestone payments

Milestone payments under collaboration agreements are recognized as revenue upon achievement of the incentive milestone events and when Transgene has no future performance obligations related to the payment. Milestone Payments are triggered either by the results of Transgene's research efforts or by events external to Transgene, such as regulatory approvals, the commencement of clinical trials or selection of candidates for drug development.

Royalties

Royalties are based on the licensee's sales of products or technologies. They are recognized on the basis of the terms of the licensing agreement, when the sales can be reliably measured and recovery of the related receivables is reasonably assured. Provisional estimates of royalties receivable are based on sales statistics and trends.

Service and manufacturing contracts

Transgene has entered into certain contracts for the provision of research or manufacturing services on a best-effort basis.

Transgene bills its services at a contractually pre-agreed rate, generally on a time-spent basis, and billings are recorded as revenue as and when the work is done.

Some of these contracts provide for manufacturing services with a performance obligation. In these cases, the services are recorded in operating income in the income statement after satisfactory quality control and customer acceptance.

Revenue received but not yet recognized in the income statement based on the above principles is recorded as a liability under "Deferred revenue" and is reclassified to the balance sheet when the revenue recognition criteria are met.

Research tax credit for research and development expenses

Research and development expenses entitled the Company to a research tax credit, which is recognized at the end of the fiscal year in which the costs are recognized and the credit is claimed. When it cannot be used against an income tax expense, unused research tax credits are refundable from the fourth year. The research tax credits for 2022 to 2023 of €6,873 thousand and €6,489 thousand respectively, that will be repaid by the tax authorities in 2026 and 2027, have been sold under receivables assignment contracts and the Company no longer has any receivables from the State. These contracts are qualified as deconsolidating. The 2024 RTCs will be reimbursed by the tax authorities in 2028.

Cash and marketable securities

The Company considers as cash and cash equivalents and marketable securities its liquid investments, which can be bought or sold at any time based on prices that are determined on a daily basis, and which have no material interest or risk. Marketable securities are comprised of shares of mutual funds mostly invested in underlying monetary assets, bonds and long-term government bonds. Marketable securities are valued at a cost, calculated using the lower of the first in/first out method or market value.

Property, plant and equipment

Property, plant and equipment is measured at cost. Depreciation is recognized in the income statement according to the probable useful lives, as follows:

Type of asset	Depreciation method	Period
Buildings	Straight-line	20 years
Fixtures and fittings	Straight-line	10-20 years
Machinery and equipment (machinery and laboratory equipment)	Straight-line	5-15 years
Office equipment and furniture	Straight-line	5-10 years
IT equipment	Straight-line	3-5 years

Share issue costs

Share issue costs are charged to share premiums.

Research and development costs

Expenses for applied research and development include the direct and indirect costs incurred on the projects, excluding any allocation of general and administrative expenses. The direct and indirect costs refer primarily to the salaries of researchers and research technicians, the depreciation expense on assets used and on the cost of materials and other services used.

Research costs are recognized as an expense on the income statement for the fiscal year in which they are incurred. Development costs are capitalized when the required conditions are met.

The Company believes that the costs incurred in developing its pharmaceutical products are equivalent to research costs until a marketing authorization request is filed with regulatory authorities. After that, they are considered to be development costs. No Company product received a MA in 2024.

Other intangible assets

Intangible assets mainly comprise licenses, acquired patents and computer software.

Type of intangible asset	Depreciation method	Period of depreciation
Computer software and licenses	Straight-line	1-5 years
Patents acquired	Straight-line	5 years

Equity securities

Equity securities are recorded at cost and depreciated, as needed, if their carrying amount exceeds their recoverable amount as estimated by the Company. At each closing date, the Company performs an impairment test.

Investments in non-consolidated companies

Investments in non-consolidated companies are recorded at cost and depreciated, as needed, if their carrying amount exceeds their recoverable amount as estimated by the Company. At each closing date, the Company performs an impairment test.

Other financial assets

Other fixed financial assets are comprised of deposits and guarantees regarding property rentals and the holdback related to the assignment of debt under the research tax credit. Deposits and guarantees are measured at cost and depreciated as needed to reflect their net realizable value. The Company uses a liquidity contract with a banking partner, Natixis Oddo BHF SCA, which makes €500 thousand available.

Prepaid expenses and other current assets

Prepaid expenses and the other current assets are measured at cost and may be impaired to reflect their net realizable value.

Provisions for contingencies and expenses and provisions for pensions and other post-employment benefits

Provisions are recorded to cover contingencies and expenses arising in the course of our business. With regard to provisions for pensions and other post-employment benefits, in particular, the rights acquired by serving employees are estimated according to actuarial evaluations, taking into account mortality rates, future salary levels and the probability of employees remaining with the Company until retirement.

Conditional advances

Conditional advances are only reimbursed if the research and development projects that they finance are successful, according to criteria set out in advance with the financing body. These advances are recognized in "Financial liabilities".

In the context of ADNA, the reimbursement of these advances is subject to the achievement of a certain income threshold on the product TG4001 and will be completed on the basis of a fixed and predetermined amount for the following five years, then in proportion to the income from this product until a reimbursement ceiling is reached, or up until 2035.

The Company measures at each closing date its liability for conditional advances under the ADNA program based on the discounted cash flows of expected repayments and the effective interest rate determined. The Company regularly evaluates direct and indirect income linked to the product to estimate future cash flows from the reimbursement of advances. This income is evaluated based on business plan that has been discounted for this product and by applying a comparable rate for this type of debt.

The main assumptions reviewed in the product business plan are as follows:

- Schedule for the development and marketing of the product.
- Probability of success of the clinical phases.
- Targeted market and market penetration rate, treatment price.
- Schedule and financial terms of a development and marketing partnership (payment on signature, payment based on milestones, royalties).

If the valuation of the debt is lower than the amounts actually received, the recognized debt corresponds to the amounts received, as long as the Company is not certain that it will not have to repay at least the amounts initially paid by the organization.

Foreign exchange

Cash liquidity in foreign currencies is converted into euros at the exchange rate on the reporting date. The resulting conversion differences are recognized in profit (loss) for the period.

Receivables and payables in foreign currencies are converted into euros at the exchange rate on the reporting date. The resulting conversion differences are recognized under "exchange rate gains/losses" on the balance sheet (under assets for unrealized losses, under liabilities for unrealized gains).

Unrealized losses are booked in a provision for risks under expenses for the year in provisions for risks and financial expenses.

The Company does not have a foreign currency hedging instrument.

Income tax expense

Income tax expenses correspond to taxes due calculated at the standard rate in use at year-end, taking into account the research tax credit.

The underlying tax position is calculated on the basis of the differences between the tax values and carrying amount of assets and liabilities presented in the balance sheet. These differences are determined according to the tax provisions and discounted tax rates when these differences are inverted.

NOTE 2 OPERATING REVENUE

REVENUE

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Research and development services	35	1,183
Licenses	-	-
Other revenue from ancillary activities	1,850	1,583
TOTAL	**1,885**	**2,766**

Revenues from research and development collaboration amounted to €35 thousand in 2024, compared to €1,184 thousand in 2023.

In the first half of 2023, AstraZeneca had informed Transgene of its decision to terminate the collaboration. Over the period, the revenue recognized under this collaboration agreement was €1,184 thousand.

Other revenue from ancillary activities corresponds mainly to development costs re-invoiced to BioInvent and NEC under the co-development agreements signed between Transgene and these partner companies.

NOTE 3 FINANCIAL INCOME/(LOSS)

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
FINANCIAL INCOME		
Income from other securities and non-current asset receivables	-	4
Interest and related income	1,363	569
Reversals of provisions and transfers of expenses	135	181
Positive exchange rate differences	797	-
Total financial income	**2,294**	**754**
FINANCIAL EXPENSE		
Financial depreciation and provisions	(195)	(181)
Interest and related expenses	(1,677)	(94)
Negative exchange rate differences	(16)	(549)
Total financial expenses	**(1,888)**	**(824)**
FINANCIAL INCOME/(LOSS)	**406**	**(70)**

Interest and similar include:

- income from bank accounts in the amount of €604 thousand;
- the current account advance agreement with TSGH included a clause waiving interest in the event of conversion of all or part of the debt into capital within 12 months. Following the conversion of part of the TSGH current account balance into a capital increase in July 2024, Transgene benefited from an income of €758 thousand in this respect.

Interest and similar expenses include:

- interest on the current account with TSGH in the amount of €831 thousand including the interest that TSGH waived upon conversion of the current account;
- bank interest on the financing of the 2022 and 2023 RTC in the amount of €846 thousand.

As for the fiscal year 2023, the ADNA payable has not changed as expected repayments remain lower than the amounts received.

NOTE 4 EXTRAORDINARY PROFIT/(LOSS)

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
EXTRAORDINARY INCOME		
Extraordinary income on management operations	19	9
Extraordinary income on equity transactions	-	14,322
Reversals of provisions and transfers of expenses	-	6
Total extraordinary income	**19**	**14,337**
EXTRAORDINARY EXPENSES		
Extraordinary expenses on management operations	-	-
Extraordinary expenses on equity transactions	(159)	(13,306)
Provisions and transfers of expenses	(100)	-
Total extraordinary expenses	**(259)**	**(13,306)**
EXTRAORDINARY PROFIT (LOSS)	**(240)**	**1,031**

In May 2023, the Company had signed an agreement for the sale of its remaining shares in Tasly BioPharmaceuticals, representing 8.7 million shares. This disposal generated a net capital gain of €1,107 thousand.

NOTE 5 CASH AND MARKETABLE SECURITIES

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Cash	16,640	15,570
Marketable securities	9	8
TOTAL	**16,649**	**15,578**
Unrecognized unrealized gains or losses		-

In 2024, marketable securities were composed of short-term money market fund units.

NOTE 6 CUSTOMERS

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Invoices issued, gross	9	54
Invoices to be issued, gross	1,177	724
Provisions for impairment	-	-
NET TOTAL CUSTOMERS	**1,186**	**778**

In 2024 and in 2023, trade receivables also essentially include receivables from our co-development partners NEC for €777 thousand as of December 31, 2024 (compared with €419 thousand in 2023) and BioInvent for €400 thousand (compared with €302 thousand in 2023).

NOTE 7 OTHER RECEIVABLES

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Advance payments and credit notes receivable	70	59
Employee benefit expense	84	67
Miscellaneous debtors	177	184
VAT credit and tax credit	587	255
VAT on invoices	564	232
TOTAL OTHER RECEIVABLES	**1,482**	**797**

NOTE 8 ACCRUED INCOME

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Customers- invoices to be issued	1,177	724
VAT credit and tax credit	587	255
VAT on accrued invoices	555	237
TOTAL ACCRUED INCOME	**2,319**	**1,216**

NOTE 9 PROPERTY, PLANT AND EQUIPMENT

(in € thousands)	DEC. 31, 2023	Increase	Decrease	DEC. 31, 2024
ACQUISITION COSTS				
Land	584	1,172	-	1,756
Buildings and fixtures	3,239	1,226	(3)	4,462
Laboratory equipment	10,292	4,000	(126)	14,166
Office and computer equipment	1,746	74	(40)	1,780
Assets in progress	2,227	83	(2,227)	83
Total	**18,088**	**6,555**	**(2,396)**	**22,247**
DEPRECIATION AND PROVISIONS				
Buildings and fixtures	(1,219)	(218)	2	(1,435)
Laboratory equipment	(7,523)	(538)	196	(7,865)
Office and computer equipment	(1,556)	(71)	40	(1,587)
Assets in progress	-	-	-	-
Total	**(10,298)**	**(827)**	**238**	**(10,887)**
NET TOTAL PROPERTY, PLANT AND EQUIPMENT	**7,790**	**5,729**	**(2,158)**	**11,360**

In December 2008, Transgene invested in a building housing labs and offices on the Illkirch-Graffenstaden site, at the Company's registered office. The land, building and equipment were financed by a finance lease for a period of 15 years. In March 2024, Transgene exercised the purchase option over the plot of land. This results in an increase in the gross value of the land.

The increase in fixed assets in progress mostly reflects the ongoing acquisition of equipment needed to increase the production capacity for TG4050 clinical batches.

NOTE 10 INTANGIBLE ASSETS

(in € thousands)	DEC. 31, 2023	Increase	Decrease	DEC. 31, 2024
ACQUISITION COSTS				
Licenses and acquired patents	1,788	-	-	1,788
Other intangible assets	1,533	-	-	1,533
Assets in progress	21	10	-	31
Total	**3,342**	**10**	**-**	**3,352**
DEPRECIATION AND PROVISIONS				
Licenses and acquired patents	(1,788)	-	-	(1,788)
Other intangible assets	(1,474)	(28)	-	(1,502)
Total	**(3,262)**	**(28)**	**-**	**(3,290)**
NET TOTAL PROPERTY, PLANT AND EQUIPMENT	**80**	**(18)**	**-**	**62**

NOTE 11 FINANCIAL ASSETS

(in € thousands)	DEC. 31, 2023	Increase	Decrease	DEC. 31, 2024
Equity securities				
• Transgene BioPharmaceutical Technology (Shanghai) Co. Ltd. Ltd.	100	-	(100)	-
• Transgene, Inc.	23	-	-	23
• Access Investment, Inc.	29	-	-	29
• Transgene UK Ltd.	-	-	-	-
Total gross equity securities	**152**	**-**	**-**	**52**
Impairments on equity securities	(29)	-	-	(29)
Total net equity securities	**123**	**-**	**-**	**23**
Deposits and guarantees	1,689	667	(872)	1,484
Vaxxel SAS shares	118	-	-	118
Impairment of financial assets	(134)	(195)	134	(195)
TOTAL FINANCIAL ASSETS	**1,796**	**472**	**(838)**	**1,430**

Equity securities

Transgene BioPharmaceutical Technology (Shanghai) Co. Ltd.

The subsidiary Transgene BioPharmaceutical Technology (Shanghai) Co. Ltd was liquidated in 2024.

Transgene, Inc.

The Company has an investment in Transgene, Inc. in the amount of €23 thousand.

Access Investment, Inc.

The Company has an investment in Access Investment, Inc. in the amount of €29 thousand. This investment is fully depreciated.

Transgene UK Ltd.

The Company created a subsidiary in December 2023 for one pound sterling.

Deposits and guarantees

Deposits and guarantees consist largely of holdbacks related to the financing of the RTC.

The increase of €667 thousand in 2024 corresponds to the holdback guarantee for the sale of RTC receivables for 2022 and 2023. The decrease mainly corresponds to the repayment of the guarantee for the assignment of the 2020 RTC receivable (€318 thousand).

Investments in non-consolidated companies

Vaxxel SAS

In 2020, in exchange for the rights to the DuckCelt®-T17 cell line, the Company acquired an equity investment in Vaxxel SAS for €118 thousand. The externalized fair value is based on the most recent fundraising carried out by Vaxxel SAS.

NOTE 12 EQUITY

General information

Transgene carried out a capital increase of €33,000 thousand in July 2024. This transaction resulted in the creation of 15,449,438 new shares at €0.50, i.e. a capital increase of €15,449 thousand and the balance of the capital increase was recorded as a share premium for €17,551 thousand.

As of December 31, 2024, 132,293,932 Transgene shares were outstanding, representing a share capital of €66,146,966.

During 2024, five definitive free share awards were allocated for 542,314 new shares.

During the year 2024, a free allocation plan was implemented for the allocation of a total of 1,224,943 free shares to the Company's management and employees with a vesting period progressive over three years.

Free share plans

The status of these unvested awards as of December 31, 2024, is summarized in the following tables:

	2024 plan				
General Meeting date	May 15, 2024				
Total number of shares authorized by the Meeting	1,500,000				
	2024 Grants			**2023 Retroactive**	
Board of Directors meeting date	June 19, 2024			June 19, 2024	
Total number of free shares awarded	1,224,943			197,740	
Of which allocations granted, during the fiscal year, by the issuer and by any Company included in the scope of the allocation to corporate officers	385,824			197,740	
Of which the number of shares awarded to members of the Executive Committee	713,467			197,740	
Of which awards granted, during the fiscal year by the issuer and by any Company in the scope of the award, to the ten non-corporate officer employees of the issuer and of any Company within this scope, whose number of free shares awarded is greatest	367,643			N/A	
Of which the balance not yet vested as of Dec. 31, 2024	1,148,359			197,740	
Vesting date	June 24, 2025	June 23, 2026	June 22, 2027	June 24, 2025	June 23, 2026
Expiration date of the lock-up period (1)	June 19, 2026 (2)	June 23, 2026	June 22, 2027	June 19, 2026	June 19, 2027
Value of the share on the award date	€1.06			€1.06	

(1) 10% of the Chairman and Chief Executive Officer's free shares are subject to retention until the end of his term of office.
(2) 58,741 free shares are subject to a final vesting date of October 1, 2025 and a retention period ending October 1, 2025.

	2021 plan							2022 plan		
General Meeting date	May 26, 2021							May 25, 2022		
Total number of shares authorized by the Meeting	2,500,000							300,000		
	2021 Grants				2022 Grant			2022 Grant		
Board of Directors meeting date	May 26, 2021				March 16, 2022			May 26, 2022		
Total number of free shares awarded	1,999,956			300,000	145,274			102,000		
Of which allocations granted, during the fiscal year, by the issuer and by any Company included in the scope of the allocation to corporate officers	457,139			300,000	-			102,000		
Of which the number of shares awarded to members of the Executive Committee	1,200,000			300,000	114,000			-		
Of which awards granted, during the fiscal year by the issuer and by any Company in the scope of the award, to the ten non-corporate officer employees of the issuer and of any Company within this scope, whose number of free shares awarded is greatest	802,117			-	145,274			-		
Of which the balance not yet vested as of Dec. 31, 2023	-	-	521,913	-	-	13,168	-	-	34,000	34,000
Vesting date	May 26, 2022	May 26, 2023	May 26, 2024	Jan. 1, 2024	May 26, 2023	May 26, 2024	June 30, 2024	May 26, 2023	May 26, 2024	May 26, 2024
Expiration date of the lock-up period	May 26, 2023	May 26, 2023	May 26, 2024	End of term	May 26, 2024	May 26, 2024	June 30, 2024	May 26, 2024	May 26, 2024	End of term
Value of the share on the award date	€2.95				€2.23			€2.33		

Grant conditions:

- grant of June 19, 2024: inclusion of a performance criterion on half of the allocation to the Chairman and Chief Executive Officer and members of the Management Committee and on one quarter of the allocation to employees. The performance criterion is the level of achievement of the Company's collective annual objectives set by the Board of Directors for the fiscal year preceding the date of vesting of each tranche. The grant in respect of 2023 to the Chairman and Chief Executive Officer is not subject to any additional performance criterion, the individual performance condition for 2023 having already been recorded at 100%. The awards are subject to the continued presence of employees throughout the applicable vesting period. For the Chairman and Chief Executive Officer, the condition of presence as Chairman and CEO throughout the vesting period;

- biennial awards of March 16 and May 25, 2022: the two awards were used to integrate a posteriori people recruited since the award of May 26, 2021, in the two remaining tranches of the three-year award of 2021. Half of the award to a new member of the Executive Committee and half of the 68,000 shares allocated to the new Chairman of the Board of Directors are subject to performance conditions. A quarter of the awards to employees is subject to the same performance conditions. The performance criterion will be the level of achievement of the Company's collective annual objectives for the fiscal year ending prior to the vesting date of each tranche, which will be assessed by the Board approving the closing of the annual financial statements for the fiscal year 2022 or 2023 as the case may be;

- welcome grants of March 16 and May 25, 2022: the 38,000 free shares granted to a new member of the Executive Committee on March 16, 2022, were not subject to performance conditions. However, they are subject to a presence condition recorded on June 30, 2024. As this employee left the Company in June 2023, these shares lapsed. The 34,000 free shares granted on May 25, 2022 to the Chairman who has since, in June 2023, become the Chairman and Chief Executive Officer, are not subject to performance conditions. However, they are subject to a presence condition recorded on May 26, 2024, and subject to a holding obligation until the end of the Chairman's term of appointment;

- three-year grant of May 26, 2021: half of the awards to members of the Executive Committee is subject to performance conditions. A quarter of the awards to employees is subject to the same performance conditions. The performance criterion will be the level of achievement of the Company's collective annual objectives for the fiscal year ending prior to the vesting date of each tranche, which will be assessed by the Board approving the closing of the annual financial statements for the fiscal year 2021, 2022 or 2023 as the case may be;
- welcome grant of May 26, 2021: this allocation of free shares to the Chief Executive Officer was subject to a presence condition recorded on January 1, 2024, and to an obligation to hold such shares until the end of the appointment. They lapsed on the departure of the latter in May 2023.

The provision covering URSSAF contributions related to free shares amounted to €62 thousand as of December 31, 2024, and was valued on the basis of the Transgene share price as of December 31, 2024.

Changes in equity

(in € thousands)	Share capital	Premiums	Reserves	Retained earnings	Income (loss)	Statutory provisions	Equity
At Dec. 31, 2023	**50,426**	**57,050**	**810**	**(81,007)**	**(29,466)**	**-**	**(2,187)**
Increase of share capital	15,449	17,393	-	-	-	-	32,842
Free share awards	272	(406)	134	-	-	-	-
Share capital reduction	-	-	-	-	-	-	-
Income/(loss) for the previous period	-	-	-	(29,466)	29,466	-	-
Income/(loss) for the period	-	-	-	-	(34,464)	-	(34,464)
At Dec. 31, 2024	**66,147**	**74,037**	**944**	**(110,473)**	**(34,464)**	**-**	**(3,809)**

NOTE 13 CONDITIONAL ADVANCES

ADNA

As of December 31, 2024, conditional advances concerning the repayable advances received under the ADNA ("Advanced Diagnostics for New Therapeutic Approaches") program, which receives public financing from Bpifrance to develop the TG4001. This program ended on December 31, 2016. Transgene received a total of €15,942 thousand in conditional advances under this program.

As of December 31, 2024, the liability consisting of conditional advances in the Company's balance sheet amounts to €15,942 thousand. At closing, the Company values its conditional advances received under the ADNA program based on the discounted expected future reimbursements as described in Note 1 to the annual financial statements. As of December 31, 2024, the ADNA payable has not changed as expected repayments remain lower than the amounts received.

NEOVIVA

Under the NEOVIVA program, signed in March 2019, Transgene could receive conditional advances of €2,372 thousand.

As of December 31, 2024, the Company had received €2,015 thousand in conditional advances.

NOTE 14 FINANCIAL LIABILITIES

Financing of tax credits

The Company signed a research tax credit sale agreement with a credit institution for 2022 and 2023 and no longer has any receivables due from the French State. As this type of contract is deconsolidating, no liability is recognized for this financing received up to 95% and 5% is recorded in the accounts as financial assets.

Advance on current account

On September 20, 2023, the Company signed a current account advance agreement with TSGH for an amount of € 36 million, increased to €66 million, including capitalized interest, by an amendment signed on March 27, 2024. On August 1, 2024, a portion of the current account advance of approximately €33 million was repaid by offsetting the receivables with the subscription price of a capital increase without preferential subscription rights reserved for TSGH. On March 27, 2025, a second amendment to the Current account advance agreement was signed to increase the amount of the current account advance by €15 million, thus bringing it to €48 million. The term of this agreement, initially 24 months, was extended to April 30, 2026. The Company is able to use this financing according to its cash requirements. TSGH may use the sums advanced to pay up all or part of the subscription to a Transgene capital increase. This current account advance will bear interest at the average monthly rate of 3-month Euribor plus 1% per year, up to the maximum tax-deductible rate.

As of December 31, 2024, the Company had used €8,509 thousand of the current account advance and recognized €164 thousand in interest.

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Interest on current account	164	92
Advance on current account	8,509	12,859
TOTAL FINANCIAL LIABILITIES	**8,673**	**12,951**

NOTE 15 PROVISIONS FOR RISKS AND EXPENSES

(in € thousands)	DEC. 31, 2023	Provisions	Reversals not applicable	Use of the provision	DEC. 31, 2024
Exchange rate differences	-	-	-	-	-
Provision for expenses	749	457	-	(480)	726
Pension obligations	3,345	357	(557)	(374)	2,771
PROVISIONS FOR RISKS AND EXPENSES	**4,094**	**814**	**(557)**	**(854)**	**3,497**

In the first half of 2023, the Company decided to terminate its infectious diseases activity and consequently to close its site in Lyon. This decision impacted eight employees. As of December 31, 2024, the provision for accrued expenses related to this site closure amounted to €258 thousand.

The above provisions for retirement benefit obligations correspond to the estimated current value of the share capital equivalent to accrued future payments, depending on length of service and level of compensation when an employee retires, on the basis of the following actuarial calculation assumptions as of December 31, 2024:

	DEC. 31, 2024	DEC. 31, 2023
Discount rate	3.30%	3.20%
Rate of future salary increases	2.5%	3.50%
Retirement age:		
• managers	65 years	65 years
• non-managers	63 years	63 years

The provision entered on the balance sheet concerns only retirement payments for serving workforce.

The following table summarizes the conditions and amounts of actuarial pension obligations as of December 31, 2024:

	DEC. 31, 2024	DEC. 31, 2023
CHANGE IN THE VALUE OF COMMITMENTS		
Projected benefit obligation at beginning of year	**3,345**	**3,282**
Cost of services rendered for the fiscal year	229	217
Cost of discounting	89	98
Plan amendment	-	(18)
Change in assumptions	(271)	261
Reductions/terminations	(324)	(245)
Actuarial (gain)/loss	77	(73)
Paid pension	(374)	(177)
Projected benefit obligation for retirement	**2,771**	**3,345**
Unrecognized actuarial losses	-	-
Unrecognized change in collective bargaining agreement	-	-
Total unrecognized items	-	-
PROVISIONS FOR PENSIONS	**2,771**	**3,345**

NOTE 16 EXPENSES PAYABLE

(in € thousands)	DEC. 31, 2024	DEC. 31, 2023
Trade payable – accrued invoices	7,410	3,943
Personnel and related accounts	860	832
Social security and other organizations	897	809
VAT collected and on invoices to be issued	14	13
Interest on current account advances	164	92
TOTAL EXPENSES PAYABLE	**9,345**	**5,689**

NOTE 17 ACCRUED CHARGES AND DEFERRED INCOME

Deferred revenue and expenses relate exclusively to items recognized under operations.

NOTE 18 AFFILIATED COMPANIES

On September 20, 2023, the Company signed a current account advance agreement with TSGH for an amount of €36 million, increased to €66 million, including compounded interest, by an amendment signed March 27, 2024. As of December 31, 2024, the Company received €8,509 thousand from this advance and recognized interest in the amount of €164 thousand.

The table below does not include these cash items:

	2024	
(in € thousands)	Receivables	Payables
bioMérieux SA	-	14
bioMérieux, Inc	-	-
Institut Mérieux	-	-
Mérieux Université	-	3
Oxford BioMedica	18	1,305
Transgene UK Ltd.	-	20
Transgene, Inc.	-	9
TOTAL	**18**	**1,351**

	2024	
(in € thousands)	Revenue	Expenses
bioMérieux SA	-	24
bioMérieux, Inc	-	-
Institut Mérieux (1)	-	117
Mérieux Université	-	3
Oxford BioMedica (2)	278	4,549
Transgene UK (3)	-	218
Transgene, Inc.	-	6
TOTAL	**278**	**4,917**

(1) Expenses related to the agreements for services provided by Institut Mérieux.
(2) The revenue corresponding to the rent re-invoicing contract for hosting test labs. Expenses relate to the agreements for production services and audits provided by Oxford Biomedica.
(3) Expenses related to the re-invoicing of Transgene UK staff.

NOTE 19 MATURITIES OF RECEIVABLES AND PAYABLES

Receivables *(in € thousands)*	**Gross amount**	**One year or less**	**More than one year**
Other financial assets	1,483	322	1,161
Customers	1,186	1,186	-
Research Tax Credit (RTC)	6,174	-	6,174
Government, VAT and other local authorities	1,150	1,150	-
Personnel and related accounts	83	83	-
Prepaid expenses	1,063	1,016	47
Research and development grants	17	17	-
Other receivables	230	230	-
TOTAL RECEIVABLES	**11,386**	**4,004**	**7,382**

Payables *(in € thousands)*	**Gross amount**	**One year or less**	**More than one year and less than or equal to five years**	**More than five years**
Conditional advances	17,957	-	2,015	15,942
Trade payables	9,508	9,508	-	-
Interest on current account advances	164	164	-	-
Advance on current account	8,509	8,509	-	-
Pension obligations	2,771	201	1,255	1,315
Accrued employee benefits and tax expense	3,533	3,533	-	-
Prepaid income	43	43	-	-
Other liabilities	2	2	-	-
TOTAL LIABILITIES	**42,487**	**21,960**	**3,270**	**17,257**

NOTE 20 INCOME TAX

Current taxes

Research tax credit

In 2024, the RTC was €6,174 thousand (versus €6,489 thousand in 2023). This tax credit will be reimbursed by the tax authorities in 2028.

Deferred taxes

As of December 31, 2024, Transgene had tax loss carryforwards in France (indefinitely carryable) totaling €822,896 thousand.

NOTE 21 EXECUTIVE COMPENSATION AND OBLIGATIONS

Directors' compensation amounted to €207 thousand.

In 2024, the Company paid no compensation to TSGH and its permanent representative.

Alessandro Riva, Chairman and Chief Executive Officer, received gross compensation of €739 thousand (versus €354 thousand in 2023), including €114 thousand in variable compensation (no variable compensation in 2023) and €26 thousand in benefits in kind (compared to €4 thousand in 2023).

In 2024, the Company paid to the Responsible Pharmacist acting as Deputy CEO, Christophe Ancel, total compensation amounting to €184 thousand (versus €176 thousand in 2023), including €38 thousand in variable compensation (versus €40 thousand in 2023) and €5 thousand in benefits in kind - vehicle – as in 2023.

The Company paid total gross compensation of €2,575 thousand to its Management Committee in 2024, including a British employee paid by Transgene UK in the amount of €144 thousand.

No advances or credits were allocated to executives.

NOTE 22 OFF-BALANCE SHEET COMMITMENTS

Commitments received

Letter of support from TSGH:

The parent company, TSGH, has formalized its commitment by signing a letter of support, attesting to its intention to support the Company in the pursuit of its activities and if necessary, to provide the Company with the financial support required to honor its commitments. commitment until the end of April 2026.

Advance on current account with TSGH:

The Company signed an amendment to the current account advance agreement entered into with TSGH in September 2023 and amended on March 27, 2024 and then on March 27, 2025. The amount of the current account advance is increased to €48 million. At December 31, 2024, the Company has a debt of €8.5 million (after capitalization of the current account of €33 million).

Sale of research tax credit:

The Company signed a research tax credit sale agreement with a credit institution for each of its 2022 and 2023 RTC and no longer has any receivables due from the French State. The Company therefore received, respectively, €6,529 thousand and €6,164 thousand for the 2022 and 2023 RTC (representing 95% financing). As this type of contract is deconsolidating, no liability is recognized in respect of this financing received. However, the Company remains responsible for the amounts declared in the event of a tax audit.

Commitments given

Leasing contract:

In 2008, Transgene invested in a building housing labs and offices on the Illkirch site, in the suburbs of Strasbourg. Land and construction costs for the 6,900 m^2 building totaled €15,601 thousand. This investment was financed by a 15-year finance lease, signed with a banking consortium in October 2007, with a residual value of €1,094 thousand. The last installment was paid in the last quarter of 2023. The Company exercised the option during the first half of 2024 and is thus the owner of the building. The residual purchase price is €1,094 thousand.

The table below summarizes the main residual obligations of the Company under this contract:

(in € thousands)	2024	2023
Property leasing:		
• outstanding charges	-	-
• residual purchase price	-	1,094

The table below summarizes key financial commitments made by the Company:

		Payments due by period		
(in € thousands)	Gross amount	One year or less	From one to five years	More than five years
Finance lease obligation (real estate)	-	-	-	-
Finance lease obligation (non-real estate)	17	17	-	-
TOTAL	**17**	**17**	**-**	**-**

Financial commitments on subcontractor contracts:

Transgene is also bound by contracts with subcontractors. That could have an impact over several accounting periods. As of December 31, 2024, the Company estimated the current value of its financial commitments under these agreements to be approximately €25 million.

Licensing and collaboration agreements:

Under licensing or option agreements, third parties have promised to make milestone payments or pay royalties to the Company that are dependent upon future events whose probability remains uncertain as of the reporting date. The Company has promised, with respect to a number of third parties, to pay royalties or milestone payments under collaboration or licensing agreements that are dependent upon future events whose realization remains uncertain as of the reporting date.

As at the date of this document, the Company has not made any material commitment (guarantees, collateral, etc.).

NOTE 23 WORKFORCE

The Company had 165 employees as of December 31, 2024, versus 158 employees as of December 31, 2023.

	Men	Women	Total*
Managers	43	70	113
Non-managers	19	33	52
TOTAL	**62**	**103**	**165**

* *Including 144 open-ended contracts as of Dec. 31, 2024.*

NOTE 24 IDENTITY OF THE CONSOLIDATING ENTITY

The Company's financial statements were fully consolidated by Compagnie Mérieux Alliance, 17, rue Bourgelat, 69002 Lyon.

NOTE 25 PREMIUMS AND RESERVES

The distribution options offered by the accumulated premiums and reserves were as follows:

(in € thousands)	Total	Reimbursable or available for distribution	Not available for distribution
Premiums	74,037	74,037	-
Legal reserve	247	-	247
Unavailable reserve	697	-	697
TOTAL	**74,981**	**74,037**	**944**

NOTE 26 SUBSIDIARIES AND EQUITY INVESTMENTS

Financial information *(in local currency)*		Transgene, Inc. 303 Wyman Street Suite 3000, WALTHAM, MA 02451, U.S.	Transgene UK Ltd. Cannon Place 78 Cannon Street London EC4N 6AF
Share capital		US$30 thousand	1 GBP
Equity other than capital		-	-
Proportion of capital held *(in %)*		100%	100%
Carrying value of securities held *(in €)*	Gross	23,114	1
	Net	23,114	1
Loans and advances granted by the Company not yet reimbursed		None	None
Amount of guarantee and undertakings given by the Company		None	None
Revenues excl. tax of the previous fiscal year		-	-
Income (profit or loss from the previous financial period)		-	-
Dividends received during the fiscal year		None	None
Comments		-	-

NOTE 27 STATUTORY AUDITORS' FEES

	Audit and related services						
	Statutory Auditors, certification, examination of statutory and consolidated financial statements		Services required by law				
(in € thousands)		of which issuer		of which issuer	Sub-total	Other services provided	Total
KPMG							
2024	**76**	**76**	**30**	**30**	**106**	**-**	**106**
%	72%	72%	28%	28%	100%	-	100%
2023	71	71	-	-	71	-	71
%	100%	100%	-	-	100%	-	100%
Grant Thornton							
2024	**81**	**81**	**30**	**30**	**111**	**4**	**115**
%	70%	70%	26%	26%	97%	3%	100%
2023	71	71	-	-	71	7	78
%	91%	91%	-	-	91%	9%	100%

NOTE 28 EVENTS AFTER THE REPORTING PERIOD

On March 27, 2025, the Company signed an amendment to its current account advance agreement with TSGH in order to increase the ceiling by €15,000 thousand and extend the term to April 30, 2025 (see Note 14).

In addition, the parent company TSGH has formalized its commitment by signing a letter of support, attesting to its intention to support the company in the continuation of its activities and to provide it, if necessary, with the financial support required to honor its commitments until the end of April 2026.

Business funded until the end of April 2026.

5.4 STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

For the year ended 31 December, 2024

This is a free translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To annual general meeting of TRANSGENE,

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying financial statements of TRANSGENE for the year ended December 31, 2024.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2024 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities* for the Audit of the *Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors for the period from January 1, 2024 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Risk identified	Our audit response
Valuation of ADNA repayable advances (Notes 1 et 13) As at December 31, 2024, the repayable advances shown in your company's balance sheet amounted to EUR 15.94 M. At the end of the reporting period, your company evaluated its repayable advances under the ADNA program, based on the expected repayments discounted at the effective interest rate determined at the time the contract was put in place, as described in notes 1 and 13 to the statutory financial statements. If the valuation of the repayable advance is lower than the historical amount received, the repayable advance remains booked at the amounts received, as long as the Company is not certain that it will not have to repay them. The reimbursement of these advances is conditional on reaching certain revenue threshold with the TG 4001 product and will be made for fixed and set amounts, and beyond that, in proportion to the revenue of the product up to a reimbursement ceiling or at the latest in 2035. The expected future reimbursement flows are therefore estimated by management based on an assessment of the future direct and indirect revenues associated solely with the TG 4001 product under development. The other assumptions taken into account by management in the valuation of the ADNA repayable advance concern in particular: ● the probabilities of success of clinical phases, ● the timetable and terms of a development and marketing collaboration agreement for this product, ● the discount rate used by management. The assessment of the repayable advance therefore requires management to exercise judgement in its selection of assumptions used, in particular with regards to projected financial information. Therefore, we considered the valuation of ADNA repayable advances to be a key audit matter.	Our work consisted in examining the methods for valuing the ADNA repayable advance. In particular, we: ● assessed the evaluation model used and the assumptions used regarding the evolution of the TG4001 product, assessing the consistency, in the one hand, with the budgets and forecasts drawn up by management and presented to the Board of Directors, and, on the other hand, with our knowledge of the field, acquired in particular during inquiries with management; ● compared the discount rate with our own estimate; ● compared the price of the US dollar against the Euro used in the evaluation model. Lastly, we assessed the appropriateness of the information provided in the notes to the Company's statutory financial statements.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents with respect to the financial position and the financial statements provided to shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code (Code de commerce).

Report on corporate governance or Information relating to corporate governance

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L.225-37-4, L22-10-10 and L.22-10-9 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code (code de commerce) relating to remunerations and benefits received by or awarded to the directors and any other commitments made in their favour, we have verified the consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from controlled companies included in the scope of consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a public takeover bid or exchange offer, provided pursuant to Article L.22-10-11 of the French Commercial Code, we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Report on Other Legal and Regulatory Requirements

Format of presentation of the financial statements intended to be included in the Annual Financial Report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of TRANSGENE by the annual general meeting held on May 25, 2022 for KPMG S.A. and on May 24, 2016 for GRANT THORTON.

As at December 31, 2024, KPMG S.A. and GRANT THORTON were in the third year and ninth year of total uninterrupted engagement respectively.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;

- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;

- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N°537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code (code de commerce) and in the French Code of Ethics (*code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

The statutory auditors,
French original signed by

Schiltigheim on April 10, 2025

KPMG S.A.

Stephane Devin
Partner

Lyon on April 10, 2025

GRANT THORTHON
Membre français de Grant Thornton International

Jean Morier
Partner

5.5 PRO FORMA FINANCIAL INFORMATION

None.

6

INFORMATION ABOUT THE COMPANY AND ITS CAPITAL

6.1 SHARE CAPITAL

6.1.1 Amount of subscribed capital

As of the date of this Registration Document, the Company's share capital is €66,146,966.

6.1.1.1 Number of shares issued

132,293,932 shares as of December 31, 2024, all of the same class and all fully paid up. No unpaid shares have been issued. The nominal value per share is €0.50.

6.1.2 Shares not representing capital

None.

The Company has no knowledge of pledges or other security interests related to its existing shares at March 31, 2025.

6.1.3 Shares held either by the Company itself, on its behalf or by its subsidiaries

In the framework of the liquidity contract, as of December 31, 2024, 359,661 shares were held on behalf of the Company (see Section 6.6).

6.1.4 Convertible securities, exchangeable securities or securities with warrants

None.

6.1.5 Conditions governing any right of acquisition and/or any obligation attached to the capital subscribed but not paid up, or any undertaking to increase the share capital

Capital authorized and not issued

As of March 31, 2025, the number of shares that could be issued as a result of free share allocations not yet vested amounted to 1,346,099, i.e. approximately 1.02% of the Company's share capital on a fully diluted basis (i.e. 132,293,932 shares).

Nature of the delegation granted	Maximum amount of delegation and effective date	Amount used by the Board
Capital increase with preferential subscription rights for shareholders	150 million shares in one or more tranches (global ceiling) Validity: July 15, 2026	None
Capital increase without preferential subscription rights for shareholders	150 million shares in one or more tranches (included in the ceiling of 150 million shares) Validity: July 15, 2026	None
Capital increase reserved for qualified investors or a restricted group of investors without preferential subscription rights in their favor	150 million shares in one or more tranches and 20% of the share capital per year (included in the ceiling of 150 million shares) Validity: July 15, 2026	None
Capital increase with cancelation of shareholders' preferential subscription rights in favor of categories of persons (1)	150 million shares in one or more tranches (included in the ceiling of 150 million shares) Validity: November 15, 2025	None
Authorization granted to increase the number of shares, stock or securities to be issued in the event of a capital increase with or without shareholders' preferential subscription rights	15% of the initial issue Validity: July 15, 2026	None
Capital increase with cancellation of shareholders' preferential subscription rights reserved for TSGH	€70 million (nominal amount of share capital increases that may be carried out under this authorization). - Validity November 15, 2025	€32,999,999.57 (30,898,876 shares)
Capital increase with cancelation of shareholders' preferential subscription rights to remunerate contributions in kind relating to equity securities or securities giving access to the capital of companies	10% of the share capital (included in the ceiling of 150 million shares) Validity: July 15, 2026	None
Capital increase with cancelation of shareholders' preferential subscription rights to compensate share tenders, in the case of a public exchange offer	150 million shares in one or more tranches (included in the ceiling of 150 million shares) Validity: July 15, 2026	None
Award of free shares in the Company to Company and Group employees without preferential subscription rights	1,500,000 shares, existing or to be issued Validity: July 15, 2027	1,346,099 shares

(1) These categories of persons include:
(1) in the context of an industrial or strategic agreement with the Company, (i) industrial or commercial companies in the pharmaceutical/biotechnology sector, or (ii) investment companies or fund management companies, or (iii) collective investment funds, whether under French or foreign law, or (iv) any other legal entity (including a trust) or individual, investing in the pharmaceutical/biotechnology sector, or
(2) in the context of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code for French investors and by the equivalent provisions for foreign investors, (i) industrial or commercial companies in the pharmaceutical/biotechnology sector, or (ii) investment companies or fund management companies, or funds managing collective savings schemes, under French or foreign law, investing in the pharmaceutical/biotechnology sector, or (iii) any other legal entity (including a trust) or individual investing in the pharmaceutical/biotechnology sector, meeting, in each of the cases referred to above, the criteria for participating in such an offer, or (iv) French or foreign investment services providers capable of guaranteeing such a transaction.

6.1.6 Information on the stock of any member of the Group subject to an option or a conditional or unconditional agreement to place such stock under option

None.

6.1.7 Changes to share capital

CHANGE IN EQUITY OVER THE PAST THREE YEARS

Fiscal year	Type of transaction	Number of securities	Capital increase *(in €)*	Share premium per share *(in €)*	Total issuance premiums *(in €)*	Amount of capital *(in €)*
2020	Capital increase (2)	575,870	575,870	-	-	83,841,334
2020	Capital reduction (3)	83,841,334	(41,920,667)	-	-	41,920,667
2021	Capital increase (1)	13,930,000	6,965,000	1.95	27,163,500	48,885,667
2022	Capital increase (2)	2,432,737	1,216,368.50	-	-	50,102,035.50
2023	Capital increase (2)	648,671	324,335.50	-	-	50,426,371
2024	Capital increase (2)	542,314	271,157.00	-	-	50,697,528
2024	Capital increase (1)	30,898,876	15,449,438	0.57	17,550,562	66,146,966

(1) Capital increase by issuing new shares.
(2) Capital increase by vesting free shares to Company employees.
(3) Capital reduction by €0.50 per share reduction in the nominal value of the shares.

Change in shareholder structure over the past three years (see Section 6.2.1 "Name of any person not a member of an administrative or management body directly or indirectly holding more than 5% (legal reporting threshold) of the Company's capital or voting rights").

6.2 PRINCIPAL SHAREHOLDERS

6.2.1 Name of any person not a member of an administrative or management body directly or indirectly holding more than 5% (legal reporting threshold) of the Company's capital or voting rights

The following table shows the breakdown of capital and voting rights of the Company as of December 31, 2024, based on an analysis of bearer share ownership conducted at the Company's request in January 2025 and the distribution as of the end of 2023 and 2022. There is no shareholder apart from the majority shareholder TSGH that owns more than 5% of share capital.

	As of Dec. 31, 2022			As of Dec. 31, 2023			As of Dec. 31, 2024		
Shareholder	Number of shares	% of capital	% of voting rights (1)	Number of shares	% of capital	% of voting rights (1)	Number of shares	% of capital	% of voting rights (1)
TSGH (1)	60,527,665	60.40	73.39	60,527,665	60.02	70.82	91,426,541	69.11	76.56
SITAM Belgique*	4,824,856	4.81	3.19	4,824,856	4.78	3.17	4,824,856	3.65	4.86
Other shareholders (2)	34,851,550	34.78	23.07	35,500,222	35.20	25.90	36,042,535	27.24	17.98
Total	**100,204,071**	**100**	**100**	**100,852,742**	**100**	**100**	**132,293,932**	**100**	**100**
Dilutive impact stock options + free shares awarded (3)	1,836,134	1.83	1.21	603,081	0.59	0.39	1,346,099	1.02	0.68
TOTAL DILUTED	**102,040,205**			**101,455,823**			**133,640,031**		

(1) Article 8 of the Articles of Association grants double voting rights to all fully paid registered shares, registered in the name of the same shareholder for at least three years. In accordance with the provisions of Article L. 233-8 of the French Commercial Code, Transgene publishes monthly (if the information has changed since the last monthly publication) the total number of shares and voting rights on the AMF website and on its own site www.transgene.fr. As of December 31, 2022, the total number of shares was 100,204,071; the total theoretical number of voting rights was 151,326,997, of which the number of exercisable voting rights was 151,040,561. As of December 31, 2023, the total number of shares was 100,204,071; the total theoretical number of voting rights was 152,391,429, of which the number of exercisable voting rights was 152,087,568. As of December 31, 2024, the total number of shares was 132,293,932; the total theoretical number of voting rights was 198,849,873, of which the number of exercisable voting rights was 198,490,212. No limit on voting rights has been introduced. The double voting rights attached to a share disappear the day the security is assigned or converted to the bearer.

(2) To the Company's knowledge, no other shareholders directly or indirectly own, alone or in concert, over 5% of the equity or voting rights. The "other shareholders" item includes all other shareholders including the shares held by the Company as of December 31, 2024 as part of the liquidity program (359,661 treasury shares). However, these shares were excluded from the calculation of voting rights. The total percentage of employee ownership is less than 2%. Since it is insignificant, the Company does not monitor employee shareholdings. There are not, to the knowledge of the Company, any concert parties or agreements between shareholders.

(3) Taking into account the 1,346,099 free shares outstanding as of December 31, 2024, allocated exclusively to Company employees, including members of the Executive Committee and executive corporate officers (Mr. Alessandro Riva, Chairman and Chief Executive Officer) and Mr. Christophe Ancel, Responsible Pharmacist and Deputy CEO), the potential dilution represents 1.02% of the Company's issued share capital.

* *Formerly "Dassault Belgique aviation".*

6.2.2 Special voting rights of principal shareholders

There are no different voting rights for major shareholders. Pursuant to Article 8 of the Articles of Association, double voting rights are granted to all fully paid registered shares registered in the name of the same shareholder for at least three years, regardless of the number of shares held by the holder.

6.2.3 Controlling shareholder

The Company's capital is 69.1% (76.6% of the voting rights) owned by TSGH SAS, which is in turn 100% owned by Institut Mérieux, which is owned by the Mérieux family. No specific measure limits the powers of the principal shareholder. The Company refers to the Code of Corporate Governance for small- and mid-cap companies. The Board of Directors includes nine members, four of whom qualify as independent using the criteria defined in the MiddleNext Corporate Governance Code, as applied by the Company.

Moreover, a majority of the Audit Committee and Compensation Committee consists of independent directors since of the three members of which it is composed, two are independent members.

6.2.4 Agreement that may result in a subsequent change of control of the Company

To the Company's knowledge, at the date of this Document there is no agreement that could at a later date, if enforced, bring about a change in the controlling interest of the Company, nor pact outside the articles of association, or any anti-takeover measure, or specific powers of representation or appointment to executive bodies.

6.3 ARTICLES OF INCORPORATION AND ARTICLES OF ASSOCIATION

6.3.1 Corporate purpose (Article 2 of the Articles of Association)

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

- consists in 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.

6.3.2 Administration of the Company

Board of Directors (excerpts and summaries from the relevant sections of the Articles of Association and regulations)

The Company is administered by a Board composed of at least three and at most 15 members, subject to applicable regulatory and legal exceptions.

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. Exceptionally, for the purpose of staggering, the Ordinary General Meeting may appoint a director for a duration of one, two or four years. Their directorship ends at the end of the Ordinary General Meeting approving the financial statements for the prior fiscal year, which is held during the year in which their term expires. The terms of office of current directors will be extended accordingly to correspond to the new term in force.

The directors may be re-elected and may be recalled by the General Meeting at any time. In the event of a vacancy of one or more seats, the Board may, in the manner prescribed by law, make provisional appointments. The directors so appointed do not serve longer than the remainder of their predecessor's term, and their appointment must be ratified by the following Ordinary General Meeting.

The Board of Directors elects from among its members who are individuals a Chairman and, possibly, one or more Vice-Chairmen, and sets their term of office, with such term not exceeding their directorship, 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 under exceptional circumstances extend the period, fiscal year by fiscal year, as long as this extension does 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-Chairs or, failing that, the directors.

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

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

The Chairman of the Board of Directors shall represent the Board of Directors. He organizes and directs its work and reports back 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.

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 objects, 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 French Commercial Code shall apply.

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 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 Officer is invested with the broadest powers to act in the Company's name under all circumstances and represent the Company 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 Chief Operating Officers may not exceed five.

If they are directors of the Company, the Chief Executive Officer and Chief Operating Officers may not be appointed for longer than their term as directors.

The term of office of Chief Executive Officer or Deputy Chief Executive Officer may only be conferred on a person, whether a director or not, providing that they have not reached the age of sixty-five (65) on the date of the decision to appoint or renew their term of office.

The Board of Directors sets the compensation of the Chairman of the Board, the Chief Executive Officer and, as applicable, the Deputy Chief Executive Officers. This compensation may be fixed or a combination of fixed and variable.

The directors are invited to the meetings of the Board of Directors by any means, including verbally. Pursuant to the legal and regulatory provisions, the rules of procedure 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 French Commercial Code, decisions falling within the powers of the Board of Directors provided for in Article L. 225-24, in 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 vote, the vote of the session's Chairman shall prevail.

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 Meeting Secretary is authorized to certify the copies and excerpts of General Meeting minutes.

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 that might incur the liability of the Responsible Pharmacist.

Update:

The Board of Directors will propose to the Combined General Meeting of May 15, 2025, a modification of the aforementioned age limits (of respectively 67 years for the Chairman of the Board of Directors and 65 years for the Chief Executive Officer) taking both to 75 in accordance with the applicable regulations.

6.3.3 Share classes

Only one class of shares exists. Each share entitles the holder to one share proportional to the fraction of capital that it represents, in the Company's assets and earnings and in any liquidation surplus.

6.3.4 Shareholder rights

Shareholders' rights may only be changed, and in the manner prescribed by law, by an Extraordinary General Meeting that meets the conditions of quorum and majority set by the French Commercial Code. There is no more restrictive term in the Articles of Association. The Company capital may be changed pursuant to the terms of the law.

6.3.5 General Meetings (Article 21 of the Articles of Association)

General 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 meeting notice.

The right to take part in General Meetings is defined and justified in accordance with the provisions of Article R. 22-10-28 of the French Commercial Code.

For the calculation of the quorum and majority, are deemed present, 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.

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

If the Board of Directors so decides at the time of the meeting notice, shareholders may also take part and vote in General Meetings by videoconference or by all means of telecommunications 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 Notice to attend or the meeting notice.

The electronic form may be completed and signed directly on a site solely dedicated to this purpose 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 deadline set in compliance with applicable regulations for the registration, 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-Chairman or by a director appointed for that purpose by the Board of Directors. Failing this, the assembly itself will elect a 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.

A double voting right attached to registered shares recorded in the name of the same person for at least three years was established by the Extraordinary General Meeting of June 9, 2004, and incorporated into the Articles of Association (Article 8).

Update:

The Board of Directors will propose to the Combined General Meeting of May 15, 2025, an amendment to Article 21 of the Articles of Association in order to bring this into line with the provisions of Article L. 225-103-1 of the French Commercial Code (Code de commerce), as amended by Law No. 2024-537 of June 13, 2024, known as the Law on Attractiveness, by replacing paragraphs 2, 4 and 5 of Article 21 with the following paragraph:

"Shareholders may, by decision of the Chairman of the Board of Directors in the notice of meeting and/or convening notice, take part in and vote at a Shareholders' Meeting by any means of telecommunication allowing their identification under the conditions provided for by the legislative provisions and regulations in force at the time of its use. Any shareholder participating in a Shareholders' Meeting by such means is deemed present for the calculation of the quorum and majority."

6.3.6 Provisions having the effect of delaying, deferring or preventing a change of control

None.

6.3.7 Threshold crossings

None. The obligations prescribed by current laws and regulations apply.

6.3.8 Conditions imposed by the Articles of Incorporation and Articles of Association, a charter or regulation that govern changes in capital when said conditions are stricter than legal provisions

None: no such terms exist for the Company.

6.4 HISTORY AND INFORMATION ABOUT THE COMPANY DURING THE FISCAL YEAR

6.4.1 Company name and commercial name

Transgene

6.4.2 Place and registration number of the issuer

The Company is registered in the Strasbourg Trade and Company Registry under identification No. RCS B 317 540 581. Its economic activity code (APE) is 7211Z (Biotechnology research and development).

The legal entity identifier (LEI) is 969500PDJW8N0FSGGK69.

6.4.3 Date of incorporation and duration

The Company was founded in December 1979 in France for a period of 99 years that expires on December 31, 2078.

6.4.4 Registered office, legal form and applicable law

A French limited Company (société anonyme) with a Board of Directors, governed by the French Commercial Code.

Transgene
400, boulevard Gonthier d'Andernach - Parc d'Innovation
67400 Illkirch-Graffenstaden
France
Tel.: +33 3 88 27 91 00
Website: www.transgene.fr (1)

6.5 INFORMATION ON EQUITY INVESTMENTS

The table of subsidiaries and equity investments is presented in Note 26 to the Company's annual financial statements (Section 5.3.2).

(1) The information featured on the website does not form part of this Universal Registration Document, unless it is incorporated by reference

6.6 SHARE BUYBACK PROGRAM

6.6.1 Situation in 2024

The share buyback program authorization was renewed by the Meeting of May 15, 2024.

In accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, the General Shareholders' Meeting of May 15, 2024, authorized the Board of Directors to trade Transgene stock for a period of 18 months, except during a public offering period for the Company's shares, for the purposes and in the manner prescribed by the share buyback program. The purchases must be made at a unit price no higher than €25 per share, with an overall purchase price of €20 million (or the foreign currency equivalent of these amounts on the same date) and in an amount no greater than 10% of the share capital at any one time.

In 2020, the Company made use of the authorizations to buy the Company's shares on the stock market in order to execute a liquidity contract with Natixis ODDO BHF SCA. The Company did not use any derivatives.

In 2024, under the liquidity contract, Natixis ODDO BHF:

- bought 455,677 shares for a total of €492,598.26, representing a weighted average value of €1.08 per share; and
- sold 399,877 shares for a total of €448,130.62, representing a weighted average value of €1.12 per share.

As of December 31, 2024, the Company directly held 359,661 shares for the purposes of creating liquidity under the liquidity contract (which represented around 0.27% of the capital), whose measured value at its price on December 31, 2024 was €244,569. At that same date, none of the treasury shares were allocated to covering stock-option plans or held for cancelation.

6.6.2 Information on the completion of the share buyback program

The Combined General Meetings of May 25, 2022, May 5, 2023, and May 15, 2024 authorized the Board of Directors to purchase Company shares in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code.

6.6.2.1 Number of shares and share of capital held by Transgene

As of December 31, 2024, the total number of shares held by Transgene was 359,661, representing 0.27% of Transgene's share capital. All of these shares were allocated with a view to liquidity under the liquidity contract.

6.6.2.2 Breakdown by objective of equity securities held as of December 31, 2024

As of December 31, 2024, Transgene's treasury shares were allocated as follows:

- 359,661 shares allocated for liquidity purposes.

The liquidity contract with Natixis ODDO BHF started on January 2, 2020. The Company did not cancel or re-allocate any treasury shares. The Company did not use any derivatives and does not have any open positions.

6.6.2.3 Objectives of the buyback program

Transgene intends to use its authorization to trade in its own shares under the share buyback program for the following purposes:

- to stimulate the market through an investment service provider acting independently under a liquidity contract in compliance with a Code of Conduct recognized by the AMF;
- to hold its shares in order to allocate them at a later date in payment or exchange as part of external growth operations undertaken by the Company;
- to allocate its shares upon the exercise of rights attached to securities entitling their owner to the Company's stock through conversion, exercise of options, redemption, or exchange, within the framework of stock exchange regulations;
- to cancel securities, notably in order to increase the return on equity and earnings per share and/or to offset the dilutive impact for the shareholders of capital increase transactions;
- to allocate shares to the employees or to the corporate officers of the Company and its subsidiaries according to the conditions and in the manner prescribed by law, notably in relation to the free allocation of shares, profit-sharing, stock option plans or Company savings plans.

This program is also intended to allow any market practice accepted by the AMF subsequently to the General Meeting and, more broadly, any transaction compliant with the regulations in force. In such a scenario, the Company will inform its shareholders by written communication.

6.6.2.4 Description of the buyback program

Pursuant to Article 241-2 of the General Regulation of the AMF, this paragraph constitutes the description of the buyback program that will be submitted to the General Meeting of May 15, 2025.

The securities Transgene proposes to acquire are only shares.

Extract from the sixteenth resolution submitted to the General Meeting of May 15, 2025:

The General Meeting, acting under the conditions of quorum and majority required for Ordinary General Meetings, having reviewed the report of the Board of Directors, votes to adopt the share buyback program described hereinafter and to that end, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, authorizes the Board of Directors, or any representative of the Board empowered to act on the Board's behalf, to purchase the Company's shares:

- *resolves that the number of Company shares that may be repurchased shall be such that:*
  - *the maximum number of shares that can be purchased under this authorization may not exceed 10% of the total number of shares in the Company's share capital and, with regard to purchases made for subsequent use in payment or exchange in a merger, spin off or asset contribution, 5% of the total number of shares in the Company's share capital, it being noted that (i) these limits apply to the Company's share capital which shall, where necessary, be adjusted to reflect any transactions subsequent to this Meeting that may affect the share capital and that, (ii) if the shares are repurchased to increase the stock's liquidity as permitted by the AMF General regulation, the number of shares counted in the aforementioned 10% calculation shall be equal to the number of shares bought less the number resold during the period of this authorization, and*
  - *the acquisitions made by the Company may in no case lead it to hold, at any time, directly or indirectly, more than 10% of its share capital [...];*
- *sets the maximum purchase price at €25 per share, and resolves that the maximum amount of funds earmarked for this share purchase program may not exceed twenty million euros (€20,000,000); 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;*
- *delegates to the Board of Directors, which may subdelegate under the conditions foreseen in Article L. 22-10-62 of the French Commercial Code, in the event of any change in the par value of the share, of a capital increase through the incorporation of reserves, of the allocation of free shares, of a share split or a reverse share split, of a distribution of reserves or any other assets, of the amortization of capital or any other transaction involving equity, the power to adjust the aforementioned purchase price so as to reflect the impact of said transactions on the value of the share;*
- *resolves that the purchase, sale, exchange or transfer of these shares may occur at any time, except during the period of a public offering for the Company's shares, on one or several occasions, and by any means, i.e., on a regulated market, on a multilateral trading facility, through systematic internalizers or over the counter, including by means of the acquisition or sale of blocks of shares, by using financial instruments, notably derivatives traded on a regulated market or multilateral trading facility, through systematic internalizers or over the counter, or by using warrants, in the manner authorized by the laws and regulations in force at the time of the transactions in question and at such times as the Company's Board of Directors or a person acting on behalf of the Board shall choose; the maximum fraction of the share capital acquired or transferred in blocks may be the entire program [...].*

Taking into account:

- the 359,661 shares (or 0.27% of the share capital) already directly held by Transgene as of December 31, 2024;
- the 132,293,932 shares making up the share capital as of December 31, 2024;
- the buyback at this time could only involve 12,869,732 shares (9.73% of the share capital), based on a maximum share price of €25 per share for a maximum total amount of €20,000,000.

6.6.2.5 Terms of the buyback program

The purchase, sale, exchange or transfer of shares may occur by any means, i.e. on a regulated market, on a multilateral trading facility, through systematic internalizers or over the counter, including by means of the acquisition or sale of blocks of shares, by using financial instruments, notably derivatives traded on a regulated market or multilateral trading facility, through systematic internalizers or over the counter, or by using warrants in the manner authorized by the laws and regulations in force at the time of the transactions in question and at such times as the Company's Board of Directors or a person acting on behalf of the Board shall choose; the maximum fraction of the share capital acquired or transferred in blocks may be the entire program.

6.6.2.6 Duration of the buyback program

Pursuant to Article L. 22-10-62 of the French Commercial Code and to the provisions of the resolution to be submitted to the General Meeting of May 15, 2025, this buyback program may be carried out during an 18-month period starting on the date of the General Meeting of May 15, 2025, i.e. no later than November 15, 2026.

Pursuant to Article L. 22-10-62 of the French Commercial Code, the Company may not cancel shares thus repurchased beyond the limit of 10% (adjusted for any transactions affecting it subsequent to the closing of the Combined General Meeting of May 15, 2025) of the amount of the share capital in periods of twenty-four (24) months.

6.7 STATUTORY AUDITORS' REPORT ON RELATED PARTY AGREEMENTS

Annual General Meeting held to approve the financial statements for the fiscal year ended December 31, 2024

To the shareholders of Transgene S.A.,

In our capacity as Statutory Auditors of your Company, we hereby present to you our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code (Code de commerce), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you, in accordance with Article R. 225-31 of the French Commercial Code (Code de commerce), of the continuation of the implementation, during the past fiscal year, of the agreements previously approved by the General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

Agreements submitted for approval to the General Meeting

Pursuant to Article L. 225-40 of the French Commercial Code, we have been informed of the following agreements entered into during the past fiscal year which were subject to the prior authorization by your Board of Directors:

- **With Institut Mérieux (sole shareholder of TSGH S.A.S., in turn a majority shareholder of your Company)**

Persons concerned

Mr. Michel Baguenault de Puchesse, Mr. Jean-Luc Bélingard, Mr. Philippe Archinard, and Ms. Sandrine Flory.

Nature and purpose

Receivable netting agreement signed on July 30, 2024, between Transgene and TSGH.

Conditions

On September 2023, Transgene signed a current account advance agreement with TSGH for an amount of €36 million, increased to a maximum of €66 million in March 2024. This current account advance bears interest at the monthly average of the three-month Euribor rate plus 1% p.a., up to the maximum tax-deductible rate.

This current account advance agreement provides for the repayment of the advances granted by TSGH to Transgene by offsetting receivables as part of a capital increase subscribed by TSGH; it being specified that the advances allocated to the payment by offsetting of the subscription of TSGH to a capital increase of Transgene carried out before September 20, 2024, were excluded from the basis for calculating interest.

As the amount of the advances granted under the current account advance agreement amounted to €35,609,143 on the date of signature of the receivable netting agreement, excluding interest. Transgene decided to sign the receivable netting agreement and to proceed with a capital increase reserved for TSGH which was subscribed by debt set-off in execution of said Agreement. On August 1, 2024, your company repaid an outstanding amount of €32,999,999.57 by offsetting receivables in the context of a capital increase subscribed by TSGH.

Reasons justifying its interest for the Company

In an unfavorable market context, the completion of the reserved capital increase made it possible to reduce the amount drawn down in execution of the current account advance agreement to €2,609,143 and thus to reduce the financial debt of the Company.

- **With Institut Mérieux (sole shareholder of TSGH S.A.S., in turn a majority shareholder of your Company)**

Persons concerned

Mr. Michel Baguenault de Puchesse, Mr. Jean-Luc Bélingard, Mr. Philippe Archinard, and Ms. Sandrine Flory.

Nature and purpose

Service agreement signed on July 2, 2024 between Transgene and TSGH.

Conditions

The purpose of the service Agreement is the provision of financial and human resources consultancy services by TSGH to Transgene.

The contract provides for a financial consideration in respect of TSGH on the basis of the costs borne by TSGH for the performance of the services, increased by a margin of 8%, the total amount not being able to exceed €170,000. Mission and travel expenses are invoiced in addition to the actual amount.

The agreement was entered into for a fixed term from April 15, 2024 expiring on December 31, 2024.

At December 31, 2024, the total amount invoiced under this service contract was €52,956.

Reasons justifying its interest for the Company

This agreement was entered into in the context of the assumption of duties of the new Chief Financial Officer and the new Human Resources Director of your company to enable them to benefit from support and advice in their assumption of duties, particularly in matters of the implementation of financial procedures in accordance with the Group's procedures as well as support on the organization of financial and HR services (in particular through the mentoring of the new HR director), on tax and accounting issues as well as on management control and human resources systems.

Agreements authorized and entered into since the end of the fiscal year

We have been informed of the following agreements, authorized and entered into since the end of the past fiscal year, which have been the subject of prior authorization by your Board of Directors:

- **With Institut Mérieux (sole shareholder of TSGH S.A.S., in turn a majority shareholder of your Company)**

Persons concerned

Mr. Michel Baguenault de Puchesse, Mr. Jean-Luc Bélingard, Mr. Philippe Archinard, and Ms. Sandrine Flory.

Nature and purpose

Amendment no. 2 of March 27, 2025, to the Current account advance agreement between Transgene and TSGH entered into on September 20, 2023, and which was the subject of an amendment on March 27, 2024.

Conditions

The current account advance agreement as amended by Amendment No. 1 and Amendment No. 2 provides for a maximum amount of €48 million to be made available to Transgene.

Amendment no. 1 of March 27, 2024, provided for an increase in the cap to €66 million and, on August 1, 2024, €32,999,999.57 was offset against a receivable in the context of a capital increase, i.e. a ceiling reduced after the transaction to €33,000,000.43 in favor of Transgene. Amendment No. 2 of March 27, 2025, thus increases the maximum amount to €48 million.

This advance will be made according to Transgene's needs in successive installments within the limit of the above ceiling.

Transgene will have to repay this advance by April 30, 2026, at the latest, with the exception of any amounts covered by a capital increase by Transgene via offsetting against receivables.

This current account advance will bear interest at the average monthly rate of 3-month Euribor plus 1% per year, up to the maximum tax-deductible rate.

Reasons justifying its interest for the Company

In the current general market context, TSGH wishes to support your company in order to enable it to continue its studies into the most promising products in its portfolio and to allow it to be financed until the end of April 2026.

Agreements previously approved by the General Meeting

Agreements approved in prior fiscal years whose implementation continued during the past fiscal year

In accordance with Article R. 225-30 of the French Commercial Code (Code de commerce), we have been notified that the implementation of the following agreements, which were approved by the General Meeting in prior fiscal years, continued during the past fiscal year.

- **With Institut Mérieux (majority shareholder of TSGH S.A.S., in turn a majority shareholder of your Company)**

Persons concerned

Mr. Michel Baguenault de Puchesse, Mr. Jean-Luc Bélingard, Mr. Philippe Archinard, and Ms. Sandrine Flory.

Nature and purpose

Current account advance agreement between Transgene and TSGH entered into on September 20, 2023, and which was amended on March 27, 2024.

Conditions

This current account advance will bear interest at the average monthly rate of 3-month Euribor plus 1% per year, up to the maximum tax-deductible rate. However, interest is not calculated on the amounts of the advance that were subject to a capital increase by offsetting receivables carried out between September 20, 2023, and September 20, 2024.

At December 31, 2024, the outstanding amount of the current account advance made available to your Company amounted to €8,509,143 under this agreement, excluding accrued interest, net of repayments and the receivables offset completed on August 1, 2024.

In fiscal 2024, Transgene recorded an expense in respect of this agreement for an amount of €164,315.

- **With Institut Mérieux (majority shareholder of TSGH S.A.S., in turn a majority shareholder of your Company)**

Persons concerned

Mr. Michel Baguenault de Puchesse, Mr. Jean-Luc Bélingard, Mr. Philippe Archinard, and Ms. Sandrine Flory.

Nature and purpose

Service contract between Institut Mérieux and its subsidiaries (including Transgene) as modified in 2020 by an amendment.

Conditions

The service contract provides for an allocation key for the cost of services rendered to all Institut Mérieux group companies based on three criteria: the payroll, revenue and non-current assets of each Company. This allocation key remains applicable except for internal audit services, which will be invoiced as follows, pursuant to the amendment:

- the costs corresponding to specific missions of an exceptional nature for one of the companies of the Institut Mérieux group, as soon as they exceed a certain materiality threshold, will be invoiced directly to the relevant Company, without breakdown; and

- all other costs corresponding to other duties carried out by Institut Mérieux for the benefit of its subsidiaries will be allocated to each Institut Mérieux Company on the basis of two criteria: the number of employees and the number of countries in which the Company generates more than €2 million in revenue.

As of December 31, 2024, your Company has recorded an expense of €133,140 under this agreement.

An adjustment in respect of the 2023 fiscal year was recorded for the 2024 fiscal year, and your Company thus received a credit note in the amount of €15,794.

Agreements approved in previous fiscal years without performance during the past fiscal year

- **With Institut Mérieux, BioMérieux S.A., Mérieux NutriSciences Corporation, ABL Inc., Théra Conseil, Mérieux Développement, TSGH S.A.S. and Fondation Mérieux**

Persons concerned

Mr. Alain Mérieux, Mr. Michel Baguenault de Puchesse, Mr. Jean-Luc Bélingard, Mr. Philippe Archinard, and Ms. Sandrine Flory.

Nature and purpose

Agreement relating to the management of employee mobility within the Institut Mérieux group or Fondation Mérieux.

Conditions

For employees who have worked in group companies and whose length of service in these companies has been taken into account without financial compensation, the costs relating to the termination of those employees' employment contracts and/or retirement will be allocated to the companies concerned according to an equitable economic allocation ratio. These costs will henceforth be allocated in proportion to the remuneration paid by each Mérieux group company that has benefited from the employees' services, excluding remuneration having served as a base for the payment of a previous termination indemnity.

As of December 31, 2024, your Company had not been invoiced under this agreement.

- **With ElsaLys Biotech S.A.S. and TSGH S.A.S. (majority shareholder of your company).**

Persons concerned

Mr. Michel Baguenault de Puchesse, Mr. Jean-Luc Bélingard, Mr. Philippe Archinard, and Ms. Sandrine Flory.

Nature and purpose

At the time of the execution of this agreement on April 9, 2020, your Company held an 8.25% stake in ElsaLys S.A.S., and TSGH S.A.S. held a 9% stake in ElsaLys S.A.S. These equity investments were transferred on April 9, 2020, to the Mediolanum group. In the context of this transfer, an agreement was signed concerning the claim of €1 million excluding tax held by your Company over ElsaLys S.A.S.

Conditions

This receivable of €1 million excluding tax, fully depreciated as of December 31, 2019, was recovered in the amount of €957,494 following the agreements signed at the time of the sale of ElsaLys S.A.S. including:

- €500,000 excluding tax which will be paid by the Mediolanum group according to a contractual schedule.
- €457,494 excluding taxes which will be paid by the former shareholders of ElsaLys S.A.S., including TSGH S.A.S; 75% of this sum was paid at the time of the transaction, the remaining 25% will be paid by the end of 2025 at the latest.

As of December 31, 2024, the outstanding balance due by TSGH amounts to €33,807, as no payments were received during the fiscal year 2024.

Lyon and Schiltigheim, April 10, 2025

The Statutory Auditors

GRANT THORNTON

French Member of Grant Thornton International

Jean Morier
Partner

KPMG S.A.

Stéphane Devin
Partner

6.8 EMPLOYEES

6.8.1 Workforce

See the workforce table in Section 4.5.1

6.8.2 Profit-sharing agreement

A profit-sharing agreement has existed since 1993, pursuant to the regulations in force. In light of the Company's loss-making position, no profit has been shared with employees under this agreement as of the date of this Registration Document.

6.8.3 Incentive agreement

The Company set up an incentive scheme agreement in 2022. The conditions allowing the payment of profit-sharing to employees were not met in fiscal year 2024.

7

ADDITIONAL INFORMATION

7.1 PERSON RESPONSIBLE

7.1.1 Person responsible for the information

Alessandro Riva
Chairman & Chief Executive Officer

7.1.2 Declaration by the person responsible

I hereby certify, to the best of my knowledge, that the annual financial statements and, where applicable, the consolidated financial statements, are prepared in accordance with the applicable accounting standards and give a true and fair view of the assets and liabilities, the financial position and profits or losses of the issuer and of all consolidated companies, and that the management report included in Section 7.7 presents a true and fair view of the evolution and results of the Company and of the financial position of the issuer and of all the companies included in the consolidation, as well as a description of the main risks and uncertainties they face.

Illkirch-Graffenstaden, April 10, 2025

Alessandro Riva
Chairman & Chief Executive Officer

7.2 PERSONS RESPONSIBLE FOR AUDITING THE FINANCIAL STATEMENTS

7.2.1 Statutory Auditors

TITULAR STATUTORY AUDITORS

KPMG S.A. Tour EQHO 2 avenue Gambetta CS 60055 92066 Paris-La Défense Cedex represented by Stéphane Devin	**Grant Thornton** 44, quai Charles de Gaulle 69006 Lyon represented by Jean Morier
KPMG SA is a member of the Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre.	Grant Thornton is a member of the Compagnie régionale des commissaires aux comptes de Versailles et du Centre and of the Grant Thornton International Ltd. network.
DATES OF APPOINTMENT AND EXPIRATION OF TERM	
Appointed May 25, 2022, until the General Meeting called to approve the 2027 financial statements.	Appointed May 24, 2016, and renewed May 25, 2022 until the General Meeting called to approve the 2027 financial statements.

7.2.2 Statutory Auditors' fees

	Audit and related services						
	Statutory Auditors, certification, examination of statutory and consolidated financial statements		Services required by law				
(in € thousands)		of which issuer		of which issuer	Sub-total	Other services provided	Total
KPMG							
2024	**76**	**76**	**30**	**30**	**106**	**-**	**106**
%	72%	72%	28%	28%	100%	-	100%
2023	71	71	-	-	71	-	71
%	100%	100%	-	-	100%	-	100%
Grant Thornton							
2024	**81**	**81**	**30**	**30**	**111**	**4**	**115**
%	70%	70%	26%	26%	97%	3%	100%
2023	71	71	-	-	71	7	78
%	91%	91%	-	-	91%	9%	100%

7.3 INFORMATION FROM THIRD PARTIES, EXPERT STATEMENTS AND DECLARATIONS OF INTEREST

None.

7.4 DOCUMENTS AVAILABLE TO THE PUBLIC

In application of Article 19 of 2017/1129 European Regulation of the European Parliament and of the Council of June 14, 2017, the following information is incorporated by reference in this document:

- For fiscal year 2023:
  - the consolidated financial statements and the corresponding audit report featured respectively in Sections 5.1 (pages 157 to 192) and 5.2 (pages 193 to 196),
  - the annual financial statements and the corresponding audit report featured respectively in Sections 5.3 (pages 197 to 218) and 5.4 (pages 219 to 222),
  - review of financial position and the income (loss) contained in Section 1.3.3 (pages 42 to 44),
  - the investments featured in Section 1.3.5 (page 45);

  of the Universal Registration Document for the 2023 fiscal year, filed with the AMF on April 11, 2023, under the ref. D.23-0237 (1).
- For fiscal year 2022:
  - consolidated financial statements and the corresponding Statutory Auditors' report contained in Sections 5.1 (pages 152 to 185) and 5.2 (pages 186 to 191),
  - annual financial statements and the corresponding Statutory Auditors' report contained in Sections 5.3 (pages 192 to 213) and 5.4 (pages 214 to 219),
  - review of financial position and the income (loss) contained in Section 1.3.3 (pages 43 to 45),
  - the investments contained in Section 1.3.5 (page 46);

  of the 2022 Universal Registration Document filed with the AMF dated April 5, 2023, under the No. D.23-0237(1).

Throughout the validity period of this Registration Document, the following documents may be consulted:

- the corporate Articles of Association;
- all the reports, correspondence and other documents, background financial information, evaluations and declarations prepared by experts at the Company's request, a portion of which is included or referred to in the Registration Document;
- the Company's historical financial information and that of its subsidiaries for each of the two fiscal years preceding the publication of the Registration Document;
- the Board's rules of procedure.

These documents can be consulted on the website: www.transgene.fr or requested from Lucie Larguier, Chief Financial Officer.

(1) https://www.transgene.fr/wp-content/uploads/Transgene_DEU_2024_FR.pdf

7.5 CROSS-REFERENCE TABLES

In order to facilitate the reading of the Universal Registration Document, the following table identifies the main information required by Annex 1 of European Regulation No. 2019/980.

		Section of the Universal Registration document
1.	**Persons responsible**	**7**
1.1	Name and position	7.1.1
1.2	Declaration by the person responsible	7.1.2
1.3	Expert declaration and declaration of interests	N/A
1.4	Third-party information	7.3
1.5	Statement by the competent authority	N/A
2.	**Statutory Auditors**	**7**
2.1	Statutory Auditors	7.2.1
2.2	Statutory Auditors who resigned, having been relieved of their engagement or not having been re-engaged during the period covered	N/A
3.	**Risk factors**	**2**
4.	**Information about the issuer**	**6**
4.1	Legal and trade name of the Company	6.4.1
4.2	Place, registration number and LEI of the Company	6.4.2
4.3	Date of incorporation and term of the Company	6.4.3
4.4	Company registered office, legal form, governing law and website	6.4.4
5.	**Business overview**	**1, 2, 7**
5.1	Principal activities	1.2.1
5.2	Principal markets	1.2.6
5.3	Major events	1.3.1 and 7.7
5.4	Strategy and objectives	1.2.1.1
5.5	Dependence of the issuer on patents, licenses, contracts and manufacturing processes	2.2.6
5.6	Issuer's competitive position	1.2.6
5.7	**Investments**	**1, 5**
5.7.1	Major investments	1.3.5
5.7.2	Major investments in progress or for which firm commitments have been made	1.3.5
5.7.3	Investments in businesses in which the issuer holds equity	5.1.2
5.7.4	Environmental issue that might influence the issuer's use of its property, plant and equipment	N/A
6.	**Organizational structure**	**1**
6.1	Summary description of the group	1.2.7
6.2	List of major subsidiaries	1.2.7.2

		Section of the Universal Registration document
7.	**Review of financial position and income (loss)**	**1, 5, 7**
7.1	Financial position	5.1 , 5.3
7.1.1	Change in issuer's financial performance	5.1 , 5.3
7.1.2	Probable change in issuer's business activities and R&D activities	7.7
7.2	Net operating income	1.3.3 , 5.1 , 5.3
7.2.1	Important factors, unusual or infrequent events or new developments	1.3.3 , 5.1 , 5.3
7.2.2	Reasons for significant changes in net sales or revenues	1.3.3 , 5.1 , 5.3
8.	**Cash and equity**	**1.3**
8.1	Information on the issuer's equity	1.3.4
8.2	Issuer's cash flow	1.3.4
8.3	Issuer's financing needs and financing structure	1.3.6
8.4	Restrictions on the use of the issuer's equity	N/A
8.5	Financing sources of expected cash flows	1.3.4
9.	**Regulatory environment**	**2, 4, 5**
10.	**Information about trends**	**1.3.6.1**
10.1	Main trends affecting production, sales and inventories, costs and selling prices and significant changes in the Group's financial performance since the end of the last fiscal year up to the date of registration of the Universal Registration Document	1.3.6.1
10.2	Known trend, uncertainty or demand or commitment or event reasonably likely to materially affect the outlook, at least for the current fiscal year	1.3.6.1
11.	**Forecasts or estimates of profit (loss) for the period**	**1.3.6.2**
12.	**Administrative, management, oversight and general management bodies**	**3**
12.1	Composition of the administrative, management, oversight and general management bodies	3.1
12.2	Conflicts of interest affecting the administrative, management, oversight and general management bodies	3.3.1.5
13.	**Compensation and benefits**	**3**
13.1	Compensation, benefits in kind, options and stock awards granted to the corporate officers	3.8
13.2	Total amount provisioned for the payment of pensions, retirement, and other benefits	3.8.2
14.	**Functioning of administrative and management bodies**	**3**
14.1	Expiration date of corporate offices	3.3.2
14.2	Service contract linked to the Company's administrative, management or supervisory bodies	3.3.1.4
14.3	Audit Committee and Compensation Committee	3.4.3
14.4	Statement on Corporate Governance	3.2.1
14.5	Impact of future changes in the composition of Boards and committees	3.4.2
15.	**Employees**	**3.9, 4.5, 6.8**
15.1	Human resources	4.5.1
15.2	Equity investments and stock options	3.9.1
15.3	Employee share ownership agreement	6.8.2

		Section of the Universal Registration document
16.	**Principal shareholders**	**6.2**
16.1	Shareholders owning more than 5% of the share capital or voting rights	6.2.1
16.2	Existence of different voting rights	6.2.2
16.3	Control of the Company by the principal shareholders	6.2.3
16.4	Shareholder agreements	6.2.3 6.2.4
17.	**Related-party transactions**	**6.5, 6.7, 5.3 Notes 18 and 28**
18.	**Financial information concerning the assets, financial position, and results of the Company**	**1, 2, 5, 7.4**
18.1	Background financial information	1.3 , 5.1 , 5.3
18.1.1	Audited historical financial information for the last three fiscal years and the auditors' report prepared for each of those three periods	5.1 , 5.3 , 7.4
18.1.2	Change in accounting baseline date	N/A
18.1.3	Accounting standards	5.1.2 Note 1
18.1.4	Change in accounting standards	N/A
18.1.5	Financial statements (French GAAP)	5.3
18.1.6	Consolidated financial information	5.1
18.1.7	Date of latest financial information	5.1.3
18.2	Interim and other financial information	5.1.3
18.3	Audit of historical annual financial information	5.2 , 5.4 , 7.4
18.4	Pro forma financial information	5.5
18.5	Dividend policy	1.3.3
18.6	Legal and arbitration proceedings	2.2.6.2
18.7	Significant change in the issuer's financial position	1.3.6.3
19.	**Additional information**	**6**
19.1	Share capital	6.1
19.1.1	Amount of equity issued, total authorized capital stock, number of shares issued and fully paid in, number of shares issued but not fully paid in, par value per share and reconciliation of the number of shares outstanding on the opening date and on the reporting date of the fiscal year	6.1.1
19.1.2	Number and main features of shares not representing capital	6.1.2
19.1.3	Number, carrying amount and par value of shares held by the Company itself or on its behalf by its subsidiaries	6.1.3
19.1.4	Convertible securities, exchangeable securities or securities with warrants	6.1.4
19.1.5	Conditions governing any right of acquisition, or any obligation attached to the capital authorized but not issued, or any undertaking to increase the share capital	6.1.5
19.1.6	Equity of any member of the Group subject to an option or a conditional or unconditional agreement to place it under option	6.1.6
19.1.7	Changes to share capital	6.1.7
19.2	Articles of incorporation and articles of association	6.3
20.	**Material Contracts**	**1.2.3 , 1.2.4.2**
21.	**Documents available**	**7.4**

Cross-reference table between the Universal Registration Document and the Annual Financial Report

The cross-reference table below enables the main information stipulated in Article L. 451-1-2 of the French Monetary and Financial Code and Article 222-3 of the General regulation of the French Financial Markets Authority (Autorité des Marchés Financiers) to be identified.

Headings	Sections
Transgene annual financial statements	5.1 , 7.4
Transgene consolidated financial statements	5.1 , 7.4
Management report *(including at a minimum the information indicated in Articles L. 225-100, L. 22-10-35, and L. 225-211 paragraph 2 of the French Commercial Code)*	7.7
Information contained in Articles L. 225-100 and L. 225-100-1 and L. 22-10-35 of the French Commercial Code	
● Analysis and change in business, results and debt situation	1.3
● Key financial and extra-financial performance indicators	1.1
● Use of financial instruments by the Company	5.1 Note 25
● Main risks and uncertainties	2
● Table of delegations on capital increases	6.1.5
Information contained in Articles L. 22-10-11 of the French Commercial Code: elements likely to have an impact in the event of a public offering	6.2.4
Information contained in Article L. 225-211 of the French Commercial Code: buyback by the Company of its own shares	6.6
Declaration by the person responsible for the Annual Financial Report	7.1.2
Statutory Auditors' report on the annual financial statements	5.4 , 7.4
Statutory Auditors' report on the consolidated financial statements	5.2 , 7.4
Statutory Auditors' fees	7.2.2
Report by the Chairman of the Board of Directors (Article L. 225-37 of the French Commercial Code) on Corporate Governance	3.8
Statutory Auditors' report on the report of the Board of Directors on Corporate Governance (L. 22-10-71)	5.4

Cross-reference table between the Universal Registration Document and the management report

This Universal Registration Document includes all of the items of the management report required by legal and regulatory provisions. The table below identifies the pages of this Registration Document that comprise the main items of the management report.

Headings	Sections
Group business and change in business	1.2 , 1.3
Group business results	7.7
Amendments to the presentation of the annual financial statements or to the assessment methods followed in previous years	1.3.2
Recent events	1.3.1
Foreseeable changes in the Company and outlook	1.3.6
Supplier payment terms	7.7
Amount of dividends distributed over the last three fiscal years	1.3.3
Table of results over the last five fiscal years	7.7
Main risks, management and hedging	2
Research and development	1.2
Subsidiaries and investments	1.2.7.2
Social, environmental and societal information	4
Corporate officers and executive directors (terms of office, compensation, transactions in Company securities)	3
Share capital and employee shareholders	6
Share buybacks	6.6
Factors that could have an impact in the event of a public offering	6.2.4
Delegations granted by the General Meeting	6.1.5
Report by the Chairman of the Board of Directors (Article L. 225-37 of the French Commercial Code) on Corporate Governance	3.2
Report on the compensation policy applicable to executive corporate officers	3.8

7.6 GLOSSARY

Antibody: antibodies are proteins used by the immune system to identify and neutralize foreign bodies such as bacteria and viruses. The antibody binds itself to a specific location on its target, called the antigen. This binding activates several functions of the immune system, since antibodies have different modes of action depending on their type: some neutralize or disarm the antigens directly while others prepare them for destruction by white blood cells.

Antigen: an antigen is a substance that causes the body to build an immune defense against it. Antigens can be produced by the organism itself (self-antigens) or from the environment (non-self). These include toxins, chemicals, bacteria, viruses, parasites or other substances external to the body. The antigens characteristic of infected or tumor cells can be vectorized and integrated into our immunotherapies to increase the immune response against the cells expressing them. Some tumor antigens are specific to each tumor or patient, called neoantigens.

CTLA4: molecule expressed on the surface of T cells and which plays a key role in the regulation of the immune response. CTLA-4 works by binding to molecules present on other cells of the immune system, such as dendritic cells, and thus prevents excessive activation of T cells. In the medical context, CTLA-4 is an important target in cancer immunotherapy. Drugs that block CTLA-4 may enhance the immune response against tumors by preventing CTLA-4 from limiting the action of T cells.

Cytokine: an important category of small proteins involved in the transmission of signals between cells of the immune system. Some cytokines boost or inhibit the immune system, as needed.

Cytolysis – cytolytic: tending to dissolve (destroy) cells. The cytolysis may be caused by the T cells (a specific immune response) or by an oncolytic virus, in which case it is called oncolysis.

Gene: the functional and physical unit of heredity, transmitted from parent to child. Genes are components of DNA and most of them contain the information necessary to manufacture a specific protein.

GM-CSF (granulocyte-macrophage colony stimulating factor): a cytokine that acts as a growth factor on white corpuscles, especially granulocytes, macrophages and cells that become platelets. Bt-001 contains a sequence that codes for GM-CSF.

GMP: Good Manufacturing Practices are the principles and guidelines to be followed for the manufacture of drugs for human and veterinary use. Good manufacturing practices for medicines are one of the elements of quality management that ensures that products are manufactured and controlled in a consistent manner, according to the quality standards appropriate to their use and required by the marketing authorization, clinical trial authorization or product specifications. Good Manufacturing Practices apply to both production and quality control.

ICI, Immune checkpoint inhibitor or blocker: new immunotherapy treatment based on monoclonal antibodies. Since 2015, several ICIs have been authorized. Their mechanism of action primarily involves interactions between PD-1 and PD-L1 or CTLA4.

Individualized therapy: tailor-made or on-demand treatment for each patient, based on the characteristics of their tumor.

Interleukin-2 (IL-2): cytokine that stimulates the growth and activation of T and NK cells and promotes the proliferation of certain cells of the immune system involved in the defense of the organism.

Interleukin-12 (IL-12): cytokine that stimulates the immune system in a very broad way. Although its action has been known for many years for its significant stimulating effect, it is also associated with a poor tolerance profile when administered systemically.

Lymphocytes: central cells of the immune system (white corpuscles) produced by bone marrow and found in blood and lymph. The two principal types of lymphocytes are B cells and T cells. B lymphocytes produce antibodies and T cells assist B lymphocytes in their antibody response, recognize and destroy abnormal cells and control the level and quality of the immune response.

Metastasis: the spread of cancer cells from one part of the body to another.

MVA (Modified Vaccinia Ankara): a highly attenuated strain of the vaccine developed towards the end of the campaigns to eradicate smallpox. MVA is an attenuated virus often used to develop vaccines for antigen expression. MVA is a strain of choice for clinical trials due to its excellent safety profile and its ability to induce specific immune responses against vectorized antigens. TG4050 and TG4001 resulted from MVA.

Neoantigen: an antigen normally not expressed in the organism and induced by tumors. These are specific to the tumor. Several published papers attest to their strong immunogenic power. They are the cornerstone to the myvac® approach.

Objective tumor response: an objective tumor response is measurable. It is most often evaluated with medical imaging and is one of the major indicators in evaluating a cancer therapy.

Oncolysis: the lysis (destruction) of tumor cells. This cytolysis may be caused by an oncolytic virus.

Oncolytic virus: a virus that selectively infects cancer cells and destroys them by oncolysis. When the infected cancer cells are destroyed, they liberate new infectious viral particles that in turn help destroy the surrounding tumor cells. Besides directly destroying tumor cells, oncolytic viruses stimulate tumor-fighting immune responses in the patient.

PD-1, PD-L1: the PD-1 molecule, found on the surface of t-cells, binds to the PD-L1 molecule on the surface of certain cancer cells. This interaction prevents the T-lymphocyte from acting on the abnormal cell and allows the tumor to grow. By inhibiting PD-1 or PD-L1, the ICIs help the immune system to once again be able to eliminate cancer cells. These markers, however, are expressed in patients to varying degrees. When patients have a high level of PD-L1s, ICIs have shown genuine efficacy with certain diagnoses. When the PD-L1 level is low or undetectable (“negative PD-L1” patients), ICIs have not, to date, shown sufficient efficacy.

Phase I (clinical study): first trial stage of a medication in humans. The Phase I study tests treatment on a small number of people in order to evaluate safety and the maximum dose tolerated.

Phase II (clinical trial): Phase II clinical trials include a greater number of patients than Phase I and are designed to evaluate the safety, dosage and sometimes the efficacy of the new drug or treatment.

Phase III (clinical study): Phase III clinical trials can involve hundreds or thousands of patients depending on the disease, and are designed to evaluate the safety and effectiveness of a drug in a controlled setting.

Poxvirus: a large family of DNA viruses, the best known of which are the vaccine viruses that enabled the global eradication of smallpox in the late 1970s. Because it is so effective, this virus family is now used for other infectious diseases (HIV, tuberculosis, RSV) or in oncology (therapeutic vaccines, oncolytic virus). Transgene designs and develops immunotherapies based on viral vectors of the poxvirus family.

Proof of concept: first demonstration of the mechanism of action or first sign of efficacy. It is obtained following preliminary and physical experiments, in preclinical and clinical trials (Phase I or II). This important stage is necessary to continue the development of a candidate medication. The proof of concept must be validated by larger studies such as Phase II or III clinical trials.

Proof of principle: demonstration of the mechanism of action. It is obtained following preliminary and physical experiments, in preclinical and clinical trials (Phase I or II). This important step precedes obtaining proof of concept.

Protein: a molecule made up of chains of units called amino acids. There are 21 of these amino acids. These molecules play a number of roles: structural, as sensors, for repair, etc.

Protocol: the detailed plan of a scientific or medical experiment, a treatment or procedure. The protocol of a clinical trial describes what is done, how and why.

Randomized: in a randomized clinical trial, the patients are assigned by chance to separate groups to compare different treatments.

Refractory: a disease is said to be refractory or resistant if it does not respond to a treatment.

Solid tumor: an abnormal mass of tissue that usually does not contain cysts or liquid areas. Solid tumors can be benign (non-cancerous) or malignant (cancerous).

Stage: the level of growth of a cancer. Stage is generally determined by the volume of the tumor, whether or not the lymph nodes have been affected and by the extent to which the cancer has spread from the original site to other areas of the body. Stages run from 0 to IV, with IV being the most advanced stage.

T cells or T lymphocytes: are the central cells of the immune system. They specifically recognize "foreign" elements and distinguish them from components of the organism. They help protect the body from infections and control the level and quality of the immune response. Transgene immunotherapies are designed to stimulate the immune response primarily by activating the T cells.

Targeted therapy: a treatment that uses drugs to specifically identify, block or destroy cancer cells, with less damage to normal cells.

Therapeutic vaccines: their purpose is to induce innate and adaptive immune responses by triggering a cascade of immune reactions that result in the production of T cells that specifically destroy the infected/tumor cells.

Transgene: genetic sequence integrated into a genome. Transgene designs and develops viral vectors that transport one or more transgenes.

Viral vector: an attenuated form of a virus transporting one or several antigens. The vector is used to produce one or more antigens in the organism and stimulate the immune system, forcing it to mount an immune response against the targeted antigen(s).

Some definitions were adapted from the online dictionary of the National Cancer Institute at www.cancer.gov.

7.7 APPENDIX: MANAGEMENT REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024

Ladies and Gentlemen,

We have called this Ordinary General Meeting to approve the financial statements for the fiscal year ended December 31, 2024, and to vote on several other resolutions.

This management report, in addition to the topics it is legally obliged to cover, discusses the business and operations of our Company during the fiscal year ended, points out the key events, analyzes the financial statements and provides an outlook for 2025.

Transgene Achieves Key Milestones in 2024, Including Clinical Proof of Principle for Individualized Cancer Vaccine — Strong Outlook for 2025

Key events and upcoming milestones

Individualized neoantigen therapeutic cancer vaccine (TG4050)

Significant progress has been made with Transgene's ***myvac***® individualized cancer vaccine program in 2024:

- Clinical proof of principle data from Phase I part of the Phase I/II trial of **TG4050** in the adjuvant setting of head and neck cancer. All **TG4050**-treated patients remained disease-free after median follow-up of 24.1 months (compared to three relapses in the control arm);
- Phase II part of study launched in June 2024 based on these promising early data.

Positive data from Phase I part:

Transgene and NEC presented promising data from the ongoing randomized Phase I part of the Phase I/II trial (NCT04183166) of the neoantigen individualized therapeutic cancer vaccine, **TG4050**, at AACR 2024 and at SITC 2024 (see poster here).

In the Phase I part of the trial, all patients who received **TG4050** after successful completion of adjuvant standard of care, remained disease-free and had not relapsed after a median follow-up of 24.1 months, comparing favorably to the observational arm which showed three out of 16 patients had relapsed (data cut-off: end of September 2024).

Transgene and Institut Curie also presented compelling immunogenicity data in patients, showing the induction of specific immune responses against selected personalized antigen targets. Additionally, immune responses were shown to be sustained over a 7-month period.

In this trial, primary objectives were safety and tolerability. Feasibility and disease-free survival (DFS) were secondary objectives. Exploratory objectives included immunogenicity and assessment of tumor biomarkers (TMB, PD-L1).
These data provide robust clinical proof of principle for Transgene's lead asset in the adjuvant head and neck cancer setting, a patient population at risk of relapse.

Progress into Phase II part:

Based on the promising Phase I data, the randomized trial has progressed, with the Phase II part having started patient enrollment in June 2024, in collaboration with NEC.
Patient enrollment is progressing at a good pace and completion of randomization is expected in Q4 2025. In this trial, the primary objective is 24-month DFS (disease-free survival).

Upcoming news flow for TG4050 and the *myvac*® platform:

Transgene's objective for **TG4050** is to extend DFS and reduce the risk of relapse. The Company will present 24-month DFS for all patients in the Phase I part of the Phase I/II trial in Q2 2025. In locally advanced, resectable head and neck cancers, 25% of patients are expected to relapse within 24 months after successful completion of surgery and adjuvant chemoradiotherapy (*Cooper JS et al. NEJM, 2004; DY Lee et al. Head Neck, 2020*).

These updated clinical data combined with innovation in the adjuvant treatment of operable head and neck cancer will be instrumental in determining **TG4050**'s optimal development path towards registration in this indication.

The ***myvac***® individualized cancer vaccine platform is applicable across a range of solid tumors where a significant unmet medical need remains, despite current and future treatment options, including immunotherapies. Consequently, Transgene is starting initial preparations for a new Phase I trial in a second undisclosed indication, with the aim to initiate the trial in Q4 2025.

Other viral vector-based assets

Shared antigens cancer vaccine (TG4001)

In October 2024, Transgene announced that its randomized Phase II study evaluating TG4001 in combination with avelumab versus avelumab alone in patients with recurrent or metastatic HPV16-positive cervical and anogenital tumors did not meet its primary objective (improvement in progression-free survival).

However, analysis of a pre-planned subgroup of patients showed a positive efficacy trend in favor of the TG4001 containing regimen in cervical cancer patients.

Transgene is currently evaluating the full clinical and translational study results to determine the best way forward for this program. Clinical data from this trial will be presented at a scientific congress in Q2 2025.

BT-001 (oncolytic virus — intratumoral administration)

The Phase I/IIa trial (NCT04725331) is ongoing and the last patient in the Phase I part was enrolled in August 2024. In Part A of the trial, patients are given BT-001 as monotherapy, while in Part B, patients are given BT-001 in combination with pembrolizumab. In this part, KEYTRUDA® (pembrolizumab) is provided by MSD (Merck & Co). KEYTRUDA® is a registered trademark of Merck Sharp & Dohme LLC, a subsidiary of Merck & Co., Inc., Rahway, NJ, USA.

Preliminary data were presented at ESMO 2024 (see press release here). The data indicated that BT-001 replicated in the tumor without being detectable in blood. As monotherapy and in combination with pembrolizumab, BT-001 was shown to be well tolerated. BT-001 also showed first signs of efficacy with clinical response in two out of six refractory patients, when given in combination with pembrolizumab, with shrinkage of injected and non-injected lesions. Treatment with BT-001 converted "cold" tumors into "hot" ones, and induced T-cell infiltration, as well as PD(L)-1 expression in the tumor microenvironment. Transgene and partner BioInvent are currently analyzing the second cohort of Part B of the Phase I to define the strategy for further development. Updated data is expected to be presented in H2 2025.

TG6050 (oncolytic virus — intravenous administration)

The Phase I *Delivir* trial (NCT05788926), evaluating TG6050 in patients with advanced non-small cell lung cancer who have failed standard therapeutic options, has completed enrollment.

Initial data from the Phase I trial are expected to be reported in Q2 2025. Transgene will complete the analysis of these data to determine the best way forward for this candidate.

In July 2024, Transgene published preclinical data in the *Journal for ImmunoTherapy of Cancer* (JITC) (see article here), where the paper on TG6050 won the JITC Best Oncolytic and Local Immunotherapy Paper Award. The study demonstrated that TG6050 induces tumor regression in several "hot" and "cold" mouse tumor models. This antitumor activity was amplified when TG6050 was combined with an immune checkpoint inhibitor.

Transgene's new leadership structure focused on accelerating the development of its innovative immunotherapy portfolio

To drive its ambitious strategic plan centered on the individualized cancer vaccine platform ***myvac***®, Transgene has gathered an expert leadership team.

Transgene's Management Committee comprises the following members:

- Alessandro Riva, Chairman & Chief Executive Officer (CEO);
- Christophe Ancel, Chief Quality Officer & Qualified Pharmacist;
- Maurizio Ceppi, Chief Scientific Officer (CSO) (as of September 2024);
- Emmanuelle Dochy, Chief Medical Officer (CMO) (as of September 2024);
- John Felitti, General Counsel & Corporate Secretary;
- Lucie Larguier, Chief Financial Officer (CFO) (as of March 2024);
- Christelle Schwoerer, Chief Human Resources Officer (as of April 2024);
- Simone Steiner, Chief Technical Officer (CTO) (as of April 2025);
- James Wentworth, Chief Business Officer (CBO) (as of January 2024).

Changes in Financial Position and Shareholders' Equity

As of December 31, 2024, the Company had €16.7 million in available cash, compared to €15.7 million as of December 31, 2023. In addition, Transgene signed a current account advance agreement with TSGH in September 2023 for an amount of €36 million (the "Current Account Advance Agreement"). Transgene had drawn down €12.9 million at the end of 2023. On March 27, 2024, the Company signed an amendment to the Current Account Advance Agreement, increasing its capacity from €36 million to a maximum of €66 million. On August 1, 2024, a portion of the current account advance of approximately €33 million was repaid by offsetting the receivables against the subscription price of a capital increase without preferential subscription rights that was reserved to TSGH.

The financial statements for the 2024 fiscal year, which will be submitted for approval to your Ordinary General Meeting, show a deficit of €34.5 million and negative equity of €3.8 million.

Despite equity amounting to less than half of the share capital, the Extraordinary General Meeting of May 15, 2024, in accordance with the provisions of Article L.225-248 of the French Commercial Code, voted in favor of maintaining the Company in existence.

Significant events since the financial year-end

On March 27, 2025, the Company signed an amendment to the current account advance with TSGH (Institut Mérieux), bringing the total capacity of that financing facility to €48 million, an increase of €15 million. In addition, the parent company, TSGH, issued a letter of support, confirming its intention to support the Company in the continuation of its activities by providing it, as needed, with the financial support required to meet its commitments. Thanks to this support from TSGH (Institut Mérieux), the Company is financed until the end of April 2026.

Other items

Transactions by senior executives and corporate officers in the Company's securities

None.

Employee interests in the Company's share capital

Employee participation in the share capital is not significant. As of December 31, 2024, the number of shares issued under the plans and held in registered form by employees is estimated at approximately 2% of the share capital. A Company Savings Plan is also available to employees.

Factors likely to have an impact in the event of a public offering

Capital structure: The majority shareholder is TSGH, which owns 69.1% of Transgene. The Company is ultimately controlled by Messrs. Alain and Alexandre Mérieux via Compagnie Mérieux Alliance, which owns 90% of Institut Mérieux, which owns 100% of TSGH.

As part of the share buyback program initially authorized by the general meeting of shareholders on June 8, 2017, and renewed by successive meetings, the Company has established a liquidity agreement. As of December 31, 2024, Transgene held 359,661 of its own shares under this agreement.

The Company has not implemented any statutory or contractual measures that could have an impact in the event of a public offer and is not aware of any agreements between shareholders that could have one.

Information on supplier and client payment terms

Article L. 441-6 paragraph 9 of the French Commercial Code provides that the time agreed upon between the parties for the payment of sums due may not exceed 45 days from the last day of the month or 60 days from the invoice date. Absent an agreement, the maximum period is 30 days from the date of receipt of the merchandise or performance of service.

With regard to Transgene's trade payables invoices that were not paid at the end of the fiscal year, the breakdown by settlement date is as follows:

Maturity	At Dec.31, 2024		At Dec.31, 2023	
	Euros	% of total	Euros	% of total
Past due	1,072,542	52%	172,833	27 %
Between 1 and 30 days	994,994	48%	460,521	73 %
Between 31 and 45 days	1,949	0%	-	-
Between 46 and 60 days	-	-	-	-
Between 61 and 75 days	-	-	-	-
Between 76 and 90 days	-	-	-	-
Between 91 and 105 days	-	-	-	-
Between 106 and 120 days	-	-	-	-
More than 120 days	-	-	-	-
TOTAL	**2,069,485**	**100%**	**633,354**	**100 %**

SUMMARY OF UNPAID INVOICES RECEIVED AND ISSUED AT THE CLOSING DATE OF THE FINANCIAL YEAR WHICH ARE DUE:

	SUPPLIERS: Unpaid invoices received at the closing date of the financial year which are due					CLIENTS: Unpaid invoices issued at the closing date of the fiscal year which are due				
	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)
(A) LATE PAYMENT TRANCHES										
Number of invoices	76	8	1	1	86	1	-	1	-	2
Total amount of invoices with tax	1,044,972	30,612	252	(3,295)	2,069,484	7,200	-	598	-	7,798
Percentage of the total amount of purchases for the financial year with tax	3.05%	0.09%	0.0%	(0.01)%	3.13%	-	-	-	-	-
Percentage of financial year revenue specify with tax	-	-	-	-	-	0.38%	-	0.03%	-	0.41%
(B) INVOICES EXCLUDING (A) INVOLVING DISPUTED OR NON-RECOGNIZED LIABILITIES AND RECEIVABLES										
Number of invoices	-	-	-	-	-	-	-	-	-	-
(C) REFERENCE PAYMENT PERIODS USED (CONTRACTUAL OR LEGAL PERIODS-ARTICLE L. 441-6 OR ARTICLE L. 443-1 OF THE FRENCH COMMERCIAL CODE)										
Payment terms used to calculate the late payment	Legal terms/sometimes contractual terms								Contractual terms	

Internal control procedures

The Company has implemented operating procedures, in particular related to the control of the commitment of financial and human resources, thereby creating a control environment. As it has evolved, the Company has adjusted its control objectives and methods, in particular to control its cash assets, which are its main financial resource, its key performance risks associated with the management of its projects and strategic partnerships, and, more generally, its compliance with regulatory duties applicable to biotechnology companies and to listed companies.

Internal control objective and definition

Internal control is a Company system, defined and implemented on its own responsibility, which aims to ensure:

- compliance with applicable regulations and laws;
- the application of instructions and guidelines fixed by senior management;
- the proper functioning of the Company's internal processes, particularly those designed to protect its assets;
- the reliability of financial information.

Generally speaking, the Company's internal controls contribute to controlling its activities, the effectiveness of its operations and the efficient use of resources. By contributing to the prevention and control of risks of not achieving the Company's objectives, the internal control system plays a key role in the conduct and management of the Company's various activities. Accordingly, the Company introduced an enhanced control system on the key items of its main risks: liquidity risk and cash conservation, the risk of executing its clinical development plan through tight project management and quality risk through a quality assurance system. However, internal controls cannot provide an absolute guarantee that the Company's objectives will be achieved.

Transgene has adopted the internal control reference framework provided by the AMF for mid- and small-cap companies.

Control environment

Internal control bodies and contributors at Transgene

Board of Directors and its committees

The first part of the report describes the conditions under which the Board of Directors contributes to the optimization of the Company's activities. The Audit Committee reviews the internal control process, specifically with respect to validation of the internal control action plan and the Company's financial communications. In that connection, it familiarizes itself before every interim and annual reporting with the Group's financial statements and the accompanying notes. The independent directors who are physicians or researchers take part in special meetings to monitor the Company's clinical development policy. They act as advisers to the Company's Medical and Regulatory Affairs Department.

Executive Committee

The Executive Committee, chaired by the Chief Executive Officer, meets at least every two weeks by teleconference and every month in person. It comprises eight members representing each of the company's functional and operational departments. Other than tasks related to project management, it considers the Company's operations, monitors all aspects of management in terms of the operating plan and objectives assigned by the Board of Directors, and deliberates on all organizational and operational strategy items placed on the agenda by its members. It conducts quality management reviews twice a year and annually reviews the compliance systems (Sapin II, GDPR, Transparency) implemented by the Company and the mapping of operational and corruption risks

"Project" organization

Transgene's organization is based on functional departments, the coordination of which is ensured *via* a strong "project" strategy. Research programs, products under development and subcontracting are managed by project, headed by a project leader, and are the subject of reports. The project leader is responsible for coordinating, leading, and optimizing the various cross-functional tasks required to ensure the project's success. The project leader prepares a development plan and schedule and provides monthly reports on the milestones achieved and unforeseen difficulties. A specialized project management committee meets at least monthly to track project management. The committee comprises Executive Committee members and project managers. It provides an opportunity to track all the research and development projects, ensure correct allocation of resources and define priorities where necessary.

The Company uses collaborative project management software, which is shared by all departments and whose main functions are:

- consolidated management of the project portfolio;
- detailed project and resource planning;
- tracking the progress of tasks and time spent.

Finance Department

The Finance Department's role is to provide administrative and budgetary support to the line departments, to prepare management analyses for senior management, to enable effective financial decisions and the optimization of resources, and to ensure compliance with financial and accounting regulations, particularly for a publicly traded company. Within this department, the Head of Administration and Finance is charged with implementing and improving accounting and financial procedures, along with overseeing the action plan established after the annual audit.

Corporate Secretary

The Corporate Secretary monitors the legality of the Company's and subsidiaries' activities and ensures compliance with the laws and regulations in effect and also supervises internal controls and risk management. He is the compliance and ethics officer of the organization and serves as the data protection officer.

Control environment in the pharmaceutical industry

Research and development, preclinical tests, clinical trials, facilities and equipment and the manufacture and marketing of therapeutic products are subject to very thorough regulations devised by numerous governmental authorities in France, Europe, the United States, and other countries. The European Medicines Agency (EMA), the French Agence nationale de sécurité du médicament et des produits de santé (ANSM), the Food and Drug Administration (FDA) in the United States and others, require compliance with stringent conditions for the manufacturing, development, and commercialization of products such as those developed by Transgene. Pharmaceutical companies are subject to regular visits by these bodies to identify deficiencies and appropriate remedies.

Such an environment of rigorous controls calls for an internal control system capable of ensuring compliance with standards. This is why the Company has set up, under the authority of the Responsible Pharmacist:

- a Quality Assurance Department, whose purpose is to meet regulatory requirements in terms of the quality and the safety of pharmaceutical products for human use. Thus, the Quality Assurance Department comprises:
  - System Quality, which rolls out, manages, and improves all Quality Assurance processes, handles the quality documentation system, in-house and third-party quality audits, clinical audits of suppliers' Quality Assurance, quality training, as well as checking IT systems and the Company's ongoing compliance with pharmaceutical standards. This entity is also in charge of managing regulatory inspections and partner audits and their follow-up,
  - a group overseeing the quality of clinical operations which audits documents and checks that the procedures have been properly applied in clinical studies. Transgene complies with the rules described in the Good Clinical Practices of the International Conference on Harmonization or national regulations, if the latter are stricter;
- a Quality Research team that integrates the "Quality" system upstream of the product development process, as well as technological experts who liaise with subcontractors for technology transfers.

Control environment within the Institut Mérieux group

Member companies of the Institut Mérieux group have been participating in a comprehensive internal control program coordinated by the Institut Mérieux. Each group company analyzes its risks and approves its own audit program. The audit itself is performed by a cross-functional team of internal auditors from group companies who are specially trained in internal audit techniques. The Company was audited in 2019 and action plans have been monitored since. A Sapin II audit was undertaken in 2022.

Internal control and risk management procedures

Procedures have been developed and implemented within the Company to ensure that the principal risks are managed internally in compliance with the policies and objectives set by management.

Determination of priority risks and processes

Risk management procedure

In 2022, the Company conducted an overall risk analysis to determine a new risk mapping. This mission involved all Company directors, and the final mapping was submitted to the Audit Committee and the Board of Directors. Action plans were implemented to optimize the hedging of the identified risks.

This approach led to the identification of the main risk factors that might significantly affect its operations and outlook, as described in Section 2 of its Registration Document. It has established a formal review that surveys the risks and the procedures to be put in place to manage them.

This risk analysis is updated annually and presented to the Audit Committee.

Transgene believes that certain operational and financial risks are significant either due to the probability of their occurrence or by their impact on the Company. They are subject to the following procedures:

Protection of the integrity of strategic scientific, medical, and computerized data; protection of strategic biological materials and equipment

Backup of the Company's strategic data takes place primarily through archiving, duplication, and separate storage procedures. The data is stored with a specialized operator offering a high level of data protection. However, the Company maintained equipment for local backups of the most critical data.

Protection of cash and cash equivalents

Cash and cash equivalents are the Transgene's main financial assets. The controls in place are intended to ensure the proper use and safety of the funds invested, in particular:

- preparation of a detailed budget by section and quarterly budgetary control;
- a cash balance statement;
- determination and monitoring of the investment policy by the Audit Committee.

The Transgene's cash is currently invested in investment funds, either directly or in the Institut Mérieux group cash pool. This cash pool is placed under the supervision of a committee of Group liquidity managers (representing Transgene: the CFO), which meets once a month to study the cash position of the participants (both lenders and borrowers), the yields and the cash pool management decisions. The Audit Committee provides an update on the cash position at each of its meetings.

Reliability of financial and accounting information

To ensure the quality and reliability of the financial and accounting information it prepares, the Company uses a framework of accounting principles and standards as well as a management reporting system that analyzes accounting data along the following lines: by cost center, type of income and expense, and project.

Insurance policy

In order to outsource a portion of the financial expense of operational risks, the Company implements a policy of covering the main insurable risks, for itself and its subsidiaries, with coverage amounts that it believes are compatible with its cash usage requirements.

Managing relations with strategic partners

The Company has entered into licensing and development partnerships for the final development stages of its products, their manufacturing, and their commercialization. In order to maintain the highest level of collaboration with its partners and thus ensure optimum development of the product, a dedicated project leader ensures that the program is run properly, under the supervision of a monitoring committee that meets monthly. In addition, strategic partnerships are under special governance, usually in the form of a joint steering committee that meets regularly, or on an *ad hoc* basis to make key decisions (new strategic directions, new commitments, management of differences, etc.) throughout the life of the agreement.

Internal controls related to the preparation of accounting and financial information

The Company prepares the annual consolidated financial statements under IAS/IFRS, as well as the parent company financial statements for Transgene. The Company prepares interim consolidated financial statements under IAS/IFRS that are given a limited review by the Statutory Auditors. The consolidation process is not especially complex as the 2022 scope of consolidation included Transgene, its wholly owned subsidiaries, Transgene, Inc., whose purpose is representing Transgene before the U.S. health authorities, and Transgene BioPharmaceutical Technology (Shanghai) Co. Ltd. (no employee in 2022).

The Registration documents filed every year with the French Financial Markets Authority (AMF) are prepared jointly by the Finance Department and the Corporate Secretary. They are reviewed by the Group's legal counsel and auditors, under the responsibility of the Chief Executive Officer.

The closing of the accounts is performed with the financial IT system ("ERP"). ERP manages procurement and supplies, warehouses, general and analytical accounting, as well as budgetary reporting. It allows for dividing up tasks by means of individual user profiles, while ensuring the integrity of the information. Computerized hierarchical approval procedures for purchases, travel authorizations and expense reports are in place.

ERP provides for the integration and traceability of restatement entries under IAS/IFRS standards, which limits the risk of error.

A list of tasks and controls to be effected by the Accounting Department for each closing ensures the appropriate rollout of closing procedures.

Quarterly reporting is prepared by the Finance Department and presented to the Executive Committee. This report is composed of the various Company and subsidiary activity financial and operational monitoring reports and notably analyzes actual and projected quantitative and qualitative accounting data.

The budgeting process is designed and coordinated during the fourth quarter by the Finance Department in close cooperation with the project managers and operating managers. A managing controller is fully dedicated to the collection and monitoring of financial information relating to projects.

The budget process is based on the validation of project priorities based on the annual portfolio review and on the project management software that ensures financial and human resources are adequate to meet project requirements and schedules. The budget is presented for validation by the Management Committee, which then submits it to the Board of Directors, after it has been reviewed by the Audit Committee. The budget is adjusted every half year and a re-estimate is presented to the Board of Directors during the third quarter.

CROSS-REFERENCE TABLE, MANAGEMENT REPORT/UNIVERSAL REGISTRATION DOCUMENT

Other parts of the management report incorporated in this Registration Document		Please refer to the Registration Document
Annual financial statements	Corporate financial statements 2024	Section 5.3
	2024 consolidated financial statements	Section 5.1
Corporate officers	List of corporate offices	Section 3.3.2
	Compensation	Section 3.8
Subsidiaries and investments		Section 5.3.2 Note 26
Other information	Risk factors	Chapter 2
	Table of authorizations for the Board to increase the capital	Section 6.1.5
	Shareholders structure	Section 6.2
	Corporate Social Responsibility	Chapter 4
Special reports	Stock options report	Section 3.9.1
	Report on free shares awards	Section 3.9.2

TABLE OF TRANSGENE FINANCIAL RESULTS OVER THE LAST FIVE FISCAL YEARS

(Articles R. 225-81, R. 225-83 and R. 225-102 of the French Commercial Code)
(in thousands of euros except number of shares and earnings per share)

Category	2020	2021	2022	2023	2024
1. **FINANCIAL POSITION AT YEAR-END**					
a) Share capital	41,921	48,886	50,102	50,426	66,147
b) Number of shares issued	83,841,334	97,771,334	100,204,071	100,852,742	132,293,932
2. **COMPREHENSIVE OPERATING NET INCOME/(LOSS)**					
a) Revenue excl. VAT	2,899	9,993	3,126	1,183	35
b) Earnings before taxes, depreciation, and provisions	(27,868)	(23,155)	(34,076)	(34,488)	(40,337)
c) Income tax	6,387	7,057	6,906	6,530	6,127
d) Profit after taxes, depreciation, and provisions	(20,116)	(17,006)	(27,301)	(29,466)	(34,464)
e) Amount of profits distributed	-	-	-	-	-
3. **OPERATING INCOME REDUCED TO A SINGLE SHARE**					
a) Profit after tax but before amortization, depreciation, and provisions	(0.26)	(0.16)	(0.27)	(0.28)	(0.26)
b) Profit after taxes, depreciation, and provisions	(0.24)	(0.17)	(0.27)	(0.29)	(0.26)
c) Dividend paid per share	-	-	-	-	-
4. **STAFF**					
a) Number of employees	164	167	167	158	166
b) Total payroll	9,989	10,521	10,343	10,617	11,505
c) Amount paid in social benefits (social security, welfare plans, etc.)	4,788	5,857	5,144	4,879	5,207

NOTES

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transgene

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