

This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in French and it is provided solely for the convenience of English-speaking users.

The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures.

This report also includes information relating to the specific verification of information given in the group's management report.

This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.

Collectis S.A.

Year ended December 31, 2016

Statutory auditors' report on the consolidated financial statements

JMH CONSEIL
8, rue de la Michodière
75002 Paris
S.A.R.L. au capital de € 50.000

Commissaire aux Comptes
Membre de la compagnie
régionale de Paris

ERNST & YOUNG ET Autres
1/2, place des Saisons
92400 Courbevoie - Paris-La Défense 1
S.A.S. à capital variable

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

Cellectis S.A

Year ended December 31, 2016

Statutory auditors' report on the consolidated financial statements

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2016, on:

- the audit of the accompanying consolidated financial statements of Cellectis;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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, 2016 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.

II. Justification of our assessments

In accordance with the requirements of article L. 823-9 of the French commercial code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

As indicated in note 2.4 “Use of Estimates and Judgements”, management makes estimates and assumptions that affect the application of accounting methods and policies and the reported amounts of assets and liabilities, income and expenses. In particular, accounts subject to significant accounting estimates include “Revenue” and “Share-based payments”, for which accounting methods and policies are described in notes 3.1, 15 and 17 to the consolidated financial statements, respectively.

Within the framework of our assessments of the accounting methods and policies followed by your company, we verified the appropriateness of the above-mentioned accounting methods and policies, the information provided in the notes to the consolidated financial statements, and we verified that they were correctly applied. In addition, we assessed the appropriateness of the data and assumptions used for the recognition of revenue for each of the contracts. We also assessed assumptions used for the fair value measurement of share-based payments.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to our opinion which is expressed in the first part of this report.

III. Specific verification

As required by law, we have also verified, in accordance with professional standards applicable in France, the information given in the group’s management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

The statutory auditors

French language original signed at Paris and Paris-La Défense on March 22th, 2017 by

JMH CONSEIL

ERNST & YOUNG ET Autres

Vincent Corrège

Frédéric Martineau