

**CELLECTIS**

A Limited Liability Company with capital of €1,254,115.85  
Company headquarters: 8, rue de la Croix Jarry - 75013 Paris  
428 859 052 R.C.S. Paris Trade and Companies Registry

---

**GENERAL SHAREHOLDERS' MEETING**

**OF JUNE 27, 2014**

**AGENDA**

**Agenda pertaining to the authority of the Ordinary General Meeting**

- Reading of the Board of Directors' management report and presentation by the Board of the annual financial statements for the year ending December 31, 2013.
- Reading of the auditors' reports on the performance of their duties during the course of that year and on the agreements referred to in article L. 225-38 of the French Commercial Code.
- Approval of the annual corporate financial statements for the year ending December 31, 2013.
- Reading of the auditors' reports on the consolidated financial statements for the year ending December 31, 2013.
- Reading of the group's management report and presentation by the Board of the consolidated financial statements for the year ending December 31, 2013.
- Approval of the consolidated financial statements for the year ending December 31, 2013.
- Allocation of the profits and losses for the year ending December 31, 2013.
- Examination of the agreements referred to in articles L. 225-38 et seq of the French Commercial Code.
- Renewal of the appointment of Mr. Laurent Arthaud as Director.
- Renewal of the appointment of Mrs. Annick Schwebig as Director.
- Renewal of the appointment of Mr. Pierre Bastid as Director.
- Authorization to be given to the Board of Directors to proceed with the buyback of Company shares.

**Agenda pertaining to the authority of the Extraordinary General Meeting**

- Authorization to be given to the Board for the purposes of reducing the share capital by writing off shares as part of the authorization to buy back its own shares.

- Delegation of authority to be granted to the Board of Directors for the purpose of increasing the capital immediately or eventually by issuing ordinary shares and any securities giving access to capital, maintaining the preferential subscription rights.
- Delegation of authority to be granted to the Board of Directors for the purpose of increasing capital immediately or eventually by issuing ordinary shares or any securities giving access to capital, eliminating the preferential subscription rights by a public offering.
- Delegation of authority to be granted to the Board of Directors for the purpose of increasing capital immediately or eventually by issuing ordinary shares and any securities giving access to capital, eliminating the preferential subscription rights by an offer referred to in paragraph II of article L. 411-2 of the French Monetary and Financial Code.
- Delegation of authority to be granted to the Board of Directors for the purpose of increasing capital immediately or eventually by issuing ordinary shares and any securities giving access to capital, eliminating preferential subscription rights, to the benefit of a category of persons meeting specific characteristics.
- Delegation of authority to be granted to the Board of Directors for the purpose of increasing the amount of each one of the issues with or without preferential subscription rights, which would be decided under the aforementioned delegations.
- Determining the overall amount of capital increases that may be carried out under the aforementioned delegations.
- Delegation of authority to be granted to the Board of Directors to increase capital by incorporation of premiums, reserves, profits or other.
- Authorization to be given to the Board of Directors to grant stock options or warrants for Company shares.
- Authorization to be given to the Board of Directors for the purpose of proceeding with the granting of Company stock options.
- Delegation of authority to be granted to the Board of Directors to grant warrants entitling the subscription of ordinary shares of the Company - cancellation of the preferential subscription rights granted to the following category of beneficiaries: members and moderators of the Board of Directors of the Company in office on the date of granting of warrants and who are not employees or officers of the Company, independent members of any committee established by the Board of Directors and individuals or entities related to the Company by a consulting contract.
- Delegation of authority to be granted to the Board of Directors for the purpose of issuing warrants enabling subscription and/or acquisition of reimbursable shares ("BSAAR") or warrants for subscription of shares – elimination of preferential subscription rights granted to the following category of beneficiaries: employees and corporate officers of the Company and its affiliates.
- Determining the overall amount of capital increases that may be carried out under the aforementioned delegations.
- And delegation of authority to be granted to the Board of Directors for the purpose of carrying out an increase in share capital in which subscription would be reserved for members of a company savings plan established pursuant to articles L. 3332-1 et seq the French Labor Code [*code du travail*].

--oo0oo--