

CELLECTIS

A French *société anonyme* with a share capital of €1,254,115.85
Registered office : 8, rue de la Croix Jarry - 75013 Paris
428 859 052 R.C.S. Paris Trade and Companies Registry

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

OF JULY 31, 2014

TEXT OF THE RESOLUTIONS

FIRST RESOLUTION

Increase of the share capital in a nominal amount of EUR 139,346.20 with cancellation of the preferential right of subscription of the shareholders to the benefit of Pfizer OTC BV by the issuance of 2,786,924 new ordinary shares of a nominal value of EUR 0.05 each, issued at a price of EUR 9.25 each (issue premium included), representing of total subscription price of EUR 25,779,047, issue premium included — powers to be granted to the board of directors,

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

noting that the share capital is fully paid-up,

having knowledge of the board of directors' report and of the auditors' special report established in accordance with the law,

decided to increase the share capital in a nominal amount of EUR 139,346.20, from EUR 1,254,115.85 to EUR 1,393,462.05, by issuance of 2,786,924 ordinary shares each of a nominal value of EUR 0.05,

decided that the new shares will be issued at a price of EUR 9.25 each, i.e. EUR 0.05 of nominal value and EUR 9.20 of issue premium, and shall be fully paid up in cash upon subscription,

decided to cancel the preferential right of subscription reserved to shareholders by article L. 225-132 of the French commercial code and to reserve the subscription of the 2,786,924 new shares to Pfizer OTC BV,

decided that the issue premium amounting to EUR 25,639,700.80 will be entered into a special equity account named « issue premium », which may be freely allocated by the general meeting and on which all shareholders (previous and new) will have rights according to the by-laws,

decided that the subscription will be received at the registered office at the end of this meeting and until August 15, 2014 included, it being specified that the subscription will be closed by anticipation when all the new shares have been subscribed as provided in this resolution,

decided that the new shares will be subject to all statutory provisions and will rank pari passu with the existing shares and shall enjoy the same rights including the right to dividends as from the date of final completion of the capital increase and, for the right to dividends from the first day of the year,

granted all powers to the board of directors in order to :

- collect the subscription of the new shares and payments thereon,
- close by anticipation the subscription period or extend its date, as the case may be,
- obtain the certificate attesting the payment and the completion of the increase of the share capital,
- withdraw funds after the completion of the capital increase,
- perform, directly or by proxy, all acts and formalities to make the final capital increase decided in accordance with the terms of this resolution, and
- in general, take any measures and make any appropriate formality required by this issue.

SECOND RESOLUTION

Under to the condition precedent of the adoption of the resolution relating to the above increase in the share capital and of the completion of said increase in the share capital, subsequent amendment of article 6 of the by-laws

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

subject to the condition precedent of the adoption of the first resolution above and of the completion of the increase of the share capital decided under such resolution, decided to amend article 6 of the by-laws as follows:

« ARTICLE 6 ~ SHARE CAPITAL

The share capital amounts to EUR 1,393,462.05. It is divided into 27,869,241 shares of a nominal value of EUR 0.05 each, fullu paid-up.

It can be increased or reduced under the conditions provided for by the commercial code. »

THIRD RESOLUTION

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 employees adhering to a company savings plan established pursuant to Articles L. 3332-1 et seq of the French Labor Code.

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

having knowledge of the board of directors' report and of the auditors' special report established in accordance with the law,

in accordance with the provisions of Article L. 225-129-6 of the French Commercial Code and Articles L. 3332-18 et seq of the French Labor Code,

delegated all powers to the board of directors for the purpose of increasing the share capital, in one or several times, on its own deliberations, by issuing ordinary shares reserved directly or through a mutual fund or a corporate fund, to the employees of a savings plan as provided under Articles L. 3332-1 et seq of the French Labor Code, which would be opened for employees of the Company and employees of the Company's affiliates within the meaning of Article L. 225-180 of the French Commercial Code, and which also fulfill any conditions that may be established by the Board of Directors (hereinafter the "Employees of the Group");

decided, therefore, to cancel the preferential right of subscription granted to the shareholders under Article L. 225-132 of the French Commercial Code and to reserve the subscription to the Employees of the Group;

set the term of validity of this delegation for a period of eighteen (18) months as of the date of this general meeting;

decided to set EUR 30,750 as the maximum nominal amount of the shares that could thus be issued;

decided that the issue price of a share will be determined by the board of directors in accordance with the conditions laid down in Article L. 3332-20 of the French Labor Code and reminded herebelow :

- the price will be determined in accordance with the objective methods adopted for valuation of shares, taking into account, according to an appropriate weighting to each case, of the net financial position, profitability and business prospects of the company. These criteria are assessed, if applicable, on a consolidated basis, or
- failing that, taking into account the financial elements from the significant subsidiaries or, alternatively, the price will be determined by dividing the amount of the net reassessed asset of the last financial balance by the number of shares existing. It is thus determined each year under the control of the statutory auditor,

it being specified that the subscription price shall not be higher than the price so determined, nor less than 20% thereof or 30% if the period of non disposal provided for by the plan, in accordance with Articles L. 3332 L. 3332-26 and -25, is greater than or equal to ten years.

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