JMH CONSEIL

This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and

professional auditing standards applicable in France.

**Cellectis** Combined General Meeting of June 27, 2023 Twelfth resolution

## Statutory auditors' report on the reduction in capital

JMH CONSEIL 65, rue Alexandre Dumas 75020 Paris S.A.R.L. au capital de € 50 000 330 686 635 R.C.S. Paris

Commissaire aux Comptes Membre de la compagnie régionale de Paris ERNST & YOUNG et Autres Tour First TSA 14444 92037 Paris-La Défense cedex S.A.S. à capital variable 438 476 913 R.C.S. Nanterre

Commissaire aux Comptes Membre de la compagnie régionale de Versailles et du Centre

**Cellectis** Combined General Meeting of June 27, 2023 Twelfth resolution

## Statutory auditors' report on the reduction in capital

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Article L. 22-10-62 of the French Commercial Code (*Code de commerce*) in respect of the reduction in capital by cancellation of repurchased shares, we hereby report on our assessment of the terms and conditions of the proposed reduction in capital.

Your Board of Directors requests that it be authorized, for a period of eighteen months starting on the date of this meeting, to proceed with the cancellation of shares the Company was authorized to repurchase, representing an amount not exceeding 10% of its share capital, by periods of twenty-four months, in compliance with the aforementioned article.

We have performed those procedures which we considered necessary in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying that the terms and conditions of the proposed reduction in capital, which should not compromise shareholders' equality, are fair.

We have no matters to report as to the terms and conditions of the proposed reduction in capital.

Paris and Paris-La Défense, June 9, 2023

The Statutory Auditors *French original signed by* 

JMH CONSEIL

ERNST & YOUNG et Autres