# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

# FORM 6-K

**Report of Foreign Private Issuer**
**Pursuant to Rule 13a-16 or 15d-16**
**under the Securities Exchange Act of 1934**

**Date of Report: August 4, 2025**

**Commission File Number: 001-36891**

# Cellectis S.A.
**(Exact Name of registrant as specified in its charter)**

**8, rue de la Croix Jarry**
**75013 Paris, France**
**+33 1 81 69 16 00**
**(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ☒ Form 40-F ☐

**Cellectis S.A.**

The information included in this report on Form 6-K, including Exhibit 99.1, shall be deemed to be incorporated by reference in the registration statements of Cellectis S.A. on Form F-3 (Nos. 333-284302 and 333-288491) and Form S-8 (Nos. 333-204205, 333-214884, 333-222482, 333-227717, 333-258514, 333-267760, 333-273777 and 333-284301), to the extent not superseded by documents or reports subsequently filed.

## EXHIBIT INDEX

| Exhibit | Title |
|---|---|
| 99.1 | Cellectis S.A.'s interim report for the six-month period ended June 30, 2025. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CELLECTIS S.A.**
(Registrant)

August 4, 2025

By: /s/ André Choulika
André Choulika
Chief Executive Officer

**Exhibit 99.1**

## PRELIMINARY NOTE

*The unaudited condensed Consolidated Financial Statements for the six month period ended June 30, 2025, included herein, have been prepared in accordance with International Accounting Standard 34 ("IAS 34")– Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). The consolidated financial statements are presented in U.S. dollars. All references in this interim report to "$" and "U.S. dollars" mean U.S. dollars and all references to "€" and "euros" mean euros, unless otherwise noted.*

*This interim report, including "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements within the meaning of applicable securities laws, including the Private Securities Litigation Reform Act of 1995 and Section 27A of the Securities Act. All statements other than present and historical facts and conditions contained in this interim report, including statements regarding our future results of operations and financial position, business strategy, plans and our objectives for future operations, are forward-looking statements. When used in this interim report, the words "anticipate," "believe," "can," "could," "estimate," "expect," "intend," "is designed to," "may," "might," "plan," "potential," "predict," "objective," "should," or the negative of these and similar expressions identify forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties and are made in light of information currently available to us. Actual results, performance or events may differ materially from those projected in any forward-looking statement. Many important factors may adversely affect such forward-looking statements and cause actual results to differ from those in any forward-looking statement, including, without limitation, inconclusive clinical trial results or clinical trials failing to achieve one or more endpoints; early data not being repeated in ongoing or future clinical trials; promising preclinical data not yielding positive clinical results; failures to secure required regulatory approvals; regulatory developments in the United States and European Union and its member countries, and other countries; disruptions from failures by third-parties on whom we rely in connection with our clinical trials; delays or negative determinations by regulatory authorities; changes or increases in oversight and regulation; increased competition; manufacturing delays or problems; inability to achieve enrollment targets; disagreements with our collaboration partners or failures of collaboration partners to pursue product candidates; legal challenges, including product liability claims or intellectual property disputes or disputes with respect to a licensing agreement; any failure to achieve potential benefits or our licensing agreements with licensees or to enter into future arrangements; the ability and willingness of licensees to actively pursue development activities under our collaboration agreements; commercialization factors, including regulatory approval and pricing determinations; disruptions to access to raw materials or starting material; delays or disruptions at our in-house manufacturing facilities; proliferation and continuous evolution of new technologies; capital resource constraints; the rate and degree of market acceptance of, and demand for, our product candidates; dislocations in the capital markets; our ability to attract and retain key scientific and management personnel; and other important factors described under "Risk Factors" and "Special Note Regarding Forward-Looking Statements" in our Annual Report on Form 20-F, as amended, filed with the Securities and Exchange Commission (the "SEC") on March 14, 2025 (the "Annual Report") and under "Risk Factors" in the interim reports that we file with the SEC. As a result of these factors, we cannot assure you that the forward-looking statements in this interim report will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame or at all. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*

*We own various trademark registrations and applications, and unregistered trademarks and service marks, including Cellectis®, TALEN® and our corporate logos, and all such trademarks and service marks appearing in this interim report are the property of Cellectis. All other trade names, trademarks and service marks of other companies appearing in this interim report are the property of their respective holders. Solely for convenience, the trademarks and trade names in this interim report may be referred to without the ® and ™ symbols, but such references, or the failure of such symbols to appear, should not be construed as any indication that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto. We do not intend to use or display other companies' trademarks and trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies.*

*As used in this interim report, the terms "Cellectis," "we," "our," "us," and "the Company" refer to Cellectis S.A. and its subsidiaries, taken as a whole, unless the context otherwise requires. References to "Calyxt" refer to Calyxt, Inc. (renamed Cibus, Inc,. as of May 31, 2023) and its subsidiaries, taken as a whole. With respect to disclosures relating to the period after May 31, 2023, references to the "Group" refer to Cellectis S.A., Cellectis, Inc. and Cellectis Biologics, Inc.*

**PART I – FINANCIAL INFORMATION**

**Item 1. Unaudited Interim Condensed Consolidated Financial Statements**

**Cellectis S.A.**
**UNAUDITED INTERIM CONDENSED STATEMENTS OF CONSOLIDATED FINANCIAL POSITION**
**$ in thousands**

| | Notes | As of December 31, 2024 | As of June 30, 2025 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Intangible assets | | 1,116 | 1,153 |
| Property, plant and equipment | **7** | 45,895 | 42,790 |
| Right-of-use assets | **6** | 29,968 | 27,383 |
| Non-current financial assets | **8** | 7,521 | 35,491 |
| Other non-current assets | **8** | 11,594 | 16,127 |
| Deferred tax assets | | 382 | 382 |
| **Total non-current assets** | | **96,476** | **123,326** |
| **Current assets** | | | |
| Trade receivables | **9.1** | 6,714 | 8,776 |
| Subsidies receivables | **9.2** | 14,521 | 16,382 |
| Other current assets | **9.3** | 5,528 | 7,333 |
| Current financial assets | **11.1** | 117,055 | 138,341 |
| Cash and cash equivalents | **11.2** | 143,251 | 59,809 |
| **Total current assets** | | **287,069** | **230,641** |
| **TOTAL ASSETS** | | **383,544** | **353,966** |
| | | | |
| **LIABILITIES** | | | |
| **Shareholders' equity** | | | |
| Share capital | **15** | 5,889 | 5,902 |
| Premiums related to the share capital | **15** | 494,288 | 433,549 |
| Currency translation adjustment | | (39,537) | (33,885) |
| Retained earnings (deficit) | | (292,846) | (266,592) |
| Net income (loss) | | (36,761) | (41,863) |
| **Total shareholders' equity - Group Share** | | **131,033** | **97,111** |
| **Total shareholders' equity** | | **131,033** | **97,111** |
| **Non-current liabilities** | | | |
| Non-current financial liabilities | **12** | 50,882 | 55,856 |
| Non-current lease debts | **12** | 34,245 | 32,264 |
| Non-current provisions | **18** | 1,115 | 1,303 |
| **Total non-current liabilities** | | **86,241** | **89,424** |
| **Current liabilities** | | | |
| Current financial liabilities | **12** | 16,134 | 18,230 |
| Current lease debts | **12** | 8,385 | 7,477 |
| Trade payables | | 18,664 | 17,522 |
| Deferred income and contract liabilities | **14** | 112,161 | 113,379 |
| Current provisions | **18** | 828 | 875 |
| Other current liabilities | **13** | 10,097 | 9,949 |
| **Total current liabilities** | | **166,269** | **167,432** |
| **Total liabilities** | | **252,511** | **256,855** |
| **TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY** | | **383,544** | **353,966** |

*The accompanying notes form an integral part of these unaudited Interim Condensed Consolidated Financial Statements*

**Cellectis S.A.**
**UNAUDITED INTERIM CONDENSED STATEMENTS OF CONSOLIDATED OPERATIONS**
**$ in thousands, except share and per share amounts**

| | Notes | For the six-month period ended June 30, 2024 | 2025 |
|---|---|---|---|
| **Revenues and other income** | | | |
| Revenues | **4.1** | 12,589 | 27,380 |
| Other income | **4.1** | 3,412 | 2,842 |
| **Total revenues and other income** | | **16,002** | **30,222** |
| **Operating expenses** | | | |
| Research and development expenses | **4.2** | (45,841) | (45,012) |
| Selling, general and administrative expenses | **4.2** | (8,986) | (9,780) |
| Other operating income (expenses) | **4.2** | 721 | 804 |
| **Total operating expenses and other operating income** | | **(54,107)** | **(53,988)** |
| **Operating income (loss)** | | **(38,105)** | **(23,766)** |
| Financial income | **4.3** | 29,407 | 11,578 |
| Financial expenses | **4.3** | (11,384) | (29,675) |
| **Net Financial gain (loss)** | | **18,023** | **(18,098)** |
| **Income tax** | **4.4** | **455** | **-** |
| **Net income (loss)** | | **(19,627)** | **(41,863)** |
| Attributable to shareholders of Cellectis | | (19,627) | (41,863) |
| **Basic / Diluted net income (loss) per share attributable to shareholders of Cellectis** | **17** | | |
| Basic net income (loss) attributable to shareholders of Cellectis, per share ($ /share) | | (0.24) | (0.42) |
| Diluted net income (loss) attributable to shareholders of Cellectis, per share ($ /share) | | (0.24) | (0.42) |

*The accompanying notes form an integral part of these unaudited Interim Condensed Consolidated Financial Statements*

**UNAUDITED INTERIM CONDENSED STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS)**
**For the six-month period ended June 30,**
**$ in thousands**

| | For the six-month period ended June 30, | |
|---|---|---|
| | 2024* | 2025 |
| **Net income (loss)** | **(19,627)** | **(41,863)** |
| Actuarial gains and losses | 59 | 31 |
| Currency translation adjustment generated by the parent company | (3,858) | 15,184 |
| **Other comprehensive income (loss) that will not be reclassified subsequently to income or loss from continued operations** | **(3,800)** | **15,215** |
| Currency translation adjustment | 2,470 | (9,532) |
| **Other comprehensive income (loss) that will be reclassified subsequently to income or loss from continuing operations** | **2,470** | **(9,532)** |
| **Total other comprehensive income (loss)** | **(1,329)** | **5,683** |
| **Total Comprehensive income (loss)** | **(20,956)** | **(36,180)** |
| Attributable to shareholders of Cellectis | (20,956) | (36,180) |

** Since December 31, 2024, the Group has presented currency translation adjustments generated by the parent company separately from other currency translation adjustments in the Statements of Comprehensive Income (Loss). Comparative amounts were reclassified for consistency.*

*The accompanying notes form an integral part of these unaudited Interim Condensed Consolidated Financial Statement*

**Cellectis S.A.**
**UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**
**$ in thousands, except share and per share amounts**

| | Notes | For the three-month period ended June 30, 2024 | 2025 |
|---|---|---|---|
| **Revenues and other income** | | | |
| Revenues | **4.1** | 8,061 | 16,725 |
| Other income | **4.1** | 1,442 | 1,469 |
| **Total revenues and other income** | | **9,504** | **18,193** |
| **Operating expenses** | | | |
| Research and development expenses | **4.2** | (23,518) | (23,080) |
| Selling, general and administrative expenses | **4.2** | (3,882) | (5,078) |
| Other operating income (expenses) | | 686 | 378 |
| **Total operating expenses** | | **(26,714)** | **(27,779)** |
| **Operating income (loss)** | | **(17,211)** | **(9,586)** |
| Financial income | **4.4** | 8,395 | 5,545 |
| Financial expenses | **4.4** | (16,646) | (19,695) |
| **Net Financial gain (loss)** | | **(8,251)** | **(14,150)** |
| **Income tax** | | **193** | **-** |
| **Net income (loss)** | | **(25,270)** | **(23,736)** |
| Attributable to shareholders of Cellectis | | (25,270) | (23,736) |
| **Basic / Diluted net income (loss) per share attributable to shareholders of Cellectis** | **17** | | |
| Basic net income (loss) attributable to shareholders of Cellectis, per share ($ /share) | | (0.28) | (0.24) |
| Diluted net income (loss) attributable to shareholders of Cellectis, per share ($ /share) | | (0.28) | (0.24) |

*The accompanying notes form an integral part of these unaudited Interim Condensed Consolidated Financial Statements*

**UNAUDITED INTERIM CONDENSED STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS)**
**For the three-month period ended June 30, $ in thousand**

| | For the three-month period ended June 30, | |
|---|---|---|
| | **2024*** | **2025** |
| **Net income (loss)** | **(25,270)** | **(23,736)** |
| Actuarial gains (losses) | 86 | (26) |
| Currency translation adjustment generated by the parent company | (1,594) | 9,867 |
| **Other comprehensive income (loss) that will not be reclassified subsequently to income or loss from continued operations** | **(1,508)** | **9,842** |
| Currency translation adjustment | 759 | (6,481) |
| **Other comprehensive income (loss) that will be reclassified subsequently to income or loss from continuing operations** | **759** | **(6,481)** |
| **Total other comprehensive income (loss)** | **(749)** | **3,361** |
| **Total Comprehensive income (loss)** | **(26,019)** | **(20,375)** |
| Attributable to shareholders of Cellectis | (26,019) | (20,375) |

** Since December 31, 2024, the Group has presented currency translation adjustments generated by the parent company separately from other currency translation adjustments in the Statements of Comprehensive Income (Loss). Comparative amounts were reclassified for consistency.*

*The accompanying notes form an integral part of these unaudited Interim Condensed Consolidated Financial Statements*

**Cellectis S.A.**
**UNAUDITED INTERIM CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS**
**$ in thousands**

| | Notes | For the six-month period ended June 30, 2024 | 2025 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Net income (loss) for the period | | **(19,627)** | **(41,863)** |
| **Adjustment to reconcile net income (loss) to cash provided by (used in) operating activities** | | | |
| Adjustments for | | | |
| Amortization and depreciation | **4.2** | 9,297 | 9,948 |
| Net loss (income) on disposals | | - | 1 |
| Net financial loss (gain) | **4.3** | (18,023) | 18,098 |
| Income tax | | (455) | - |
| Expenses related to share-based payments | **16** | 1,717 | 2,258 |
| Provisions | | (727) | (1) |
| Other non-cash items | | - | (2,371) |
| Realized foreign exchange gain (loss) | | (116) | 1,037 |
| **Operating cash flows before change in working capital** | | **(27,933)** | **(12,895)** |
| Decrease (increase) in trade receivables and other current assets | | 47,929 | (2,113) |
| Decrease (increase) in subsidies and tax receivables | | (3,898) | (2,842) |
| (Decrease) increase in trade payables and other current liabilities | | (664) | (6,266) |
| (Decrease) increase in deferred revenues and contract liabilities | | 8,749 | (12,264) |
| **Change in working capital** | | **52,115** | **(23,485)** |
| **Interest received** | | **4,684** | **8,910** |
| **Net cash flows provided by (used in) operating activities** | | **28,865** | **(27,470)** |
| | | | |
| **Cash flows from investment activities** | | | |
| Acquisition of intangible assets | | (37) | - |
| Acquisition of property, plant and equipment | **7** | (1,256) | (700) |
| Sales of non-current financial assets | | - | 159 |
| Sale of current financial assets | **11** | - | 101,222 |
| Acquisition of non-current financial assets | **8** | (102) | (28,573) |
| Acquisition of current financial assets | **11** | (107,085) | (120,603) |
| **Cash flows used in investment activities** | | **(108,480)** | **(48,494)** |
| | | | |
| **Cash flows from financing activities** | | | |
| Increase in share capital of Cellectis after deduction of transaction costs | | 82,823 | - |
| Increase in borrowings | | 16,207 | - |
| Decrease in borrowings | **12** | (2,621) | (2,598) |
| Interest paid on financial debt | **12** | (388) | (344) |
| Payments on lease debts | **12** | (5,615) | (5,419) |
| **Net cash flows provided by (used in) financing activities** | | **90,406** | **(8,361)** |
| **(Decrease) increase in cash and cash equivalents** | | **10,792** | **(84,325)** |
| | | | |
| **Cash and cash equivalents at the beginning of the period** | | **136,708** | **143,251** |
| Effect of exchange rate changes on cash | | 1,542 | 883 |
| **Cash and cash equivalents at the end of the period** | **11** | **149,042** | **59,809** |

*The accompanying notes form an integral part of these unaudited Interim Condensed Consolidated Financial Statements*

**Cellectis S.A.**
**UNAUDITED INTERIM CONDENSED STATEMENTS OF CHANGES IN CONSOLIDATED SHAREHOLDERS' EQUITY**
**$ in thousands, except share data**

| | Notes | Share Capital | | | Premiums related to share capital | Currency translation adjustment | Retained earnings (deficit) | Income (Loss) | Total Shareholders' Equity |
|---|---|---|---|---|---|---|---|---|---|
| | | Number of ordinary shares | Number of preferred shares | Amount | | | | | |
| **As of January 1, 2024** | | **71,751,201** | **-** | **4,365** | **522,785** | **(36,690)** | **(304,707)** | **(101,059)** | **84,695** |
| **Net Income (loss)** | | - | - | - | - | - | - | (19,627) | (19,627) |
| Other comprehensive income (loss) | | - | - | - | - | (1,388) | 59 | - | (1,329) |
| **Total comprehensive income (loss)** | | **-** | **-** | **-** | **-** | **(1,388)** | **59** | **(19,627)** | **(20,956)** |
| Allocation of prior period loss | | - | - | - | - | - | (101,059) | 101,059 | - |
| Capital increase of Cellectis | | - | 28,000,000 | 1,514 | 139,256 | - | - | - | 140,770 |
| Transaction costs related to Cellectis' capital increase | | - | - | - | (207) | - | - | - | (207) |
| Derecognition of AZ SIA derivative | | - | - | - | (57,330) | - | - | - | (57,330) |
| Vesting of free shares granted to employees and directors | | 342,434 | - | 19 | - | - | - | - | 19 |
| Non-cash stock-based compensation expense | | - | - | - | 1,717 | - | - | - | 1,717 |
| Other movements | | - | - | - | (76) | - | (22) | - | (97) |
| **As of June 30, 2024** | | **72,093,635** | **28,000,000** | **5,897** | **606,146** | **(38,077)** | **(405,729)** | **(19,627)** | **148,611** |
| | | | | | | | | | |
| **As of January 1, 2025** | | **72,093,873** | **28,000,000** | **5,889** | **494,288** | **(39,537)** | **(292,846)** | **(36,761)** | **131,033** |
| **Net Income (loss)** | | - | - | - | - | - | - | (41,863) | (41,863) |
| Other comprehensive income (loss) | | - | - | - | - | 5,652 | 31 | - | 5,683 |
| **Total comprehensive income (loss)** | | **-** | **-** | **-** | **-** | **5,652** | **31** | **(41,863)** | **(36,180)** |
| Allocation of prior period loss | **15** | - | - | - | (62,999) | - | 26,239 | 36,761 | - |
| Vesting of free shares granted to employees and directors | **15** | 231,356 | - | 13 | 3 | - | (15) | - | - |
| Non-cash stock-based compensation expense | **16** | - | - | - | 2,258 | - | - | - | 2,258 |
| **As of June 30, 2025** | | **72,325,229** | **28,000,000** | **5,902** | **433,549** | **(33,885)** | **(266,592)** | **(41,863)** | **97,111** |

*The accompanying notes form an integral part of these unaudited Interim Condensed Consolidated Financial Statements.*

**NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**JUNE 30, 2025**

## Note 1. The Company

Cellectis S.A. (hereinafter "Cellectis" or "we") is a limited liability company ("société anonyme") registered and domiciled in Paris, France.

We are a clinical stage biotechnological company, employing our core proprietary technologies to develop products based on gene-editing, with a portfolio of allogeneic Chimeric Antigen Receptor T-cells ("UCART") product candidates in the field of immuno-oncology and gene therapy product candidates in other therapeutic indications.

Our UCART product candidates, based on gene-edited T-cells that express Chimeric Antigen Receptors ("CARs"), seek to harness the power of the immune system to target and eradicate cancers. We believe that CAR-based immunotherapy is one of the most promising areas of cancer research, representing a new paradigm for cancer treatment. We are designing next-generation immunotherapies that are based on gene-edited CAR T-cells. Our gene-editing technologies allow us to create allogeneic CAR T-cells, meaning they are derived from healthy donors rather than the patients themselves. We believe that the allogeneic production of CAR T-cells will allow us to develop cost-effective, "off-the-shelf" products that are capable of being stored and distributed worldwide. Our gene-editing expertise also enables us to develop product candidates that feature additional safety and efficacy attributes, including control properties designed to prevent them from attacking healthy tissues, to enable them to tolerate standard oncology treatments, and to equip them to resist mechanisms that inhibit immune-system activity.

Together with our focus on immuno-oncology, we are using our gene-editing technologies to develop cell and gene therapy product candidates for genetic diseases.

Cellectis S.A., Cellectis, Inc., Cellectis Biologics, Inc., as a consolidated group of companies, are sometimes referred to as the "Group."

## Note 2. Accounting principles

### *2.1 Basis for preparation*

The Unaudited Interim Condensed Consolidated Financial Statements of Cellectis as of, and for the six-month period ended June 30, 2025 were approved by our Board of Directors on August 4, 2025.

The Interim Condensed Consolidated Financial Statements are presented in thousands of U.S. dollars. See Note 2.2.

These Interim Condensed Consolidated Financial Statements for the six months ended June 30, 2025 have been prepared in accordance with IAS 34 *Interim Financial Reporting*, and should be read in conjunction with the Group's last annual consolidated financial statements as at and for the year ended December 31, 2024 ("last annual financial statements"). They do not include all of the information required for a complete set of financial statements prepared in accordance with IFRS Accounting Standards. However selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual financial statements.

The Interim Condensed Consolidated Financial Statements as of and for the six-month period ended June 30, 2025 have been prepared using the same accounting policies and methods as those applied for the year ended December 31, 2024, except as described below related to the new or amended accounting standards applied.

The Group presents its operations as one reportable segment corresponding to the Therapeutics segment.

*Application of new or amended accounting standards or new amendments*

The following pronouncements and related amendments have been adopted by us from January 1, 2025 but had no significant impact on the Interim Condensed Consolidated Financial Statements:

- Amendments to IAS 21 regarding the lack of exchangeability of foreign currency (issued in August 2023 and effective for the accounting periods beginning on or after January 1, 2025)

*Accounting standards, interpretations and amendments issued but not yet effective*

The following pronouncements and related amendments are applicable for periods beginning after January 1, 2025, as specified below:

- Annual Improvements to IFRS Accounting Standards - Amendments to :
  - IFRS 1 *First-time adoption of International Financial Reporting Standards;*
  - IFRS 7 *Financial Instruments: Disclosures* and its accompanying *Guidance on implementing IFRS 7;*
  - IFRS 9 *Financial Instruments;*
  - IFRS 10 *Consolidated Financial Statements;*
  - IAS 7 *Statement of Cash Flows* (issued in July 2024 and effective for the accounting periods beginning on or after January 1, 2026);
- IFRS 18 *Presentation and Disclosure in Financial Statements* (issued in July 2024 and effective for the accounting periods beginning on or after January 1, 2027)
- IFRS 19 *Subsidiaries without Public Accountability: Disclosures* (issued in April 2024 and effective for the accounting periods beginning on or after January 1, 2027)
- Amendments to IFRS 9 and IFRS 7 regarding Contracts Referencing Nature-dependent Electricity (effective for the accounting periods beginning on or after January 1, 2026)

The Group has not early adopted any of these pronouncements and amendments and is in progress to assess if any impact.

*Going concern*

The Interim Condensed Consolidated Financial Statements were prepared on a going concern basis.

With cash and cash equivalents of $59.8 million and bank deposits of $166.3 million as of June 30, 2025 (presented as current financial assets for $136.1 million and non-current financial assets for $30.2 million), the Company believes its cash and cash equivalents and deposits will be sufficient to fund its operations for at least twelve months following the date the unaudited interim condensed consolidated financial statements' were approved by our Board of Directors.

Our assessment of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties, and actual results could vary as a result of a number of factors. We have based this estimate on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect or choose to revise our strategy to extend our cash runway.

### *2.2 Currency of the financial statements*

The Interim Condensed Consolidated Financial Statements are presented in U.S. dollars, which differs from the functional currency of Cellectis, which is the euro. We believe that this presentation enhances the comparability with peers, which primarily present their financial statements in U.S. dollars.

All financial information (unless indicated otherwise) is presented in thousands of U.S. dollars.

### *2.3 Accounting treatment of transactions with AstraZeneca*

We present below the accounting treatment applied in the Interim Condensed Consolidated Financial Statements of Cellectis as of and for the six-month period ended June 30, 2025 concerning the collaboration and investment agreements entered into with AstraZeneca Holdings B.V. ("AZ Holdings") and AstraZeneca Ireland Limited ("AZ Ireland") and, together with AZ Holdings and their respective affiliates, "AstraZeneca". The purpose of this note is to bring together information on these transactions and their accounting treatment in the Group's financial statements. It is supplemented by information on the specific financial statement items impacted by these transactions in the notes to the financial statements dedicated to these items hereafter.

On November 1, 2023, Cellectis and AstraZeneca entered into a Joint Research and Collaboration Agreement (the “AZ JRCA”) and an Initial Investment Agreement ("IIA"). Pursuant to the AZ JRCA, AZ Ireland and Cellectis agreed to collaborate to develop up to

10 novel cell and gene therapy candidate products, selected from a larger pool of potential targets identified by AZ Ireland, for human therapeutic, prophylactic, palliative, and analgesic purposes. Each party is responsible for performing research and development activities based on research plans (each a "Research Plan") to be agreed upon throughout the initial five-year collaboration term under the AZ JRCA.

Pursuant to the IIA, on November 6, 2023, AZ Holdings made an initial equity investment of $80 million in Cellectis by subscribing to 16,000,000 ordinary shares at a price of $5.00 per share (the “Initial Investment”). On November 14, 2023, Cellectis and AZ Holdings signed the SIA for an additional equity investment of $140 million ("the Subsequent Investment") by AZ Holdings that was completed on May 3, 2024. The additional investment was made by way of subscription of 10,000,000 “class A” convertible preferred shares and 18,000,000 “class B” convertible preferred shares, in each case at a price of $5.00 per share. Both classes of preferred shares benefit from a liquidation preference and are convertible into ordinary shares with the same rights as the outstanding ordinary shares on a one-for-one basis.

*Interdependence of the Initial Investment Agreement and the Subsequent Investment Agreement with the AZ JRCA*

The IIA and the AZ JRCA were both signed on November 1, 2023, and the SIA was subsequently signed on November 14, 2023. The IIA, SIA and AZ JRCA were negotiated concurrently, and the execution of the IIA was a condition to the signing of the AZ JRCA. In addition, for both the IIA and the SIA, the price per share pursuant to such agreements was set at a level significantly higher than the quoted market price for the Company’s ordinary shares at their respective signing dates.

Considering all these factors, we concluded that in accordance with IFRS Accounting Standards and for accounting purposes only, the IIA, SIA and AZ JRCA are accounted for as a single transaction as they were not negotiated based upon independently based market conditions.

Therefore, in accordance with applicable accounting standards, we allocated a portion of the proceeds received from AZ Holdings under the IIA and the initial fair value of the derivative recognized for the SIA to the AZ JRCA as additional consideration for the services to be rendered under the AZ JRCA, which is recorded as deferred revenue.

To estimate the portion of the share purchase price that exceeds fair value, we first assessed the fair value of both investment agreements at the date of initial recognition (i.e., on November 1, 2023 for the IIA and on November 14, 2023 for the SIA) and allocated to the AZ JRCA a portion of the share purchase proceeds equal to the difference between this initial fair value determination and the transaction price, i.e. the proceeds. As the proceeds from the SIA were zero at inception on November 14, 2023, the initial fair value of the SIA is allocated in full to the AZ JRCA.

The fair value of the IIA at the initial recognition date was determined on the basis of Cellectis' share price at the date of signature, and amounted to $35.7 million.(*for more details refer to the Consolidated Financial statements as of December 31, 2024*). The initial fair value of the SIA was estimated to be $48.4 million (*for valuation method details and parameters refer to the Consolidated Financial statements as of December 31, 2024*).

In accordance with applicable IFRS standards, we allocated $35.7 million of the proceeds received from the sale of ordinary shares pursuant to the IIA to the AZ JRCA and $48.4 million, representing the fair value of the derivative pursuant to the SIA to the AZ JRCA.

As the additional consideration is fixed from the inception of the IIA and SIA, it is reflected in the AZ JRCA transaction price from inception and initially recorded as deferred revenue totaling $84.1 million. The corresponding income will be recognized as revenue in profit and loss, in accordance with the characteristics of AZ JRCA performance obligations, when satisfied.

*Accounting treatment of the Subsequent Investment Agreement*

At the signing date of the SIA, the closing of this additional equity investment was subject to the fulfillment of several preceding conditions. This contract met all derivatives criteria and was recognized according to the principles of IFRS 9, under which the derivative instrument was recognized at its fair value with any subsequent change of fair value recognized in profit and loss. On May 3, 2024, the cash received following the additional investment has been recognized on the balance sheet, the derivative has been derecognized, and any difference between the cash received and the fair value of the derivative at closing date has been recognized against share premium and share capital.

At initial recognition, the fair-value of the derivative was $48.4 million. The fair value of this instrument was remeasured on December 31, 2023 and on May 3, 2024 and respectively amounted to $42.7 million and $57.0 million (for details refer to the

*Consolidated Financial statements as of December 31, 2024).* The difference in fair value measurement of $14.3 million between December 31, 2023 and May 3, 2024 was recognized in financial income in profit and loss in 2024. The payment of $57.0 million was recorded in 2024 on the statement of consolidated cash flows in "Decrease (increase) in trade receivables and other current assets" as part of cash flows from operating activities.

*Analysis of the Joint Research Collaboration Agreement*

In addition to an upfront payment of $25 million made by AZ Ireland to Cellectis under the AZ JRCA, AZ Ireland agreed to reimburse Cellectis for its budgeted research costs associated with targets identified under the AZ JRCA. Cellectis is also eligible to receive an option exercise fee and development, regulatory and sales-related milestone payments, ranging from $70 million up to $220 million, per each of the 10 candidate products, plus tiered royalties, based on the sale of Licensed Products (as defined in the AZ JRCA).

As part of our analysis of the AZ JRCA under IFRS 15 requirements, we concluded that the $25 million upfront payment is to be included in the transaction price at contract inception and allocated to each research activity performance on a reasonable basis.

On March 4, 2024, AZ Ireland and Cellectis approved the first Research Plan under the AZ JRCA. As a result of this milestone, Cellectis received the corresponding $10 million milestone payment. In December 2024, Cellectis also received an additional $5 million milestone payment related to this first Research Plan.

On September 13, 2024, AZ Ireland and Cellectis approved two additional Research Plans under the AZ JRCA. As a result of these milestones, Cellectis received the corresponding $2 million and $5 million milestone payments.

*Analysis of Cellectis' performance obligations under the Joint Research Collaboration Agreement*

We consider Cellectis renders two promises under each of the Research Plans. In particular, Cellectis and AZ Ireland enter into (i) a service component in the form of delegated research activities, and (ii) a license component in the form of an option to license over the intellectual property created as part of the AZ JRCA, granted by Cellectis to AZ Ireland if AZ Ireland exercises its option. Both components are essential and highly inter-related, and therefore represent a combined performance obligation.

The combined performance obligation is satisfied over time because, subject to the terms of the AZ JRCA, AZ Ireland has an exclusive right over intellectual property created as part of each Research Plan. As a consequence, Cellectis would not have rights over such intellectual property and therefore no alternative use outside of the performance of the Research Plan, and Cellectis has an enforceable right to payment for performance completed to date.

Cellectis' obligation to generate intellectual property over which AZ Ireland will have exclusive right is limited to the Research Plan activities and there will be no further research activities after completion of each Research Plan. Therefore, the combined performance obligation under a Research Plan is satisfied over the Research Plan term, i.e. over the period during which Cellectis will render the research activities.

Under each Research Plan, we measure the progress of our performance obligation based on research costs incurred in relation to the total costs budgeted for that Research Plan.

We are allocating upfront payments totaling $109.1 million, i.e. the AZ JRCA upfront payment of $25.0 million, the IIA upfront payment of $35.7 million and the initial fair value of the SIA derivative of $48.4 million, to each of the Research Plans on a reasonable basis.

We evaluate the transaction price allocated to each Research Plan at each period-end, including variable elements in the transaction price only if it is highly probable that a significant reversal will not occur, and taking into account the share of upfront payments allocated to each Research Plan. We apply to this total the percentage of completion determined as described above to determine the revenue to be recognized in profit and loss for each Research Plan.

**Note 3. Scope of consolidation and non-consolidated entities**

*Consolidated entities*

As of June 30, 2025, Cellectis S.A. owns 100% of Cellectis, Inc., which owns 100% of Cellectis Biologics, Inc.

For the six-month periods ended June 30, 2025 and June 30, 2024, the consolidated group of companies (sometimes referred to as the "Group") includes Cellectis S.A., Cellectis, Inc. and Cellectis Biologics, Inc.

*Investments in associates*

As of June 30, 2025, we hold 17.0% of Primera's shares and voting rights and consider that we continue to exercise significant influence over Primera. After taking into account Primera's net losses since May 17, 2023 (date we began to have significant influence) and applying our ownership rate, the value of our investment is immaterial. We have no legal or contractual obligation to bear losses in excess of our share.

In view of the immaterial value of our investment in Primera at inception and as of June 30, 2025, we do not present the investment in associates on a separate line in our consolidated statements of financial position or our consolidated statements of operations.

*Non-consolidated entities*

Our investment in Calyxt (which became Cibus Inc. after the sale of our controlling interest in 2023) was classified as a current financial asset and measured at fair value as of December 31, 2024. This investment has been fully sold during the first quarter of 2025.

**Note 4. Information concerning the Group's Consolidated Operations**

***4.1 Revenues and other income***

*4.1.1 For the six-month period ended June 30*

*Revenues by nature*

| | For the six-month period ended June 30, | |
|---|---|---|
| | 2024 | 2025 |
| | $ in thousands | |
| Collaboration agreements | 12,249 | 26,869 |
| Licenses | 297 | 417 |
| Products & services | 44 | 94 |
| **Total revenues** | **12,589** | **27,380** |

*Revenues by country of origin and other income*

| | For the six-month period ended June 30, | |
|---|---|---|
| | 2024 | 2025 |
| | $ in thousands | |
| From France | 12,589 | 27,380 |
| **Revenues** | **12,589** | **27,380** |
| Research tax credit subsidy | 3,336 | 2,842 |
| Other subsidies and other | 76 | - |
| **Other income** | **3,412** | **2,842** |
| **Total revenues and other income** | **16,002** | **30,222** |

Revenues of $27.4 million in the six-month period ended June 30, 2025 reflect mainly the $26.8 million recognized during the period in connection with our performance obligation rendered under the Research Plans of the AZ JRCA with AZ Ireland, in comparison to the $6.8 million recognized in the six-month period ended June 30, 2024. The increase was driven by the additional activity performed in connection with the Research Plans. Revenues as recorded in the six-month period ended June 30, 2024 included a $5.4 million development milestone under the License Agreement with Servier.

Revenue recognized in respect of each Research Plan with AZ Ireland has been estimated in accordance with the provisions set out in Note 2.3. We have estimated the progress of our performance obligation on the basis of costs incurred to date compared with total budgeted costs for each Research Plan. We applied a percentage of completion thus obtained to the total transaction price allocated to each Research Plan, excluding variable remuneration for which it is not highly probable that a significant reversal will not occur. As of June 30, 2025, the transaction price allocated to each Research Plan excluding variable remuneration for which it is not highly probable that a significant reversal will not occur, corresponds to the development milestone already achieved, the amount of rechargeable costs in accordance with the agreement, and the share of upfront payments allocated to each Research Plan.

The decrease in other income of $0.6 million between the six-month periods ended June 30, 2024 and 2025 is due to a decrease of research tax credit of $0.5 million due to a decrease in eligible expenses, following the new French applicable tax rules.

*4.1.2 For the three-month period ended June 30*

*Revenues by nature*

| | For the three-month period ended June 30, | |
|---|---|---|
| | 2024 | 2025 |
| | $ in thousands | |
| Collaboration agreements | 7,815 | 16,572 |
| Licenses | 209 | 123 |
| Products & services | 37 | 29 |
| **Total revenues** | **8,061** | **16,725** |

*Revenues by country of origin and other income*

| | For the three-month period ended June 30, | |
|---|---|---|
| | 2024 | 2025 |
| | $ in thousands | |
| From France | 8,061 | 16,725 |
| **Revenues** | **8,061** | **16,725** |
| Research tax credit | 1,404 | 1,505 |
| Subsidies and other | 38 | (36) |
| **Other income** | **1,442** | **1,469** |
| **Total revenues and other income** | **9,504** | **18,193** |

Revenues of $16.7 million in the three-month period ended June 30, 2025 include mainly $16.5 million recognized in connection with our performance obligation rendered under the Research Plans of the AZ JRCA with AZ Ireland, in comparison to the $2.7 million recognized in the three-month period ended June 30, 2024. The increase was driven by the additional activity performed in connection with the Research Plans. Revenues as recorded in the three-month period ended June 30, 2024 also included a $5.4 million development milestone under the License Agreement with Servier.

### *4.2 Operating expenses*

*4.2.1 For the six-month period ended June 30*

| Research and development expenses | For the six-month period ended June 30, 2024 | 2025 |
|---|---|---|
| Wages and salaries | (17,567) | (17,485) |
| Social charges on stock option grants | (268) | (286) |
| Non-cash stock-based compensation expense | (1,320) | (1,536) |
| **Personnel expenses** | **(19,155)** | **(19,307)** |
| Purchases and external expenses | (17,200) | (16,071) |
| Depreciation and amortization expenses (incl. right of use amortization) | (8,527) | (9,229) |
| Other | (961) | (405) |
| **Total research and development expenses** | **(45,841)** | **(45,012)** |

| Selling, general and administrative expenses | For the six-month period ended June 30, 2024 | 2025 |
|---|---|---|
| Wages and salaries | (3,335) | (3,277) |
| Social charges on stock option grants | (96) | (154) |
| Non-cash stock-based compensation expense | (397) | (722) |
| **Personnel expenses** | **(3,829)** | **(4,153)** |
| Purchases and external expenses | (3,875) | (4,440) |
| Depreciation and amortization expenses (incl. right of use amortization) | (770) | (718) |
| Other | (512) | (469) |
| **Total selling, general and administrative expenses** | **(8,986)** | **(9,780)** |

| Personnel expenses | For the six-month period ended June 30, 2024 | 2025 |
|---|---|---|
| Wages and salaries | (20,902) | (20,763) |
| Social charges on stock option grants | (364) | (439) |
| Non-cash stock-based compensation expense | (1,717) | (2,258) |
| **Total personnel expenses** | **(22,983)** | **(23,460)** |

| | For the six-month period ended June 30, 2024 | 2025 |
|---|---|---|
| Other operating income | 721 | 804 |
| Other operating expenses | - | - |
| **Other operating income (expense)** | **721** | **804** |

Between the six-month periods ended June 30, 2024 and 2025, research and development expenses decreased by $0.8 million. Personnel expenses increased by $0.1 million from $19.2 million in 2024 to $19.3 million in 2025 mainly due to non-cash stock-based compensation increase by $0.2 million while wages and salaries decreased by $0.1 million. Purchases, external expenses and other decreased by $1.7 million partially offset by an increase of $0.7 million in depreciation and amortization expenses.

Between the six-month periods ended June 30, 2024 and 2025, selling, general and administrative expenses increased by $0.8 million. Personnel expenses increased by $0.3 million from $3.8 million in 2024 to $4.2 million in 2025 mainly due to non-cash stock-based

compensation increase by $0.4 million while wages and salaries decreased by $0.1 million. Purchases, external expenses and other increased by $0.5 million slightly offset by the decrease in depreciation and amortization expenses.

*4.2. 2 For the three-month period ended June 30*

| **Research and development expenses** | For the three-month period ended June 30, | |
|---|---|---|
| | **2024** | **2025** |
| Wages and salaries | (8,315) | (8,821) |
| Social charges on stock option grants | (72) | (35) |
| Non-cash stock-based compensation expense | (738) | (885) |
| **Personnel expenses** | **(9,125)** | **(9,741)** |
| Purchases and external expenses | (9,591) | (8,493) |
| Depreciation and amortization expenses (incl. right of use amortization) | (4,347) | (4,652) |
| Other | (454) | (194) |
| **Total research and development expenses** | **(23,518)** | **(23,080)** |

| **Selling, general and administrative expenses** | For the three-month period ended June 30, | |
|---|---|---|
| | **2024** | **2025** |
| Wages and salaries | (1,591) | (1,650) |
| Social charges on stock option grants | (10) | (14) |
| Non-cash stock-based compensation expense | (92) | (398) |
| **Personnel expenses** | **(1,694)** | **(2,061)** |
| Purchases and external expenses | (1,530) | (2,425) |
| Depreciation and amortization expenses (incl. right of use amortization) | (380) | (365) |
| Other | (278) | (227) |
| **Total selling, general and administrative expenses** | **(3,882)** | **(5,078)** |

| **Personnel expenses** | For the three-month period ended June 30, | |
|---|---|---|
| | **2024** | **2025** |
| Wages and salaries | (9,905) | (10,471) |
| Social charges on stock option grants | (83) | (49) |
| Non-cash stock-based compensation expense | (830) | (1,282) |
| **Total personnel expenses** | **(10,818)** | **(11,802)** |

| | For the three-month period ended June 30, | |
|---|---|---|
| | **2024** | **2025** |
| Other operating income | 685 | 378 |
| Other operating expenses | - | - |
| **Other operating income (expenses)** | **686** | **378** |

Between the quarter ended June 30, 2024 and 2025, research and development expenses decreased by $0.4 million. Personnel expenses increased by $0.6 million from $9.1 million in 2024 to $9.7 million in 2025 mainly due to wages. Purchases, external expenses and other decreased by $1.4 million partially offset by $0.3 million depreciation and amortization expenses increase.

Between the quarter ended June 30, 2024 and 2025, selling, general and administrative expenses increased by $1.2 million. Personnel expenses increased by $0.4 million from $1.7 million in 2024 to $2.1 million in 2025 mainly due to non-cash stock-based compensation increase by $0.3 million. Purchases, external expenses and other increased by $0.8 million.

### *4.3 Financial income and expenses*

*4.3.1 For the six-month period ended June 30*

| Financial income and expenses | For the six-month period ended June 30, 2024 | 2025 |
|---|---|---|
| Income from cash, cash equivalents and financial assets | 4,687 | 5,107 |
| Foreign exchange gains | 5,754 | 4,705 |
| Gain on fair value measurement | 18,966 | 1,766 |
| **Financial income** | **29,407** | **11,578** |
| Interest on financial liabilities | (2,270) | (2,802) |
| Foreign exchange losses | (3,031) | (25,527) |
| Loss on fair value measurement | (4,730) | (182) |
| Interest on lease liabilities | (1,352) | (1,164) |
| **Financial expenses** | **(11,384)** | **(29,675)** |
| **Net financial gain (loss)** | **18,023** | **(18,098)** |

The decrease in financial income of $17.8 million between the six-month periods ended June 30, 2024 and 2025 was mainly attributable to (i) a $14.3 million gain in change in fair value of the derivative instrument component of the SIA, which was recorded last year before derecognition of the derivative in May 2024, (ii) a decrease of $1.0 million in foreign exchange gains due to the weakening of the USD against the Euro, (iii) a $1.2 million gain in change in fair value of the Tranches A, B and C warrants issued to the European Investment Bank ("EIB") in accordance with our Finance Contract entered into with EIB in December 2022, to be compared to a $4.7 million gain in change in the previous period, partially offset by (iv) a $0,6 million gain in the fair value of foreign exchange derivatives recorded during the period and by v) a $0,4 million increase in income from cash, cash equivalents and financial assets.

The increase in financial expenses of $18.3 million between the six-month periods ended June 30, 2024 and 2025 is mainly attributable to a (i) $22.5 million increase in foreign exchange loss over the period due to the devaluation of the USD against the Euro which resulted in significant unrealized losses on our cash, cash equivalents and other bank deposits classified as current and non current financial asset, and (ii) a $0.3 million increase in interests on our financial and lease liabilities partially offset by (iii) a $4,5 million decrease in loss on fair value measurement mainly due to our investment in shares of Cibus which was entirely sold in the first quarter of 2025.

*4.3.2 For the three-month period ended June 30*

| Financial income and expenses | For the three-month period ended June 30, 2024 | 2025 |
|---|---|---|
| Income from cash, cash equivalents and financial assets | 2,771 | 2,195 |
| Foreign exchange gains | 2,230 | 3,351 |
| Gain on fair value measurement | 3,395 | - |
| **Financial income** | **8,395** | **5,545** |
| Interest on financial liabilities | (1,170) | (1,500) |
| Foreign exchange losses | (1,704) | (17,358) |
| Loss on fair value measurement | (13,110) | (282) |
| Interest on lease liabilities | (663) | (556) |
| **Financial expenses** | **(16,646)** | **(19,695)** |
| **Net financial gain (loss)** | **(8,251)** | **(14,150)** |

The decrease in financial income of $2.8 million between the three-month periods ended June 30, 2024 and 2025 was mainly attributable to a decrease in gain on fair value measurement of $3.4 million and a decrease in gain from our financial investments of $0.6 million, partially offset by a $1.1 million increase in foreign exchange gains.

The increase in financial expenses of $3.0 million between the three-month periods ended June 30, 2024 and 2025 is mainly attributable to an increase on loans interest for $0.3 million, $15.7 million increase in foreign exchange loss (from a $1.7 million loss in 2024 to a $17.4 million loss in 2025), partially offset by $12.8 million change in loss on fair value measurement and $0.1 million decrease in interest on lease liabilities.

### *4.4 Income tax*

*4.4.1 For the six-month period ended June 30*

| | For the six-month period ended June 30, | |
|---|---|---|
| | 2024 | 2025 |
| **Income tax** | 455 | 0 |

The income tax for the six-month period ended June 30 is calculated by applying the estimated effective tax rate for the fiscal year to pre-tax net income or loss for the three-month period ended June 30.

The effective income tax rate for the six-month period ended June 30, 2025 is 0.0%, compared with 2.3% for the six-month period ended June 30, 2024. As a reminder the 2.3% effective tax rate in the previous period was due to the inclusion in the estimated effective tax rate for the fiscal year 2024 of a deferred tax income related to the recognition of deferred tax assets on federal R&D tax credits in the United States.

*4.4.2 For the three-month period ended June 30*

| | For the three-month period ended June 30, | |
|---|---|---|
| | 2024 | 2025 |
| **Income tax** | 193 | 0 |

The income tax for the three-month period ended June 30 is calculated by applying the estimated effective tax rate for the fiscal year to pre-tax net income or loss for the three-month period ended June 30.

The effective income tax rate for the three-month period ended June 30, 2025 is 0.0% , compared with 0.8% for the three-month period ended June 30, 2024. As a reminder the 0.8% effective tax rate in the previous period was due to the inclusion in the estimated effective tax rate for the fiscal year 2024 of a deferred tax income related to the recognition of deferred tax assets on federal R&D tax credits in the United States.

## Note 5. Impairment tests

***Accounting policy***

Amortizable intangible assets, depreciable tangible assets and right-of-use are tested for impairment when there is an indicator of impairment. Whenever possible, impairment tests involve comparing the carrying amount of the assets on a standalone-basis with the recoverable amount. When it is not possible to perform the impairment test at the individual asset level, the test is conducted at the level of the Company's cash-generating unit (CGU). The recoverable amount of an asset or a CGU is the higher of (i) its fair value less costs of disposal and (ii) its value in use. If the recoverable amount of any asset or CGU is below its carrying amount, an impairment loss is recognized to reduce the carrying amount to the recoverable amount.

The group has a single CGU corresponding to the Therapeutic segment.

No indicator of impairment has been identified for any intangible or tangible assets for the six-month periods ended June 30, 2025 and June 30, 2024.

**Note 6. Right-of-use assets**

**Details of Right-of-use assets**

Under the provision of IFRS 16 “Leases”, the Company recognizes a right of use asset and lease liability on the statement of financial position.

The breakdown of right-of-use assets is as follows:

| | Building lease | Office and laboratory equipment | Total |
|---|---|---|---|
| | | $ in thousands | |
| **Net book value as of January 1, 2024** | **30,602** | **7,457** | **38,060** |
| Depreciation & impairment expense | (2,384) | (1,610) | (3,994) |
| Translation adjustments | (359) | (35) | (395) |
| **Net book value as of June 30, 2024** | **27,859** | **5,812** | **33,671** |
| Gross value at end of period | 51,156 | 17,858 | 69,014 |
| Accumulated depreciation and impairment at end of period | (23,297) | (12,046) | (35,343) |
| | | | |
| **Net book value as of January 1, 2025** | **25,593** | **4,375** | **29,968** |
| Depreciation & impairment expense | (2,452) | (1,318) | (3,770) |
| Translation adjustments | 1,145 | 40 | 1,185 |
| **Net book value as of June 30, 2025** | **24,287** | **3,097** | **27,383** |
| Gross value at end of period | 53,692 | 18,318 | 72,010 |
| Accumulated depreciation at end of period | (29,405) | (15,221) | (44,626) |

**Note 7. Property, plant and equipment**

| | Lands and Buildings | Technical equipment | Fixtures, fittings and other equipment | Assets under construction | Total |
|---|---|---|---|---|---|
| | | | $ in thousands | | |
| **Net book value as of January 1, 2024** | **7,868** | **44,131** | **1,354** | **1,328** | **54,681** |
| Additions | 16 | 516 | 21 | 803 | 1,355 |
| Disposal | - | - | - | (23) | (23) |
| Reclassification | 330 | 885 | 26 | (1,241) | - |
| Depreciation & impairment expense | (927) | (4,129) | (227) | - | (5,284) |
| Translation adjustments | (240) | (70) | (14) | (35) | (360) |
| **Net book value as of June 30, 2024** | **7,047** | **41,332** | **1,160** | **831** | **50,370** |
| Gross value at end of period | 18,307 | 74,450 | 4,953 | 746 | 98,457 |
| Accumulated depreciation and impairment at end of period | (11,260) | (33,118) | (3,793) | 85 | (48,087) |
| | | | | | |
| **Net book value as of January 1, 2025** | **6,312** | **38,123** | **1,177** | **282** | **45,895** |
| Additions | - | 224 | 10 | 420 | 653 |
| Disposal | - | (1) | (0) | - | (1) |
| Reclassification | 187 | 452 | 50 | (70) | 619 |
| Depreciation & impairment expense | (953) | (4,433) | (181) | - | (5,567) |
| Translation adjustments | 753 | 352 | 51 | 35 | 1,191 |
| **Net book value as of June 30, 2025** | **6,300** | **34,717** | **1,106** | **667** | **42,790** |
| Gross value at end of period | 20,664 | 77,468 | 5,419 | 667 | 104,219 |
| Accumulated depreciation and impairment at end of period | (14,365) | (42,751) | (4,313) | - | (61,429) |

**Note 8. Non-current financial assets and other non-current assets**

| | As of December 31, 2024 | As of June 30, 2025 |
|---|---|---|
| | $ in thousands | |
| Deposits and financial investments | 869 | 31,237 |
| Restricted cash | 4,556 | 2,320 |
| Other financial assets | 2,096 | 1,934 |
| **Non-current financial assets** | **7,521** | **35,491** |
| Research tax credit | 11,594 | 16,127 |
| **Other non-current assets** | **11,594** | **16,127** |

The $30.4 million increase in non-current deposits between December 31, 2024 and June 30, 2025 is mainly due to a fixed term bank deposit invested in April 2025 and maturing in October 2026, amounting to $30.2 million (including accrued interest).

As of June 30, 2025, our restricted cash primarily consists of $2.1 million for our leased premises in Raleigh and $0.2 million for our leased premises in New York. The decrease of $2.2 million since December 31, 2024 is mainly due to a reclassification in current financial assets (see Note 11) of our restricted cash related to leased equipment in Raleigh for $2.0 million.

As of June 30, 2025 and December 31, 2024, other financial assets relate to our net investment in the partial sublease of our premises in New York accounted for as a finance lease.

Other non-current assets correspond to research tax credit receivables, which are deemed to be recovered according to the new tax timeline in three years period.

**Note 9. Trade receivables and other current assets**

***9.1 Trade receivables***

| | As of December 31, 2024 | As of June 30, 2025 |
|---|---|---|
| | $ in thousands | |
| Trade receivables | 6,714 | 8,776 |
| Allowance for expected credit losses | - | - |
| **Total net value of trade receivables** | **6,714** | **8,776** |

All trade receivables have payment terms of less than one year.

The trade receivables increase as of June 30, 2025 is mainly due to invoicing under the AZ JRCA with AZ Ireland .

***9.2 Subsidies receivables***

| | As of December 31, 2024 | As of June 30, 2025 |
|---|---|---|
| | $ in thousands | |
| Research tax credit | 14,521 | 16,382 |
| Other subsidies | - | - |
| **Total subsidies receivables** | **14,521** | **16,382** |

***9.3 Other current assets***

| | As of December 31, 2024 | As of June 30, 2025 |
|---|---|---|
| | $ in thousands | |
| VAT receivables | 1,147 | 3,271 |
| Income tax receivable | 210 | 210 |
| Prepaid expenses and other prepayments | 3,428 | 2,823 |
| Tax and social receivables | 445 | 731 |
| Deferred expenses and other current assets | 298 | 298 |
| **Total other current assets** | **5,528** | **7,333** |

Prepaid expenses and other prepayments primarily include advances to our sub-contractors on research and development activities. These mainly relate to advance payments to suppliers of biological raw materials and to third parties participating in product manufacturing.

As of December 31, 2024, and June 30, 2025, we prepaid certain clinical and manufacturing costs related to our product candidates UCART22 and UCART20x22.

## Note 10. Financial assets and liabilities

The following tables shows the carrying amounts and fair values of financial assets and financial liabilities as of June 30, 2025 and December 31, 2024:

| As of June 30, 2025 | | Accounting category | | Book value on the statement of financial position | Fair Value | Fair Value Hierarchy | | |
|---|---|---|---|---|---|---|---|---|
| | | Fair value through profit and loss | Amortized cost | | | Level 1 | Level 2 | Level 3 |
| | | | | $ in thousands | | | | |
| **Financial assets** | | | | | | | | |
| Non-current financial assets | (i) | 33,557 | 1,934 | 35,491 | 35,491 | 33,557 | | |
| Trade receivables | (i) | - | 8,776 | 8,776 | 8,776 | | | |
| Subsidies receivables | (i) | - | 16,382 | 16,382 | 16,382 | | | |
| Current financial assets | | 136,293 | 2,048 | 138,341 | 138,341 | 138,341 | | - |
| Cash and cash equivalents | | 59,809 | - | 59,809 | 59,809 | 59,809 | | |
| **Total financial assets** | | **229,659** | **29,140** | **258,799** | **258,799** | **231,707** | **-** | **-** |
| | | | | | | | | |
| **Financial liabilities** | | | | | | | | |
| Non-current lease debts | | - | 32,264 | 32,264 | 32,264 | | | |
| Non-current derivative instruments (EIB warrants) | | 5,484 | - | 5,484 | 5,484 | | | 5,484 |
| Other non-current financial liabilities | | - | 50,373 | 50,373 | 51,205 | | | 51,205 |
| Current lease debts | | - | 7,477 | 7,477 | 7,477 | | | |
| Current financial liabilities | (i) | - | 18,230 | 18,230 | 18,230 | | | |
| Trade payables | (i) | - | 17,522 | 17,522 | 17,522 | | | |
| Other current liabilities | (i) | - | 9,949 | 9,949 | 9,949 | | | |
| **Total financial liabilities** | | **5,484** | **135,814** | **141,298** | **142,130** | **-** | **-** | **56,689** |

| As of December 31, 2024 | | Accounting category | | Book value on the statement of financial position | Fair Value | Fair Value Hierarchy | | |
|---|---|---|---|---|---|---|---|---|
| | | Fair value through profit and loss | Amortized cost | | | Level 1 | Level 2 | Level 3 |
| | | | | $ in thousands | | | | |
| **Financial assets** | | | | | | | | |
| Non-current financial assets | (i) | 4,556 | 2,965 | 7,521 | 7,521 | 4,556 | - | - |
| Trade receivables | (i) | - | 6,714 | 6,714 | 6,714 | - | - | - |
| Subsidies receivables | (i) | - | 14,521 | 14,521 | 14,521 | - | - | - |
| Current financial assets | | 117,055 | - | 117,055 | 117,055 | 117,055 | - | - |
| Cash and cash equivalents | | 143,251 | - | 143,251 | 143,251 | 143,251 | - | - |
| **Total financial assets** | | **264,862** | **24,199** | **289,061** | **289,061** | **264,862** | **-** | **-** |
| | | | | | | | | |
| **Financial liabilities** | | | | | | | | |
| Non-current lease debts | | - | 34,245 | 34,245 | 34,245 | - | - | - |
| Non-current derivative instruments (EIB warrants) | | 6,010 | - | 6,010 | 6,010 | - | - | 6,010 |
| Other non-current financial liabilities | | - | 44,871 | 44,871 | 45,038 | - | - | 45,038 |
| Current lease debts | | - | 8,385 | 8,385 | 8,385 | - | - | - |
| Current financial liabilities | | - | 16,134 | 16,134 | 16,141 | - | - | 16,141 |
| Trade payables | (i) | - | 18,664 | 18,664 | 18,664 | - | - | - |
| Other current liabilities | (i) | - | 10,097 | 10,097 | 10,097 | - | - | - |
| **Total financial liabilities** | | **6,010** | **132,397** | **138,408** | **138,581** | **-** | **-** | **67,189** |

(i) As of June 30, 2025 and December 31, 2024, the carrying amount of theses assets and liabilities on the statement of consolidated financial position is a reasonable approximation of their fair value.

## Note 11. Current financial assets and Cash and cash equivalents

| As of December 31, 2024 | Carrying amount<br>$ in thousands |
|---|---|
| Current financial assets | 117,055 |
| Cash and cash equivalents | 143,251 |
| **Current financial assets and cash and cash equivalents** | **260,306** |

| As of June 30, 2025 | Carrying amount<br>$ in thousands |
|---|---|
| Restricted cash | 2,048 |
| Derivatives | 219 |
| Other current financial assets (deposits) | 136,074 |
| Cash and cash equivalents | 59,809 |
| **Current financial assets and cash and cash equivalents** | **198,151** |

### *11.1 Current financial assets*

As of June 30, 2025, current financial assets are composed of (i) $136.1 million deposit with a term of more than three months that does not meet IAS 7 requirements to qualify as cash equivalents, and (ii) $2.0 million of short term restricted cash mainly related to our lease agreement for equipment in our Raleigh manufacturing site.

As of December 31, 2024, current financial assets were composed of (i) a $115.8 million deposit with a term of more than three months that does not meet IAS 7 requirements to qualify as cash equivalents and (ii) $1.2 million corresponding to our investment in Cibus carried at its fair value. This investment was entirely sold during the first quarter of 2025.

### *11.2 Cash and cash equivalents*

| | As of December 31, 2024 | As of June 30, 2025 |
|---|---|---|
| | $ in thousands | |
| Cash and bank accounts | 32,915 | 41,837 |
| Fixed bank deposits | 110,336 | 17,973 |
| **Total cash and cash equivalents** | **143,251** | **59,809** |

Fixed bank deposits have fixed terms that are less than three months or are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

## Note 12. Financial liabilities and lease debts

### *12.1 Detail of financial liabilities and lease debts*

| | As of December 31, 2024 | As of June 30, 2025 |
|---|---|---|
| | $ in thousands | |
| Conditional advances | 3,189 | 3,808 |
| Lease debts | 34,245 | 32,264 |
| State Guaranteed loan « PGE » | 3,599 | 1,338 |
| EIB loan | 37,202 | 44,417 |
| EIB warrants | 6,010 | 5,484 |
| Other non-current financial liabilities | 881 | 810 |
| **Total non-current financial liabilities and non-current lease debts** | **85,127** | **88,120** |
| Lease debts | 8,385 | 7,477 |
| State Guaranteed loan « PGE » | 4,841 | 5,469 |
| Other current financial liabilities | 11,293 | 12,761 |
| **Total current financial liabilities and current lease debts** | **24,519** | **25,707** |

***Reconciliation of movements of liabilities to cash flows arising from financing liabilities is as follows:***

| | As of December 31, 2024 | Debt repayments | Other non-cash movements | Reclassifications | Interest expense | Interest paid | Non-cash change in fair value | Currency translation adjustment | As of June 30, 2025 |
|---|---|---|---|---|---|---|---|---|---|
| | $ in thousands | | | | | | | | |
| Conditional advances | 3,189 | - | - | - | 196 | - | - | 423 | 3,808 |
| Lease debts | 34,245 | - | - | (2,966) | - | - | - | 984 | 32,264 |
| State Guaranteed loan « PGE » | 3,599 | - | - | (2,539) | - | - | - | 278 | 1,338 |
| EIB loan | 37,202 | - | (11) | - | 2,302 | - | - | 4,924 | 44,417 |
| EIB warrants | 6,010 | - | - | - | - | - | (1,209) | 683 | 5,484 |
| Other non-current financial liabilities | 881 | - | - | (72) | - | - | - | - | 809 |
| **Total non-current financial liabilities and non-current lease debts** | **85,127** | **-** | **(11)** | **(5,577)** | **2,498** | **-** | **(1,209)** | **7,292** | **88,120** |
| Lease debts | 8,385 | (4,254) | | 2,966 | 1,164 | (1,164) | | 380 | 7,477 |
| State Guaranteed loan « PGE » | 4,841 | (2,531) | 9 | 2,539 | 78 | (87) | - | 620 | 5,469 |
| Other current financial liabilities | 11,293 | (67) | 41 | 72 | 247 | (258) | - | 1,433 | 12,761 |
| **Total current financial liabilities and current lease debts** | **24,519** | **(6,852)** | **50** | **5,577** | **1,489** | **(1,509)** | **-** | **2,433** | **25,707** |

*Conditional advances*

On March 8, 2023, we signed a grant and refundable advance agreement with Bpifrance ("BPI") to partially support one of our R&D programs which corresponds to UCART 20x22 and related CMC activities. Pursuant to this agreement, we received a first installment of $0.9 million on June 19, 2023, a second installment of $1.9 million on October 6, 2023 and a third installment of $2.1 million on December 6, 2024.

Repayment of this advance is due over a period of 3 years starting on March 31, 2028, except in case of technical and economic failure of the R&D project. The amount to be repaid is equal to the principal adjusted upwards by a discounting effect at an annual rate of 3.04%, in accordance with the European Commission’s principle for State aid. The amount of this discounting adjustment is expected to be $1.0 million and the total amount to be repaid $5.6 million.

This refundable advance from BPI includes an element of a government grant as defined by IAS 20. Because this loan bears a lower-than-market interest rate, the group measures for each installment the fair value of the loan using a market interest rate and recognizes the difference from the cash received as a grant. Based on a market rate of 16.1% for the first installment, 15.2% for the second installment and 8.7% for the third installment, determined using the credit spread observed for loans contracted by Cellectis over a comparable term, the group measured the fair value of the loan at $3.0 million at inception. The difference between the fair value of the conditional advance and the cash received has been recognized as a grant income in profit and loss upon receipt of payments. The loan is subsequently measured at amortized cost.

*State Guaranteed loan*

State Guaranteed Loan ("*Prêt Garanti par l'Etat*", or "PGE") corresponds to Cellectis' obtention of a €18.5 million (or $21.7 million at exchange rate as of June 30, 2025) loan from a bank syndicate formed with HSBC, Société Générale, Banque Palatine and BPI in the form of a PGE. The PGE is a bank loan with a fixed interest rate ranging from 0.31% to 3.35%. After an initial interest-only term of two years, the loan is amortized over up to four years at the option of the Company. The French government guarantees 90% of the borrowed amount. As of June 30, 2025, the current liability related to the State Guaranteed loan amounts to $5.5 million and the non-current liability amounts to $1.3 million.

*Other current and non-current financial liabilities*

As of June 30, 2025 and December 31, 2024, the other current financial liabilities corresponds mainly to research tax credit financings for €10.7 million ($12.5 million), set up with BPI in June 2022 and August 2023.

*European Investment Bank ("EIB") credit facility*

On December 28, 2022, Cellectis entered into a finance contract (the "Finance Contract") with the EIB for up to €40.0 million in loans to support the research and development activities to advance the pipeline of gene-edited allogeneic cell therapy candidate products for oncology indications (the "R&D Activities"). The Finance Contract provided for funding in three tranches, as follows: (i) an initial tranche of €20.0 million ("Tranche A") disbursed on April 17, 2023; (ii) a second tranche of €15.0 million ("Tranche B") disbursed on January 25, 2024; and (iii) a third tranche of €5.0 million ("Tranche C") disbursed on December 18, 2024. Tranche A, Tranche B and Tranche C will mature six years from their disbursement date and generate interest at a contractual rate equal to respectively 8%, 7% and 6% per annum. Interests are capitalized annually by increasing the principal amount.

On March 30, 2023, the Company and EIB entered into a Subscription Agreement for warrants to be issued by Cellectis S.A. (the "Warrant Agreement"), as required by the Finance Contract.

As a condition to the disbursement of Tranche A, the Company issued 2,779,188 Tranche A warrants to EIB, at the exercise price of €1.92. As a condition to the disbursement of Tranche B, the Company issued 1,460,053 Tranche B warrants to the benefit of the EIB, at the exercise price of €2.53. As a condition to the disbursement of Tranche C, the Company issued 611,426 Tranche C warrants to the benefit of the EIB, at the exercise price of €1.70. Tranche A warrants, Tranche B warrants, and Tranche C warrants are together referred to as the EIB Warrants. The exercise price of the warrants corresponds to 99% of the volume-weighted average price per share of the Company's ordinary shares over the last 3 trading days preceding the decision of the board of directors of the Company to issue each of the Tranche A, Tranche B and Tranche C warrants.

Each EIB Warrant entitles the EIB to one ordinary share of the Company in exchange for the exercise price (subject to applicable adjustments and anti-dilution provisions).

The EIB Warrants expire on the twentieth anniversary of their issuance date, at which time such unexercised EIB Warrants will be automatically deemed null and void. Any outstanding EIB Warrant will become exercisable following the earliest to occur of (i) a change of control event, (ii) the maturity date of Tranche to which it is related, (iii) a public take-over bid approved by the Company's board of directors, (iv) a sale of all or substantially all of certain assets of Cellectis and its subsidiaries, (v) a debt repayment event (i.e. any mandatory repayment pursuant to the Finance Contract or any voluntary payment more than 75% of any Tranche) in respect of one or more Tranches, or (vi) the receipt of a written demand for repayment from EIB in connection with an event of default under the Finance Agreement (each an "Exercise Event").

Following any Exercise Event and until expiration of the applicable EIB Warrants, EIB may exercise a put option (the "EIB Put Option") by which the EIB may require the Company to repurchase all or part of the then-exercisable but not yet exercised EIB Warrants. The exercise of such put option would be at the fair market value of the EIB Warrants, subject to a cap equal to the

aggregate principal amount disbursed by the EIB pursuant to the Finance Contract at the time of the put option, reduced by certain repaid amounts, at the time of exercise of the put option.

Furthermore, in the case of any public take-over bid from a third party or a sale of all outstanding shares of the Company to any person or group of persons acting in concert, the Company shall, subject to certain conditions including the sale by certain shareholders of all of their shares and other securities, be entitled to repurchase all, but not less than all, of the EIB Warrants (the "Call Option"), at a price equal to the greater of (a) 0.3 times the amount disbursed by the EIB under the Finance Contract divided by the aggregate number of EIB Warrants issued (reduced by the number of exercised EIB Warrants), and (b) the fair market value of the EIB Warrants.

The Company has a right of first refusal to repurchase the EIB Warrants that are offered for sale to a third party under the same terms and conditions of such third party's offer, provided that such right of first refusal does not apply if the contemplated sale occurs within the scope of a public take-over bid by a third party.

The Finance Contract and the Warrant Agreement are separate contracts as their maturities differ and as the warrants are transferable (subject to certain conditions). Therefore, the warrants are accounted for separately from the loan.

Tranches A, B and C loans, as well as their related Tranche A, B and C warrants, are accounted for separately in accordance with IFRS 9. The drawdown of Tranches B and C cannot be analyzed as an amendment to the loan and warrant contracts of Tranche A or B, as its disbursement was subject to additional conditions, the maturity of the loans and warrants is different and the effective interest rate is different and corresponds to market conditions at the date of drawdown of each of the three Tranches.

The €20.0 million Tranche A loan is classified as a financial liability measured at amortized cost. At initial recognition, i.e. on April 17, 2023, the fair value of this loan included $0.3 million of transaction costs and the $5.3 million fair value of the warrants (see below Derivative Instruments) as the warrants are part of the consideration given to EIB. The initial fair value of the loan is $16.2 million. The loan is subsequently measured at amortized cost, the effective interest rate of the loan being 13.4%.

The €15.0 million Tranche B loan is classified as a financial liability measured at amortized cost. At initial recognition, i.e. on January 25, 2024, the fair value of this loan included the $3.5 million fair value of the warrants (see below Derivative Instruments) as the warrants are part of the consideration given to EIB. The initial fair value of the loan is $12.8 million. The loan is subsequently measured at amortized cost, the effective interest rate of the loan being 11.4%.

The €5.0 million Tranche C loan is classified as a financial liability measured at amortized cost. At initial recognition, i.e. on December 18, 2024, the fair value of this loan included the $0.8 million fair value of the warrants (see below Derivative Instruments) as the warrants are part of the consideration given to EIB. The initial fair value of the loan is $4.5 million. The loan is subsequently measured at amortized cost, the effective interest rate of the loan being 8.85%.

*Derivative Instruments – EIB Warrants*

The warrants (*Bons de Souscription d'Actions*) issued in connection with the Tranches A, B and C disbursement, respectively, are derivative instruments.

Because of the terms and conditions of the EIB Put Option, we consider that the Put Option and the Tranche A Warrants, Tranche B Warrants and Tranche C Warrants under each of the Tranches are to be treated as a single compound derivative.

Because of the terms and conditions of the Company's Call Option, we consider it highly unlikely that the Company will exercise the Call Option. Accordingly, the call option has been valued at zero as of December 31, 2024 and June 30, 2025.

The "fixed for fixed" rule of IAS 32, which states that derivatives shall be classified as equity if they can only be settled by the delivery of a fixed number of shares in exchange for a fixed amount of cash or another financial asset, is not met because there is a settlement option that may result in the exchange of a variable number of shares for a variable price in the case of a put option exercise.

As they are not equity instruments, the Tranche A, B and C Warrants and the attached Put Option are classified as a financial liability and are measured at fair value through profit and loss.

The fair value of the Tranche A, B and C Warrants and the Put Option has been estimated using a Longstaff Schwartz approach. Those derivative instruments are classified as level 3 in the fair value hierarchy.

This approach is most appropriate to estimate the value of American options (which may be exercised any time from an exercise event until maturity) with complex exercise terms (EIB can exercise the Warrants on the basis of Cellectis' spot share price or exercise the put option on the basis of the average price of the shares over 90 days).

The Longstaff Schwartz approach is also based on the value of the underlying share price at the valuation date, the observed volatility of the company's historical share price and the contractual life of the instruments.

The assumptions and results of the warrant valuation are detailed in the following tables:

| | Warrants Tranche A |
|---|---|
| Grant date * | 4/17/2023 |
| Expiration date | 4/17/2043 |
| Number of options granted | 2,779,188 |
| Share entitlement per option | 1 |
| Exercise price (in euros per option) | 1.92 |
| Valuation method | Longstaff Schwartz |

** The grant date retained is the disbursement date of the Tranche A as this is the issuance date defined in the contract.*

| | Warrants Tranche A | | |
|---|---|---|---|
| | As of April 17, 2023 | As of December 31, 2024 | As of June 30, 2025 |
| Number of warrants granted | 2,779,188 | 2,779,188 | 2,779,188 |
| Share price (in euros) | 1.87 | 1.63 | 1.28 |
| Contractual life of options (in years) | 20.00 | 18.55 | 17.80 |
| Expected volatility | 81.3% | 45.6% | 51.0% |
| Risk free rate | 2.85% | 2.4% | 2.9% |
| Expected dividends | 0% | 0% | 0% |
| Fair value per options (in euros per share) | 1.73 | 1.19 | 0.97 |
| Fair value in $ thousands | **5,280** | **3,447** | **3,146** |

We conducted sensitivity analysis on the expected volatility. As shown in the tables below, the sensitivity of the fair value to the expected volatility is not significant:

| As of June 30, 2025 | Fair value in $ thousands |
|---|---|
| Expected volatility -5% | 2,945 |
| Expected volatility | 3,146 |
| Expected volatility +5% | 3,335 |

The assumptions and results of the warrant valuation for Tranche B are detailed in the following tables:

| | Warrants Tranche B |
|---|---|
| Grant date * | 1/25/2024 |
| Expiration date | 1/25/2044 |
| Number of options granted | 1,460,053 |
| Share entitlement per option | 1 |
| Exercise price (in euros per option) | 2.53 |
| Valuation method | Longstaff Schwartz |

** The grant date retained is the disbursement date of the Tranche B as this is the issuance date defined in the contract.*

| | Warrants Tranche B | | |
|---|---|---|---|
| | As of January 25, 2024 | As of December 31, 2024 | As of June 30, 2025 |
| Number of warrants granted | 1,460,053 | 1,460,053 | 1,460,053 |
| Share price (in euros) | 2.51 | 1.63 | 1.28 |
| Contractual life of options (in years) | 20.00 | 19.09 | 18.59 |
| Expected volatility | 60.4% | 45.6% | 51.0% |
| Risk free rate | 2.7% | 2.4% | 2.9% |
| Expected dividends | 0% | 0% | 0% |
| Fair value per options (in euros per share) | 2.22 | 1.15 | 0.94 |
| Fair value in $ thousands | **3,534** | **1,750** | **1,600** |

We conducted sensitivity analysis on the expected volatility. As shown in the tables below, the sensitivity of the fair value to the expected volatility is not significant:

| As of June 30, 2025 | Fair value in $ thousands |
|---|---|
| Expected volatility -5% | 1,485 |
| Expected volatility | 1,600 |
| Expected volatility +5% | 1,701 |

The assumptions and results of the warrant valuation for Tranche C are detailed in the following tables:

| | Warrants Tranche C |
|---|---|
| Grant date * | 12/18/2024 |
| Expiration date | 12/18/2044 |
| Number of options granted | 611,426 |
| Share entitlement per option | 1 |
| Exercise price (in euros per option) | 1.70 |
| Valuation method | Longstaff Schwartz |

** The grant date retained is the disbursement date of the Tranche C as this is the issuance date defined in the contract.*

| | Warrants Tranche C | | |
|---|---|---|---|
| | As of December 18, 2024 | As of December 31, 2024 | As of June 30, 2025 |
| Number of warrants granted | 611,426 | 611,426 | 611,426 |
| Share price (in euros) | 1.56 | 1.63 | 1.28 |
| Contractual life of options (in years) | 20.00 | 19.97 | 19.47 |
| Expected volatility | 45.3% | 45.6% | 51.0% |
| Risk free rate | 2.2% | 2.4% | 2.9% |
| Expected dividends | 0% | 0% | 0% |
| Fair value per options (in euros per share) | 1.19 | 1.28 | 1.03 |
| Fair value in $ thousands | **755** | **813** | **737** |

We conducted sensitivity analysis on the expected volatility. As shown in the tables below, the sensitivity of the fair value to the expected volatility is not significant:

| As of June 30, 2025 | Fair value in $ thousands |
|---|---|
| Expected volatility -5% | 697 |
| Expected volatility | 737 |
| Expected volatility +5% | 773 |

***12.2 Remaining contractual maturities***

| **Balance as of June 30, 2025** | **Book value** | **Less than One Year** | **One to Five Years** | **More than Five Years** |
|---|---|---|---|---|
| | | **$ in thousands** | | |
| Lease debts | 39,741 | 10,835 | 26,826 | 10,332 |
| Financial liabilities, excluding EIB warrants | 68,603 | 18,478 | 70,095 | 10,398 |
| Trade payables | 17,522 | 17,522 | - | - |
| Other current liabilities | 9,949 | 9,949 | - | - |
| **Total** | **135,814** | **56,784** | **96,921** | **20,729** |

| **Balance as of December 31, 2024** | **Book value** | **Less than One Year** | **One to Five Years** | **More than Five Years** |
|---|---|---|---|---|
| | | **$ in thousands** | | |
| Lease debts | 42,630 | 10,558 | 28,657 | 12,782 |
| Other financial liabilities | 67,016 | 16,573 | 36,618 | 36,538 |
| Trade payables | 18,664 | 18,664 | - | - |
| Other current liabilities | 10,097 | 10,097 | - | - |
| **Total** | **138,408** | **55,893** | **65,275** | **49,321** |

The above remaining contractual maturities are undiscounted amounts and include future interests to be paid.

**Note 13. Other current liabilities**

| | **As of December 31, 2024** | **As of June 30, 2025** |
|---|---|---|
| | **$ in thousands** | |
| VAT Payables | 16 | 43 |
| Accruals for personnel related expenses | 8,830 | 7,374 |
| Other | 1,251 | 2,532 |
| **Total other current liabilities** | **10,097** | **9,949** |

Accruals for personnel related expenses are related to paid time-off and payroll related social charges accruals, annual bonus accruals and social charges liabilities on stock options. The $1.5 million decrease in accruals for personnel related expenses between December 31, 2024 and June 30, 2025 is mainly related to the payment of 2024 annual bonuses in February 2025 and corresponding social charges in March 2025.

**Note 14. Deferred income and contract liabilities**

| | As of December 31, 2024 | As of June 30, 2025 |
|---|---|---|
| | $ in thousands | |
| Deferred revenues | 112,161 | 113,171 |
| Other deferred income | 0 | 208 |
| **Total deferred income and contract liabilities** | **112,161** | **113,379** |

As of June 30, 2025, the deferred income and contract liabilities include $112.9 million of deferred revenues related to the AZ JRCA, including upfront payments from the IIA and the SIA.

The $1.0 million increase in deferred revenues between December 31, 2024 and June 30, 2025 is explained by i) additional consideration from customers for $14.6 million, ii) a positive foreign exchange impact of $13.5 million, partially offset by iii) revenue recognized in the six-month period ended June 30, 2025 for $27.0 million (of which $18.8 million were included in deferred revenues at the beginning of the year).

As of December 31, 2024, the deferred revenues and contract liabilities included $112.2 million of deferred revenues related to the AZ JRCA, including upfront payments from the IIA and the SIA.

The accounting treatment of the AZ JRCA, the IIA and the SIA is detailed in Note 2.3 to the Interim Condensed Consolidated Financial Statements "Accounting treatment of transactions with AstraZeneca".

**Note 15. Share capital and premium related to the share capitals**

| Nature of the Transactions | Share Capital | Share premium | Number of shares | Nominal value |
|---|---|---|---|---|
| | $ in thousands (except number of shares) | | | in € |
| **Balance as of January 1, 2024** | **4,365** | **522,785** | **71,751,201** | **0.05** |
| Capital increase of Cellectis | 1,514 | 139,256 | 28,000,000 | |
| Derecognition of AZ SIA derivative | | (57,330) | | |
| Transaction costs related to capital increase | | (207) | | |
| Vesting of free shares granted to employees and directors | 19 | | 342,434 | |
| Non-cash stock-based compensation expense | | 1,717 | - | |
| Other movements | | (76) | - | |
| **Balance as of June 30, 2024** | **5,897** | **606,146** | **100,093,635** | **0.05** |
| | | | | |
| **Balance as of January 1, 2025** | **5,889** | **494,288** | **100,093,873** | **0.05** |
| Allocation of prior period loss (1) | | (62,999) | | |
| Vesting of free shares granted to employees and directors (2) | 13 | 3 | 231,356 | |
| Non-cash stock-based compensation expense | - | 2,258 | - | |
| **Balance as of June 30, 2025** | **5,902** | **433,549** | **100,325,229** | **0.05** |

***Capital evolution during the six-month period ended June 30, 2025***

(1) The standalone statutory loss for the year ended December 31, 2024 of the parent company was allocated to premiums related to share capital for 58.2 million of euros or approximately $63.0 million following the decision of the Annual General Meeting of shareholders which took place on June 26, 2025. The difference between this standalone statutory loss of the parent company and the consolidated net loss was allocated to retained deficit for $26.2 million.

(2) During the six-month period ended June 30, 2025, 231,356 ordinary shares were issued to the benefit of Cellectis employees related to free share plans which met vesting conditions.

**Note 16. Non-cash stock-based compensation**

***Detail of Cellectis equity awards***

Holders of vested Cellectis stock options and non-employee warrants are entitled to exercise such options and warrants to purchase Cellectis ordinary shares at a fixed exercise price established at the time such options and warrants are granted during their contractual life.

For stock options and non-employee warrants, we estimate the fair value of each option on the grant date or other measurement date if applicable using a Black-Scholes option-pricing model, which requires us to make predictive assumptions regarding future stock price volatility, employee exercise behavior, dividend yield, and the forfeiture rate. We estimate our future stock price volatility based on Cellectis historical closing share prices over the expected term period. Our expected term represents the period of time that options granted are expected to be outstanding determined using the simplified method. The risk-free interest rate for periods during the expected term of the options is based on the French government securities with maturities similar to the expected term of the options in effect at the time of grant. We have never declared or paid any cash dividends and do not presently plan to pay cash dividends in the foreseeable future. Consequently, we used an expected dividend yield of zero. Options may be priced at 100 percent or more of the fair market value on the date of grant, and generally vest over four years after the date of grant. Options generally expire within ten years after the date of grant.

***Stock options***

The weighted-average fair values of stock options granted and the assumptions used for the Black-Scholes option pricing model were as follows for the six-month periods ended June 30, 2024 and June 30, 2025:

| | For the six-month period ended June 30, | |
|---|---|---|
| | **2024** | **2025** |
| Weighted-Average fair values of stock options granted | 1.42€ | 0.87€ |
| Assumptions: | | |
| Risk-free interest rate | 2.51% - 2.99% | 2.78% - 2.95% |
| Share entitlement per options | 1 - 1.06 | 1 |
| Exercise price | 2.07€ - 2.82€ | 1.23€ - 1.56€ |
| Underlying stock price at grant date | 1.67€-2.76€ | 1.28€-1.52€ |
| Expected volatility | 64.6%- 64.8% | 65.0%- 65.9% |
| Expected term (in years) | 6.03 - 6.15 | 5.93 - 6.12 |
| Vesting conditions | Performance & Service or Service | Performance & Service |
| Vesting period | Graded | Graded |

Information on stock option activity follows:

| | Options Exercisable | Weighted-Average Exercise Price Per Share (in €) | Options Outstanding | Weighted-Average Exercise Price Per Share (in €) | Remaining Average contractual Life (in years) |
|---|---|---|---|---|---|
| **Balance as of January 1, 2024** | **7,913,183** | **23.63** | **10,543,159** | **18.92** | **4.6** |
| Granted | - | - | 2,914,188 | 2.54 | - |
| Additional shares due to change in conversion ratios | | | 611,172 | 19.41 | |
| Exercised | - | - | - | - | - |
| Forfeited or Expired | - | - | (490,618) | 4.23 | - |
| **Balance as of June 30, 2024** | **9,121,867** | **22.14** | **13,577,901** | **15.96** | 5.1 |
| **Balance as of January 1, 2025** | **8,546,368** | **22.34** | **12,519,294** | **16.16** | 4.6 |
| Granted | - | - | 6,193,533 | 1.44 | - |
| Exercised | - | - | - | - | - |
| Forfeited or Expired | - | - | (1,409,323) | 36.87 | - |
| **Balance as of June 30, 2025** | **8,649,648** | **16.65** | **17,303,505** | **9.20** | 6.4 |

Share-based compensation expense related to Cellectis' stock option awards was $2.0 million and $1.2 million for the six-month period ended June 30, 2025, and 2024, respectively.

On January 30, 2025, the Board of Directors granted 3,851,783 stock options to executive employees. These stock options will vest over three years based on both service and non-market performance conditions.

On March 13, 2025, the Board of Directors granted 1,866,150 stock options to non executive employees. These stock options will vest over four years based on service conditions.

On June 23, 2025, the Board of Directors granted 270,500 stock options to executive employees. These stock options will vest over three years based on both service and non-market performance conditions. In addition, on June 23, 2025, the Board of Directors granted 205,600 to non executive employees. These stock options will vest over four years based on service conditions.

***Non-Employee Warrants***

Information on non-employee warrants activity follows:

| | Warrants Exercisable | Weighted-Average Exercise Price Per Share (in €) | Warrants Outstanding | Weighted-Average Exercise Price Per Share (in €) | Remaining Average Useful Life (in years) |
|---|---|---|---|---|---|
| **Balance as of January 1, 2024** | **338,875** | **26.69** | **338,875** | **26.69** | 2.4 |
| Granted | - | - | - | - | - |
| Additional shares due to change in conversion ratios | 20,332 | 26.69 | 20,332 | 26.69 | - |
| Exercised | - | - | - | - | - |
| Forfeited or Expired | - | - | - | - | - |
| **Balance as of June 30, 2024** | **359,207** | **26.69** | **359,207** | **26.69** | 1.9 |
| **Balance as of January 1, 2025** | **338,875** | **26.69** | **338,875** | **26.69** | 1.4 |
| Granted | - | - | - | - | |
| Exercised | - | - | - | - | |
| Forfeited or Expired | (50,000) | (38.45) | (50,000) | (38.45) | |
| **Balance as of June 30, 2025** | **288,875** | **24.70** | **288,875** | **24.70** | 1.0 |

Considering that all non-employee warrants have vested, there was no share-based compensation expense related to non-employee warrants awards for the six-month periods ended June 30, 2025 and June 30, 2024.

***Free shares***

The free shares granted since 2021 are subject to a three-year vesting period for all employees based on service conditions. Free shares granted to executive officers are also subject to performance conditions.
Our vesting performance conditions comprise a mix of financial, manufacturing and clinical objectives to be met.

Information on free shares activity follows:

| | Number of Free shares Outstanding | Weighted-Average Grant Date Fair Value (in €) |
|---|---|---|
| **Unvested balance as of Jauuary 1, 2024** | **1,017,538** | **6.59** |
| Granted | 41,990 | 4.76 |
| Vested | (342,434) | 12.57 |
| Cancelled | (112,783) | 6.87 |
| **Unvested balance as of June 30, 2024** | **604,311** | **3.02** |
| **Unvested balance as of January 1, 2025** | **509,295** | **2.84** |
| Granted | - | - |
| Vested | (231,356) | 2.63 |
| Cancelled | (13,894) | 2.91 |
| **Unvested balance as of June 30, 2025** | **264,045** | **3.01** |

The fair value of free shares corresponds to the grant date share fair value. We have never declared or paid any cash dividends and do not presently plan to pay cash dividends in the foreseeable future. Consequently, we used an expected dividend yield of zero in determining fair value.

Share-based compensation expense related to Cellectis' free shares awards was $0.2 million and $0.5 million for the six-month periods ended June 30, 2025 and 2024 respectively.

No free shares were granted during the six-month period ended June 30, 2025.

**Note 17. Earnings per share**

| | For the six-month period ended June 30, | |
|---|---|---|
| | 2024 | 2025 |
| Net income (loss) attributable to shareholders of Cellectis (€ in thousands) | (19,627) | (41,863) |
| Weighted average number of outstanding shares, used to calculate basic net result per share | 80,881,026 | 100,231,292 |
| Weighted average number of outstanding shares, net of effects of dilutive potential ordinary shares | 80,881,026 | 100,231,292 |
| **Basic / Diluted net income (loss) per share attributable to shareholders of Cellectis** | | |
| Basic net income (loss) attributable to shareholders of Cellectis, per share ($ /share) | (0.24) | (0.42) |
| Diluted net income (loss) attributable to shareholders of Cellectis, per share ($ /share) | (0.24) | (0.42) |

As of June 30, 2025, the potential shares that could potentially dilute basic earnings per share in the future but were not included in the calculation of the diluted net loss per share as their effect would be anti-dilutive. These potential shares consist of stock options, unvested free shares and warrants granted to our employees and directors (see Note 16) and outstanding warrants ("BSA") granted to EIB (see Note 12).

**Note 18. Provisions**

| | As of January 1, 2025 | Additions | Amounts used during the period | Reversals | OCI | As of June 30, 2025 |
|---|---|---|---|---|---|---|
| | | | $ in thousands | | | |
| Retirement indemnities | 1,115 | 73 | - | - | 115 | 1,303 |
| Employee litigation and severance | 180 | 104 | (68) | (35) | 23 | 204 |
| Commercial litigation | 553 | - | - | - | 71 | 624 |
| Provision for tax litigation | - | - | - | - | - | - |
| Other provision for charges | 95 | - | (56) | - | 8 | 47 |
| **Total** | **1,942** | **178** | **(124)** | **(35)** | **217** | **2,179** |
| Non-current provisions | 1,115 | 73 | - | - | 115 | 1,303 |
| Current provisions | 828 | 104 | (124) | (35) | 102 | 875 |

During the six-month period ended June 30, 2025, movements in provisions were immaterial.

**Note 19. Off-balance sheet commitments**

| As of June 30, 2025 | Total | Less than 1 year | 1 - 3 years | 3 - 5 years | More than 5 years |
|---|---|---|---|---|---|
| | | | $ in thousands | | |
| Clinical & Research and Development agreements | 75 | 75 | - | - | - |
| IT licensing agreements | 3,174 | 1,110 | 2,064 | - | - |
| **Total commitments** | **3,249** | **1,185** | **2,064** | **-** | **-** |

| As of December 31, 2024 | Total | Less than 1 year | 1 - 3 years | 3 - 5 years | More than 5 years |
|---|---|---|---|---|---|
| | | | $ in thousands | | |
| Clinical & Research and Development agreements | 67 | 67 | - | - | - |
| IT licensing agreements | 1,177 | 288 | 889 | - | - |
| **Total commitments** | **1,244** | **355** | **889** | **-** | **-** |

Calyxt Lease Guaranty

In addition to the amounts stated in the above table, in September 2017 Cellectis provided a guaranty on the lease agreement that Calyxt entered into for its headquarters in Roseville, Minnesota. The lease has a term of twenty years with four options to extend its term for five years.

Calyxt previously agreed to indemnify Cellectis for any obligations under this guaranty, effective upon Cellectis' ownership falling to 50 percent or less of Calyxt's outstanding common stock. Accordingly, Calyxt's indemnification obligation was triggered in October 2022.

In connection with the Merger Agreement, we executed a voting agreement with Cibus to vote in favor of and approve all the transactions contemplated by the Merger Agreement, subject to the terms and conditions thereof. Pursuant to the voting agreement, at such time that the annual revenues of Calyxt Inc. equals $25.0 million or more for two consecutive 12-month periods after the closing of the Merger, Cibus will use commercially reasonable efforts to terminate our guaranty of Calyxt's lease agreement with respect to its headquarters, which we provided in favor of the landlord of that property. As of June 30, 2025, our lease guaranty represents a potential commitment in the amount of $20.7 million over the remaining 13 years lease period. Cibus, however, will not be required to replace us as guarantor or pay any fees in connection with termination of the guaranty. Until the parties are able to terminate our lease guaranty, Cibus. may not renew or extend the lease or enter into any amendment that would increase our obligation under the lease guaranty. Further, Cibus, from and after the closing of the Merger, agrees to indemnify us and our affiliates in connection with the Cibus lease and our guaranty thereof.

***Obligations under the terms of license agreements and collaboration agreements***

We also have agreements whereby we are obligated to pay royalties and milestone payments based on future events that are uncertain and therefore they are not included in the table above.

***Obligations under the terms of IT licensing agreements***

We have entered into cloud-computing arrangements which are accounted for as service contracts. Under these arrangements; we have obligations to pay quarterly fixed fees per active number of user licenses.

**Note 20. Significant transactions with related parties**

***Transactions with related parties having significant influence over the Group***

During the six months ended June 30, 2025 and June 30, 2024, the Group conducted transactions with AstraZeneca, which is also a shareholder with significant influence over the Group. These transactions are detailed in Notes 2.3 and 4.1.

Outstanding balances with AstraZeneca as of June 30, 2025 and December 31, 2024 are as follows:

| | AstraZeneca | |
|---|---|---|
| **ASSETS** | **As of December 31, 2024** | **As of June 30, 2025** |
| | **$ in thousands** | |
| **Total non-current assets** | **-** | **-** |
| Trade receivables | 6,053 | 7,817 |
| **Total current assets** | **6,053** | **7,817** |
| **TOTAL ASSETS** | **6,053** | **7,817** |
| **LIABILITIES** | | |
| Non-current financial liabilities | | |
| **Total non-current liabilities** | **-** | **-** |
| Current financial liabilities | - | - |
| Deferred income and contract liabilities | 112,155 | 112,936 |
| **Total current liabilities** | **112,155** | **112,936** |
| **TOTAL LIABILITIES** | **112,155** | **112,936** |

***Transactions with other related parties***

Bpifrance, which is a shareholder of Cellectis without significant influence, participated in a bank syndicate that granted to Cellectis a State-Guaranteed loan ("*Prêt Garanti par l'Etat*", or "PGE"). During the six months ended June 30, 2025, we made payments of €2.4 million ($2.6 million) in principal and interests pursuant to the PGE loan.

We also entered into agreements with Bpifrance, to provide:

- a financing of 80% of our tax receivables related to the 2021 and 2022 Research Tax Credit ("Crédit d'Impôt Recherche" or "CIR") income. Pursuant to these agreements, Bpifrance advanced €5.5 million and €5.3 million over the period from June 15, 2022 to June 15, 2023. The agreements were amended to extend the maturity to October, 15, 2025. We made payments of €0.2 million ($0.2 million) in interests during the six months ended June 30, 2025.
- a grant and refundable advance to partially support a R&D program related to Cellectis' UCART20x22 for up to €6.4 million subject to specific conditions (see note 12) . In the six months ended June 30, 2025, Cellectis did not pay any principal or interests related to this advance. Interests accrued during the period amount to €0.2 million ($0.2 million).

Outstanding balances with Bpifrance were as follows:

| | BPI | |
|---|---|---|
| | As of December 31, 2024 | As of June 30, 2025 |
| **ASSETS** | $ in thousands | |
| **Total non-current assets** | - | - |
| **Total current assets** | - | - |
| **TOTAL ASSETS** | - | - |
| **LIABILITIES** | | |
| Non-current financial liabilities | 4,358 | 4,248 |
| **Total non-current liabilities** | **4,358** | **4,248** |
| Current financial liabilities | 12,716 | 14,390 |
| **Total current liabilities** | **12,716** | **14,390** |
| **TOTAL LIABILITIES** | **17,074** | **18,638** |

**Note 21. Subsequent events**

As of August 4, 2025, we have no subsequent events to report.

## Item 2. Management's Discussion & Analysis of Financial Condition and Results of Operations

### Overview

We are a clinical stage biotechnological company, employing our core proprietary technologies to develop products based on gene-editing, with a portfolio of allogeneic Chimeric Antigen Receptor T-cells ("UCART") product candidates in the field of immuno-oncology and gene and cell therapy product candidates in other therapeutic indications.

Our UCART product candidates, based on gene-edited T-cells that express chimeric antigen receptors, or CARs, seek to harness the power of the immune system to target and eradicate cancers. We believe that CAR-based immunotherapy is one of the most promising areas of cancer research, representing a new paradigm for cancer treatment. We are designing next-generation immunotherapies that are based on gene-edited CAR T-cells. Our gene-editing technologies allow us to create allogeneic CAR T-cells, meaning they are derived from healthy donors rather than the patients themselves. We believe that the allogeneic production of CAR T-cells will allow us to develop cost-effective, "off-the-shelf" products that are capable of being stored and distributed worldwide. Our gene-editing expertise also enables us to develop product candidates that feature additional safety and efficacy attributes, including control properties designed to prevent them from attacking healthy tissues, to enable them to tolerate standard oncology treatments, and to equip them to resist mechanisms that inhibit immune-system activity.

Together with our focus on immuno-oncology, we are using our gene editing technologies to develop gene and cell therapy product candidates for genetic diseases.

We are conducting our operations through one business segment, Therapeutics. Our Therapeutics segment is focused on the development of products in the field of immuno-oncology and genetic diseases.

Since our inception in early 2000, we have devoted substantially all of our financial resources to research and development efforts. Our current research and development focuses primarily on our CAR T-cells and gene and cell therapy product candidates, including conducting the pre-clinical activities, and preparing to conduct clinical studies of our UCART product candidates, providing general and administrative support for these operations and protecting our intellectual property.

We do not have any therapeutic products approved for sale and have not generated any revenues from therapeutic product sales.

At the date of this Report, we are sponsoring clinical studies with respect to two proprietary Cellectis UCART product candidates at eighteen (18) sites for the BALLI-01 Study and at ten (10) sites for the NATHALI-01 Study.

***Partnered programs update***

- Servier: anti-CD19 CAR-T

In May 2025, Allogene Therapeutics, Inc. ("Allogene"), Servier' sublicensee, announced that, as part of the ALPHA3 clinical trial evaluating cemacabtagene ansegedleucel (cema-cel) in first-line consolidation for large B-cell lymphoma, the milestone for lymphodepletion regimen selection and futility analysis has been shifted by approximately two quarters and is now expected by Allogene in the first half of 2026.

In August 2025, Allogene announced that it has selected standard fludarabine and cyclophosphamide (FC) as the lymphodepletion regimen to be used in its ALPHA3 study. The arm testing FC plus ALLO-647, an anti-CD52 mAb (FCA), is now closed to further enrollment. According to Allogene, this decision, made ahead of the scheduled futility analysis, was prompted by a Grade 5 adverse event in the FC plus ALLO-647 arm that has been attributed to the use of ALLO-647. According to Allogene, this event was deemed unrelated to cema-cel. Allogene further announced that the amended ALPHA3 trial now proceeds as a randomized study with two arms, comparing cema-cel after standard FC lymphodepletion to observation, the current standard of care. Statistical design of the trial and the prespecified study conduct remain the same. The next milestone will be the futility analysis comparing MRD conversion and is expected by Allogene to occur 1H 2026.

- Allogene: anti-CD70 CAR-T

In June 2025, Allogene presented updated data from the Phase 1 TRAVERSE study of ALLO-316 in renal cell carcinoma during an oral presentation at the 2025 ASCO Annual Meeting. The presentation focused on the Phase 1b expansion cohort from the Phase 1 TRAVERSE study in which patients were treated with a standard regimen of cyclophosphamide and fludarabine following by a single dose of 80 million CAR-T cells.

- AstraZeneca

The research and development activities under the AZ JRCA are continuing to advance for the three cell and gene therapy programs under our Joint Research and Collaboration Agreement with AstraZeneca in November 2023 (the "AZ JRCA"): one allogeneic CAR-T for hematological malignancies, one allogeneic CAR-T for solid tumors, and one in vivo gene therapy for a genetic disorder.

For a discussion of our operating capital requirements and funding sources, please see "Liquidity and Capital Resources" below.

**Key events of the six-month period ended June 30, 2025**

Cellectis continues to focus on the enrollment of patients in the BALLI-01 study and expects to present the Phase 1 dataset and late-stage development strategy for UCART22 in relapsed or refractory ALL by year-end 2025.

Cellectis continues to focus on the enrollment of patients in the NATHALI-01 study and expects to present a Phase 1 readout for eti-cel (UCART20x22) in relapsed or refractory NHL in late 2025.

- *Changes to the Board of Directors*

The shareholder meeting which took place on June 26, 2025, approved the renewal of Mr. Donald Bergstrom and the appointment of Mr. André Muller as members of the Board of Directors of Cellectis.

At the close of this shareholder meeting, the term of Mr. Axel-Sven Malkomes expired, and the previously announced resignation of Pierre Bastid became effective.

In connection with these changes to the Board of Directors, the Board of Directors appointed Mr. André Muller, Mr. Donald Bergstrom, and Mr. Rainer Boehm as members to the Company's Audit Committee.

**Key events post June 30, 2025**

- *lasme-cel (UCART22) in r/r B-ALL*

In July 2025, Cellectis completed the multidisciplinary end-of-Phase 1 regulatory interactions with both the Food and Drug Administration (FDA) and the European Medicines Agency (EMA). Preparations are currently underway in anticipation for an amendment to initiate a pivotal phase 2 of lasme-cel in r/r B-ALL, which is expected in the second semester of 2025.

**Financial Operations Overview**

We have incurred net losses in nearly each year since our inception. Substantially all of our net losses resulted from costs incurred in connection with our development programs and from selling, general and administrative expenses associated with our operations. As we continue our intensive research and development programs, we expect to continue to incur significant expenses and expect to incur losses for the foreseeable future. We anticipate that such expenses will increase substantially if and as we:

- progress our clinical trials BALLI-01, and NATHALI-01;
- continue to advance the research and development of our current and future immuno-oncology product candidates; advance research and development efforts for our cell and gene therapy product candidates;
- further develop and refine the manufacturing process for our immuno-oncology product candidates;
- maintain our manufacturing facilities in Paris (France) and Raleigh (North Carolina, USA), continue production at our in-house manufacturing facilities and change or add additional manufacturers or suppliers of biological materials to support our in-house manufacturing capabilities;
- seek regulatory and marketing approvals for our product candidates, if any, that successfully complete development;

- establish a sales, marketing and distribution infrastructure to commercialize any products for which we may obtain marketing approval;
- seek to identify and validate additional product candidates;
- acquire or in-license other product candidates, technologies or biological material;
- make milestone or other payments under any in-license agreements;
- maintain, protect and expand our intellectual property portfolio;
- seek to attract and retain new and existing skilled personnel;
- experience any delays or encounter issues with any of the above.

We do not expect to generate material revenues from sales of our therapeutic product candidates unless and until we successfully complete development of, and obtain marketing approval for, one or more of our product candidates, which we expect will take a number of years and is subject to significant uncertainty. Accordingly, we anticipate that we will need to raise additional capital prior to completing clinical development of any of our therapeutic product candidates. Until such time that we can generate substantial revenues from sales of our product candidates, if ever, we expect to finance our operating activities through a combination of milestone payments received pursuant to our collaboration and license agreements, equity offerings, debt financings, government or other third-party funding and new collaborations, and licensing arrangements. However, we may be unable to raise additional funds or enter into such arrangements when needed on favorable terms, or at all, which would have a negative impact on our financial condition and could force us to delay, limit, reduce or terminate our development programs or commercialization efforts or grant to other rights to develop or market product candidates that we would otherwise prefer to develop and market ourselves. Failure to receive additional funding could cause us to cease operations, in part or in full.

Our interim condensed consolidated financial statements for the six-month period ended June 30, 2025 have been prepared in accordance with International Accounting Standard 34 ("IAS 34") - Interim Financial Reporting, as issued by the International Accounting Standards Board, or IASB.

**Results of Operations**

*Comparison for the six-month periods ended June 30, 2024 and 2025*

*Revenues*

| | For the six-month period ended June 30, | | % change |
|---|---|---|---|
| | 2024 | 2025 | 2025 vs 2024 |
| Collaboration agreements | 12,249 | 26,869 | 119.4% |
| Other revenues | 340 | 511 | 50.00% |
| **Revenues** | **12,589** | **27,380** | **117.5%** |

The increase in revenues of $14.8 million between the six-month periods ended June 30, 2024 and 2025 mainly derives from the revenue recognized in 2025 in connection with our performance obligation rendered under the ongoing three Research Plans of the AZ JRCA, whereas revenues in the six-month period ended June 30, 2024 corresponded to the revenue recognized in connection with only the first AZ Research Plan. As a reminder, revenues as recorded in the six-month period ended June 30, 2024 included a $5.4 million development milestone under the License Agreement with Servier.

*Other income*

| | For the six-month period ended June 30, | | % change |
|---|---|---|---|
| | 2024 | 2025 | 2025 vs 2024 |
| Research tax credit | 3,336 | 2,842 | -14.8% |
| Other income | 76 | - | -100.0% |
| **Other income** | **3,412** | **2,842** | **-16.7%** |

The decrease in other income of $0.6 million between the six-month periods ended June 30, 2024 and 2025 is mainly due to a $0.5 million decrease in research tax credit attributable to less eligible expenses, following the new French tax applicable rules.

*Research and development expenses*

| | For the six-month period ended June 30, | | % change |
|---|---|---|---|
| | 2024 | 2025 | 2025 vs 2024 |
| Personnel expenses | (19,155) | (19,307) | 0.8% |
| Purchases, external expenses | (17,200) | (16,071) | -6.6% |
| Depreciation and amortization expenses (incl. right of use amortization) | (8,527) | (9,229) | 8.2% |
| Other | (961) | (405) | -57.9% |
| **Research and development expenses** | **(45,841)** | **(45,012)** | **-1.8%** |

Between the six-month periods ended June 30, 2024 and 2025, research and development expenses decreased by $0.8 million. Personnel expenses increased by $0.1 million from $19.2 million in 2024 to $19.3 million in 2025 mainly due to non-cash stock-based compensation increase by $0.2 million while wages and salaries decreased by $0.1 million. Purchases, external expenses and other decreased by $1.7 million partially offset by $0.7 million depreciation and amortization expenses increase.

*Selling, general and administrative expenses*

| | For the six-month period ended June 30, | | % change |
|---|---|---|---|
| | 2024 | 2025 | 2025 vs 2024 |
| Personnel expenses | (3,829) | (4,153) | 8.5% |
| Purchases, external expenses | (3,875) | (4,440) | 14.6% |
| Depreciation and amortization expenses (incl. right of use amortization) | (770) | (718) | -6.8% |
| Other | (512) | (469) | -8.4% |
| **Selling, general and administrative expenses** | **(8,986)** | **(9,780)** | **8.8%** |

Between the six-month periods ended June 30, 2024 and 2025, selling, general and administrative expenses increased by $0.8 million. Personnel expenses increased by $0.3 million from $3.8 million in 2024 to $4.2 million in 2025 mainly due to non-cash stock-based compensation increase by $0.4 million while wages and salaries decreased by $0.1 million. Purchases, external expenses and other increased by $0.5 million slightly offset by the decrease in depreciation and amortization expenses.

*Other operating income and expenses*

| | For the six-month period ended June 30, | | % change |
|---|---|---|---|
| | 2024 | 2025 | 2025 vs 2024 |
| Other operating income | 721 | 804 | 11.6% |
| Other operating expenses | - | - | - |
| **Other operating income (expenses)** | **721** | **804** | **11.6%** |

Between the six-month periods ended June 30, 2024 and 2025, the other operating income increased by $0,1 million following the favorable outcome of a claim with French social tax authorities related to the reimbursement of social charges on non-vested stock option plans.

*Net financial gain (loss)*

| | For the six-month period ended June 30, | | % change |
|---|---|---|---|
| | 2024 | 2025 | 2025 vs 2024 |
| Financial income | 29,407 | 11,578 | -60.6% |
| Financial expenses | (11,384) | (29,675) | 160.7% |
| **Net Financial gain (loss)** | **18,023** | **(18,098)** | **-200.4%** |

The decrease in financial income of $17.8 million between the six-month periods ended June 30, 2024 and 2025 was mainly attributable to (i) a $14.3 million gain in change in fair value of the derivative instrument component of the SIA which was recorded last year before derecognition of the derivative in May 2024, ii) a decrease of $1.0 million in foreign exchange gains due to the weakening of the USD against the Euro, iii) a $1.2 million gain in change in fair value of European Investment Bank ("EIB") tranche A, B and C warrants recorded as of June 30, 2025 to be compared to a $4.3 million gain in change in fair value of the tranche A and

B warrants as of June 30, 2024, partially offset by (iv) a $0,6 million gain in fair value on foreign exchange derivatives recorded during the period and by v) a $0,4 million increase in income from cash, cash equivalents and financial assets.

The increase in financial expenses of $18.3 million between the six-month periods ended June 30, 2024 and 2025 is mainly attributable to a (i) $22.5 million increase in foreign exchange loss over the period due to the devaluation of the USD against the Euro which resulted in significant unrealized loss on our cash, cash equivalents and other bank deposits classified as current and non current financial assets, and (ii) a $0.3 million increase in interest on our financial and lease liabilities partially offset by (iii) a $4,5 million decrease of loss on fair value mainly due to our investment in shares of Cibus which was entirely sold in the first quarter of 2025.

*Net income (loss)*

| | For the six-month period ended June 30, | | % change |
|---|---|---|---|
| | 2024 | 2025 | 2025 vs 2024 |
| **Net income (loss)** | (19,627) | (41,863) | 113.3% |

The change from a net loss of $19.6 million in the six-month periods ended June 30, 2024 to a net loss of $41.9 million in the six-month period ended June 30, 2025 was mainly due to (i) a $36.1 million change from a net financial gain of $18.0 million as of June 30, 2024 to a net financial loss of $18.1 million as of June 30, 2025, partially offset by (ii) an increase in revenues and other income of $14.2 million.

**Liquidity and Capital Resources**

*Introduction*

We have incurred losses and cumulative negative cash flows from operations in nearly each year since our inception in 2000, and we anticipate that we will continue to incur losses for the foreseeable future. We expect that our research and development and selling, general and administrative expenses will continue to increase and, as a result, we will need additional capital to fund our operations, which we may raise through a combination of equity offerings, debt financings, other third-party funding, marketing and distribution arrangements and other collaborations, strategic alliances and licensing arrangements.

Until such time that we can generate substantial revenues from sales of our product candidates, if ever, we expect to finance our operating activities through a combination of milestone payments received pursuant to our collaboration and license agreements, equity offerings, debt financings, government or other third-party funding and new collaborations, and licensing arrangements. However, we may be unable to raise additional funds or enter into such arrangements when needed on favorable terms, or at all, which would have a negative impact on our financial condition and could force us to delay, limit, reduce or terminate our development programs or commercialization efforts or grant to other rights to develop or market product candidates that we would otherwise prefer to develop and market ourselves. Failure to receive additional funding could cause us to cease operations, in part or in full.

We have funded our operations since inception primarily through private and public offerings of our equity securities, debt financings, government grants (including payments of research tax credits), and payments received under collaboration and licensing agreements with third parties.

Our ordinary shares have been traded on the Euronext Growth market of Euronext in Paris since February 7, 2007, and our ADSs have traded on the Nasdaq Global Market in New York since March 30, 2015.

*Liquidity management*

As of June 30, 2025, we had cash and cash equivalents of $59.8 million and a fix-term deposits of $166.3 million of which $136.1 classified as current financial assets and $30.2 million classified as non-current financial assets.

Cash in excess of immediate requirements is invested in accordance with our investment policy, primarily with a view to liquidity and capital preservation. Currently, our cash and cash equivalents are held in bank accounts, and fixed bank deposits, in each case primarily in France. The portion of cash and cash equivalents, fixed term deposits and restricted cash denominated in U.S. dollars is $216.6 million as of June 30, 2025.

*Historical Changes in Cash Flows*

The table below summarizes our sources and uses of cash for the six-month period ended June 30, 2024 and 2025.

| | For the six-month period ended June 30, | |
|---|---|---|
| | 2024 | 2025 |
| | $ in thousands | |
| Net cash flows provided by (used in) operating activities | 28,865 | (27,470) |
| Net cash flows provided by (used in) investing activities | (108,480) | (48,494) |
| Net cash flows provided by (used in) financing activities | 90,406 | (8,361) |
| **Total** | **10,792** | **(84,325)** |
| Effect of exchange rate changes on cash | 1,542 | 883 |

For the six-month period ended June 30, 2025, our net cash flows used in operating activities of $27.5 million are mainly due to cash payments from Cellectis to suppliers of $23.2 million, Cellectis' wages, bonuses social expenses paid of $23.6 million, partially offset by $13.4 million cash-in from our license and collaboration agreements and $5.1 million of income on financial investments.

For the six-month period ended June 30, 2024, our net cash flows provided by operating activities of $28.9 million were mainly due to $13.7 million cash-in from our license and collaboration agreements, $1.6 million of cash-in from VAT credit, $4.6 million of cash-in from income on financial investments, $57.0 million of cash proceeds upon closing of the Subsequent Investment with AstraZeneca allocated to operating activities (out of a total of $139.8 million net cash proceeds - see Note 2.6 of our Consolidated Financial Statements), partially offset by cash payments from Cellectis to suppliers of $25.7 million, Cellectis' wages, bonuses social expenses paid of $23.6 million and reimbursement of the fiscal years 2017 and 2018 French research tax credit for $0.7 million pursuant to Paris Administrative Court's decision.

For the six-month period ended June 30, 2025, our net cash flows used in investing activities of $48.5 million mainly reflect the net cash invested in bank fixed term deposits (classified as current and non current financial assets in the consolidated statement of financial position) for $47.8 million and the payments of capital expenditures for $0.7 million.

For the six-month period ended June 30, 2024, our net cash flows used in investing activities of $108.5 million were primarily explained by our cash invested in bank fixed term deposits (classified as current financial assets) for $107.1 million, $0.7 million of investments in R&D equipment and building fittings under construction in France and $0.5 million in the US and $0.1 million of increase in the deposit for our leased premises in Paris.

For the six-month period ended June 30, 2025, our net cash flows used in financing activities of $8.4 million reflect mainly repayment for $2.6 million of the "PGE" loan and the payments of lease debts for $5.4 million.

For the six-month period ended June 30, 2024, our net cash flows provided by financing activities of $90.4 million were mainly driven by the closing of the SIA with AstraZeneca which resulted in net cash proceeds of $139.8 million, of which $57.0 million were recorded as cash-flows from operating activities and, the $16.2 million cash received from EIB pursuant to the disbursement of the Tranche B, partially offset by the payments of lease debts of $5.6 million, and the repayment of the "PGE" loan of $2.5 million.

*Operating capital requirements*

Our cash consumption is driven by our internal operational activities, including manufacturing activity conducted at our in-house manufacturing facilities, as well as our outsourced activities, including the pre-clinical research and development activities, manufacturing and technology transfer expenses payable to CMO providers, costs and expenses associated with our clinical trials, including payments to clinical research centers, CROs involved in the clinical trials, and third-parties providing logistics and testing services. In addition, we incur significant annual payment and royalty expenses related to our in-licensing agreements with different parties including Life Technologies and University of Minnesota. We also incur substantial expenses related to audit, legal, regulatory and tax related services associated with our public company obligations in the United States and our continued compliance with applicable U.S. exchange listing and SEC requirements.

To date, we have not generated any revenues from therapeutic product sales. In addition to our cash generated by operations (including payments under our collaboration agreements), we have funded our operations since inception primarily through private and public offerings of our equity securities, debt financings, government grants (including payments of research tax credits), and payments received under collaboration and licensing agreements with third parties.

We do not know when, or if, we will generate any revenues from therapeutic product sales. We do not expect to generate significant revenues from product sales unless and until we obtain regulatory approval of and commercialize one of our current or future therapeutic product candidates.

We are subject to all risks incident in the development of new gene therapy products, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business.

We anticipate that we will need additional funding in connection with our continuing operations, including for the further development of our existing product candidates and to pursue other development activities related to additional product candidates.

With cash and cash equivalents of $59.8 million and deposits of $166.3 million as of June 30, 2025, the Company believes its cash and cash equivalents and deposits will be sufficient to fund its operations into the second half of 2027 and therefore for at least twelve months following the consolidated financial statements' publication.

Our assessment of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties, and actual results could vary as a result of a number of factors. We have based this estimate on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. Our future funding requirements, both near and long-term, will depend on many factors, including, but not limited to:

- the initiation, progress, timing, costs and results of pre-clinical and clinic studies for our product candidates;
- the capacity of manufacturing our products in France and in the United States;
- the outcome, timing and cost of regulatory approvals by U.S. and non-U.S. regulatory authorities, including the possibility that regulatory authorities will require that we perform more studies than those that we currently expect;
- the ability of our product candidates to progress through clinical development successfully;
- the cost of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights;
- our need to expand our research and development activities;
- our need and ability to hire additional personnel;
- our need to implement additional infrastructure and internal systems, including manufacturing processes for our product candidates;
- the effect of competing technological and market developments;
- the cost of establishing sales, marketing and distribution capabilities for any products for which we may receive regulatory approval.

If we cannot expand our operations or otherwise capitalize on our business opportunities because we lack sufficient capital, our business, financial condition and results of operations could be materially adversely affected.

**Off-Balance Sheet Arrangements**

As of June 30, 2025, we do not have any off-balance sheet arrangements as defined under SEC rules.

**Item 3. Quantitative and Qualitative Disclosures About Market Risks**

For quantitative and qualitative disclosures about market risk that affect us, see “Quantitative and Qualitative Disclosures About Market Risk in Item11 of Part I of the Annual Report. There have been no material changes in information that would have been provided in the context of Item 3 from the end of the preceding year until June 30, 2025.

**Item 4. Controls and Procedures**

We must maintain effective internal control over financial reporting in order to accurately and timely report our results of operations and financial condition. In addition, as a public company, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, requires, among other things, that we assess the effectiveness of our disclosure controls and procedures and the effectiveness of our internal

control over financial reporting at the end of each fiscal year. We issued management's annual report on internal control over financial reporting, pursuant to Section 404 of the Sarbanes-Oxley Act, as of December 31, 2024.

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

From time to time, we may be involved in various claims and legal proceedings relating to claims arising out of our operations. We have initiated an arbitration proceeding through the *Centre de Médiation et d'Arbitrage de Paris*, which, if the arbitral tribunal does not rule in our favor, may have negative impact on our business. The arbitral decision is expected to be rendered on or before December 15, 2025. For more information, see "Annual Report on Form 20-F for the year ended December 31, 2024 - Risk Factors - Risks Related to Our Reliance on Third Parties - Servier's discontinuation of its involvement in the development of CD19 Products and related disagreements may have adverse consequences". Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

### Item 1A. Risk Factors

There are no material changes to the risk factors described in Item 3.D. of Cellectis' Annual Report on Form 20-F for the year ended December 31, 2024.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

Not Applicable.

### Item 5. Other Information

None.

### Item 6. Exhibits

None.