



CELLECTIS

A French limited liability company (*société anonyme*) with share capital of €2,124,465.65
Registered Office: 8, rue de la Croix Jarry - 75013 Paris
Paris Trade and Companies Register No. 428 859 052
(the "Company")

BOARD OF DIRECTORS REPORT TO THE COMBINED SHAREHOLDERS' MEETING OF NOVEMBER 4, 2020

Dear Sirs,

We have convened this combined shareholders' meeting for the purpose of submitting for your approval decisions which fall within the competence of the ordinary shareholders' meeting and the extraordinary shareholders' meeting respectively.

You are therefore called upon to decide on the following agenda:

Agenda of the ordinary shareholders' meeting

1. Appointment of a new board member,

Agenda of the extraordinary shareholders' meeting

2. Amendment of the age limit applicable to directors, the chairman of the board of directors, the chief executive officer and to the deputy chief executive officers – subsequent amendment of the articles of association,

1. APPOINTMENT OF A NEW BOARD MEMBER (*First Resolution*)

The board of directors of the Company is composed of eight members, six of whom are independent (Mrs. Annick Schwebig, Mr. Laurent Arthaud, Mr. Pierre Bastid, Mr. Rainer Boehm, Mr. Alain Godard and Mr. Hervé Hoppenot), of Mr André Choulika, chairman of the board of directors and chief executive officer, and Mr. David Sourdivé, assistant chief executive officer and EVP strategic initiatives of Collectis.

As part of its reflection on the governance of the Company and in accordance with the practices of listed companies, Collectis' board of directors has found appropriated to separate the functions of chairman of the board of directors and chief executive officer.

Therefore, the board of directors proposed the appointment of a new non-executive and independent director who would, if appointed by this meeting, be appointed as chairman of the board of directors.

In this context, we suggest you appointing Mr. Jean-Pierre Garnier as new director, for a period of three (3) years expiring at the end of the annual ordinary general shareholders meeting called to approve the consolidated financial statements for the financial year ended December 31, 2022.

Mr. Jean-Pierre Garnier was chosen for the unique combination of his expertise, experience and other skills which will bring a valuable contribution to the board of directors. The range of his skills will allow members of the board of directors to benefit from quality expertise and best practices in financial and administrative matters, governance and remuneration. In addition, the board of directors determined that Mr. Jean-Pierre Garnier could be considered as independent pursuant to the rules of the SEC and Nasdaq Stock Market and to the MiddleNext Code.

We believe that the experience of Mr. Jean-Pierre Garnier in the field of the biotechnology and pharmaceutical industry and particularly his experience as a manager of companies makes him a legitimate candidate to sit and bring a useful contribution to the board of directors of the company.

2. STATUTORY AMENDMENTS (*Second Resolution*)

Given the current composition of the board of directors and the appointment of Mr. Jean-Pierre Garnier proposed above, the age limit applicable to the chairman of the board of directors will be reached quickly and the number of elderly directors over 70 years would exceed the one-third limit provided in the Company's articles of association in the event of the departure of a current director.

In this context and in order to allow the Company to continue to benefit from the experience of its directors who know the Company perfectly, we suggest you modifying the age limit applicable to the directors and to the chairman of the board of directors for an increase from 70 to 75 years and for a full harmonization to also modify the age limit applicable to the CEO and deputy CEOs in order to also bring it to 75 years.

If this proposal is acceptable to you, Articles 11.1, 11.2 and 14.1.2 and 14.2.1 of the Company's articles of association would be amended accordingly.

Under these conditions, we ask that you vote on the proposed resolutions submitted to you by your board of directors.

The board of directors