

CELLECTIS

Société anonyme with a share capital of 1,470,986.05 euros
Registered Office: 8, rue de la Croix Jarry - 75013 Paris
Paris Trade & Companies Register (RCS) 428 859 052

**COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF FEBRUARY 16, 2015**

AGENDA

Agenda for the Ordinary General Meeting

- Authorization of the Board of Directors to buy back Company shares.

Agenda for the Extraordinary General Meeting

- Authorization of the Board of Directors to reduce share capital by cancelling Company's shares as part of the authorization to buy back its own shares.
- Removal of the Articles of Association's limit on the number of members of the Board of Directors, with corresponding amendment to Article 11.1 of the Company's Articles of Association.
- Change to the shareholder proxy rules for General Meetings, with corresponding amendment to Article 18 paragraph 5 of the Company's Articles of Association.
- Change to Article 15.2, paragraph 5 of the Company's Articles of Association relating to related-party agreements submitted for authorization (*conventions réglementées*), to comply with applicable law.
- Authorization of the Board of Directors to increase capital immediately or in the future by issuing ordinary shares or any other securities giving access to capital, with the removal of pre-emptive subscription rights, to the benefit of a category of persons meeting specified characteristics, up to a maximum nominal value of 1,470,986 euros.
- Authorization of the Board of Directors to increase capital immediately or in the future by issuing ordinary shares or any other securities giving access to capital, with the retention of pre-emptive subscription rights, to the benefit of a category of persons meeting specified characteristics, up to a maximum nominal value of 1,470,986 euros.
- Authorization of the Board of Directors to increase capital immediately or in the future by issuing ordinary shares or any other securities giving access to capital, with the removal of pre-emptive subscription rights, by a public offering, up to a maximum nominal value of 1,470,986 euros.
- Authorization of the Board of Directors to increase capital immediately or in the future by issuing ordinary shares or any other securities giving access to capital, with the removal of pre-emptive subscription rights, by an offer as set out in Article L. 411-2, paragraph II of the French Monetary and Financial Code, up to a maximum nominal value of 735,493 euros.
- Authorization of the Board of Directors to increase capital by issuing ordinary shares or any other

securities giving access to capital, with the removal of shareholders' pre-emptive subscription rights, to the benefit of a category of persons ensuring the underwriting of the Company's equity securities that may result from a line of equity financing, up to a maximum nominal value of 735,493 euros.

- Authorization of the Board of Directors to increase the value of each of the issues with or without pre-emptive subscription rights that may be decided under the above-mentioned authorizations.
- Set the total value of the capital increases that may be accomplished under the above-mentioned authorizations.
- Authorization of the Board of Directors to increase capital by incorporation of premiums, reserves, profits or other, up to a maximum nominal amount of 2 million euros.
- Authorization of the Board of Directors to grant options to subscribe or buy ordinary shares in the Company, that include shareholders' waiver of their pre-emptive subscription rights.
- Authorization of the Board of Directors to allocate ordinary shares in the Company free of charge to the benefit of employees and/or corporate officers of the Company and its subsidiaries, that include shareholders' waiver of their pre-emptive subscription rights.
- Authorization of the Board of Directors to allocate share subscription warrants giving the right to subscribe to ordinary shares in the Company, with the removal of pre-emptive subscription rights, to the benefit of the following category of beneficiaries: members and observers on the Company's Board of Directors depending on the allocation date of the warrants, who are not employees or directors of the Company, independent members of any committee set up by the Board of Directors and natural persons or legal entities related to the Company by a consultancy contract.
- Authorization of the Board of Directors to issue warrants to subscribe to and/or acquire redeemable equity warrants ("*bons de souscription et/ou d'acquisition d'actions remboursables*" or "BSAAR"), with the removal of pre-emptive subscription rights, for the benefit of the following category of beneficiaries: employees and corporate officers of the Company and its subsidiaries.
- Creation of preferred shares convertible into ordinary shares subject to performance conditions, with corresponding amendments to the Articles of Association.
- Authorization of the Board of Directors to grant free preferred shares for the benefit of employees and/or corporate officers of the Company and its subsidiaries, that include shareholders' waiver of their pre-emptive subscription rights.
- Set the total value of the capital increases that may be accomplished under the above-mentioned authorizations.
- Authorization of the Board of Directors to increase share capital by subscription, reserved for members of a company savings plan ("*plan d'épargne d'entreprise*") set up under Articles L. 3332-1 *et seq.* of the French Labor Code (*Code du Travail*).

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