This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users.

This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.

Cellectis

Combined Annual General Meeting of June 1, 2021 Twenty-second resolution

Statutory auditors' report on the allocation of free existing shares or free shares to be issued

JMH CONSEIL

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

Commissaire aux Comptes Membre de la compagnie régionale de Paris

ERNST & YOUNG et Autres

Tour First TSA 14444 92037 Paris-La Défense cedex S.A.S. à capital variable 438 476 913 R.C.S. Nanterre

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

Cellectis

Combined Annual General Meeting of June 1, 2021 Twenty-second resolution

Statutory auditors' report on the allocation of free existing shares or free shares to be issued

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed allocation of free existing shares or free shares to be issued, reserved for employees of your Company, or for certain categories thereof, and/or for the corporate officers of your Company who meet the conditions set by Article L. 225-197-1, II of the French Commercial Code(*Code de commerce*), as well as for employees of companies or economic interest groups in which your Company holds, either directly or indirectly, at least 10% of the share capital or of the voting rights, on the date of the allocation of the relevant shares, an operation upon which you are called to vote. The total number of shares likely to be awarded under this delegation may not represent more than tenth percent of the share capital.

Your Board of Directors proposes that, on the basis of its report, it be authorized for a period of twelve months to allocate free existing shares or free shares to be issued.

It is the responsibility of the Board of Directors to prepare a report on the proposed operation. Our role is to report on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in examining that the proposed methods described in the Board of Directors' report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the Board of Directors' report relating to the proposed allocation of free shares.

Paris and Paris-La Défense, May 12, 2021

The Statutory Auditors French original signed by

JMH CONSEIL

ERNST & YOUNG et Autres

Vincent Corrège

Frédéric Martineau

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